

In the opinion of Goodwin Procter LLP, Los Angeles, California, and Ronald E. Lee, Attorney at Law, Davis, California, Co-Bond Counsel, based upon an analysis of existing laws, regulations, rulings, and judicial decisions and assuming, among other matters, compliance with certain covenants and requirements described herein, interest on the Series 2009A Bonds is excludable from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended, and is exempt from State of California personal income taxes. In the further opinion of Co-Bond Counsel, interest on the Series 2009A Bonds is not a specific preference item for purposes of federal individual or corporate alternative minimum taxes. In addition, pursuant to the American Recovery and Reinvestment Act of 2009, interest on the Bonds is not included in adjusted current earnings in calculating federal corporate alternative minimum taxable income. Co-Bond Counsel express no opinion regarding other tax consequences relating to the ownership or disposition of, or the accrual or receipt of interest on, the Series 2009A Bonds. See "TAX MATTERS."

**\$34,265,000**

**CITY AND COUNTY OF SAN FRANCISCO FINANCE CORPORATION
LEASE REVENUE BONDS, SERIES 2009A
(BRANCH LIBRARY IMPROVEMENT PROGRAM)**

Dated: Date of Delivery**Due: June 15 or Dec. 15, see inside cover**

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 Series 2009A Bonds. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The bonds captioned above (the "Series 2009A Bonds") are being issued to: (i) finance the acquisition, construction, reconstruction, rehabilitation or improvement of real property or facilities that will be operated by the San Francisco Public Library (the "Library") for library purposes and for the purchase of equipment relating to such real property or facilities (collectively, the "Series 2009A Projects"); (ii) fund a Reserve Fund; and (iii) pay costs associated with the issuance of the Series 2009A Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS."

The Series 2009A Bonds are issued pursuant to a Master Trust Agreement, dated as of March 1, 2009 (the "Trust Agreement"), by and between the City and County of San Francisco Finance Corporation (the "Corporation") and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), and in accordance with the Charter of the City and County of San Francisco (the "City"). See "THE SERIES 2009A BONDS—Authority for Issuance." Principal of and interest on the Series 2009A Bonds are payable from certain funds held under the Trust Agreement, including principally the Base Rental payments payable by the City pursuant to a Master Lease, dated as of March 1, 2009 (the "Lease"), by and between the Corporation, as lessor, and the City, as lessee. See "SECURITY AND SOURCES OF PAYMENT." 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 in its annual budget, and to make necessary annual appropriations therefor. See "SECURITY AND SOURCES OF PAYMENT – Covenant to Appropriate." The obligation of the City to pay Base Rental is in consideration for the use and occupancy of the site and facilities subject to the Lease (the "Facilities"), and such obligation may be abated in whole or in part if there is substantial interference with the City's use and occupancy of the Facilities, or any portion thereof. See "CERTAIN RISK FACTORS – Abatement."

The Series 2009A Bonds will be issued only as fully registered bonds without coupons, and when issued 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 Series 2009A Bonds will be made in book-entry form only, in denominations of \$5,000 or any integral multiple thereof. Payments of principal of and interest on the Series 2009A Bonds will be made by the Trustee to DTC, which in turn is required to remit such principal and interest to the DTC Participants for subsequent disbursement to the beneficial owners of the Series 2009A Bonds. See "THE SERIES 2009A BONDS—Form and Registration." The Series 2009A Bonds will be dated and bear interest from their date of delivery. Interest on the Series 2009A Bonds will be payable on June 15 and December 15 of each year, commencing June 15, 2009. Principal is payable in accordance with the maturity schedule shown on the inside cover.

The Series 2009A Bonds are subject to redemption prior to their respective stated maturities. See "THE SERIES 2009A BONDS—Redemption Provisions."

THE SERIES 2009A BONDS ARE LIMITED OBLIGATIONS OF THE CORPORATION PAYABLE SOLELY FROM BASE RENTAL PAYMENTS MADE BY THE CITY TO THE CORPORATION PURSUANT TO THE LEASE, AND ANY OTHER AMOUNTS (INCLUDING THE PROCEEDS OF THE SALE OF THE SERIES 2009A BONDS) HELD IN CERTAIN FUNDS AND ACCOUNTS ESTABLISHED PURSUANT TO THE TRUST AGREEMENT, OTHER THAN THE REBATE FUND. USE OF AMOUNTS HELD IN SUCH FUNDS AND ACCOUNTS IS SUBJECT TO THE PROVISIONS OF THE TRUST AGREEMENT PERMITTING THE APPLICATION OF SUCH AMOUNTS FOR THE PURPOSES AND ON THE TERMS AND CONDITIONS SET FORTH IN THE TRUST AGREEMENT. THE CORPORATION SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF AND INTEREST ON THE SERIES 2009A BONDS ONLY FROM THE FUNDS DESCRIBED IN THE TRUST AGREEMENT 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 SERIES 2009A 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 SERIES 2009A 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.

MATURITY SCHEDULE

(See inside cover)

The Series 2009A Bonds are offered when, as, and if issued by the Corporation and accepted by the initial purchasers, subject to the approval of legality by Goodwin Procter LLP, Los Angeles, California, and Ronald E. Lee, Attorney at Law, Davis, California, Co-Bond Counsel. Certain legal matters will be passed upon for the Corporation by its counsel, Miller Brown & Dannis, San Francisco, California, and for the City by the City Attorney and by Orrick, Herrington & Sutcliffe LLP, Disclosure Counsel. It is expected that the Series 2009A Bonds will be available for delivery in book-entry form through the facilities of DTC in New York, New York, on or about April 1, 2009.

Dated: March 17, 2009.

\$34,265,000
CITY AND COUNTY OF SAN FRANCISCO FINANCE CORPORATION
LEASE REVENUE BONDS, SERIES 2009A
(BRANCH LIBRARY IMPROVEMENT PROGRAM)

MATURITY SCHEDULE

| <u>Maturity Date</u> | <u>Principal Amount</u> | <u>Interest Rate</u> | <u>Price or Yield*</u> | <u>CUSIP[†] (79765X)</u> |
|----------------------|-------------------------|----------------------|------------------------|---------------------------------------|
| Dec. 15, 2009 | \$ 405,000 | 3.000% | 1.250% | PE0 |
| June 15, 2010 | 410,000 | 3.000 | 1.750 | PF7 |
| June 15, 2011 | 835,000 | 3.000 | 2.100 | PG5 |
| June 15, 2012 | 860,000 | 3.000 | 2.500 | PH3 |
| June 15, 2013 | 885,000 | 3.000 | 100 | PJ9 |
| June 15, 2014 | 910,000 | 3.250 | 3.500 | PK6 |
| June 15, 2015 | 940,000 | 3.500 | 3.650 | PL4 |
| June 15, 2016 | 975,000 | 4.000 | 100 | PM2 |
| June 15, 2017 | 1,015,000 | 4.000 | 4.200 | PN0 |
| June 15, 2018 | 1,055,000 | 4.250 | 4.400 | PP5 |
| June 15, 2019 | 1,100,000 | 4.500 | 4.600 | PQ3 |
| June 15, 2020 | 1,150,000 | 4.625 | 4.750 | PR1 |
| June 15, 2021 | 1,200,000 | 4.750 | 4.850 | PS9 |
| June 15, 2022 | 1,255,000 | 5.000 | 100 | PT7 |
| June 15, 2023 | 1,320,000 | 5.000 | 5.050 | PU4 |
| June 15, 2024 | 1,385,000 | 5.000 | 5.100 | PV2 |
| June 15, 2025 | 1,455,000 | 5.100 | 5.150 | PW0 |
| June 15, 2026 | 1,530,000 | 5.200 | 5.250 | PX8 |
| June 15, 2027 | 1,610,000 | 5.200 | 5.300 | PY6 |
| June 15, 2028 | 1,695,000 | 5.250 | 5.350 | PZ3 |
| June 15, 2029 | 1,780,000 | 5.375 | 5.450 | QA7 |
| June 15, 2030 | 1,880,000 | 5.375 | 5.550 | QB5 |
| June 15, 2031 | 1,980,000 | 5.500 | 5.650 | QC3 |

\$6,635,000 5.750% Term Bonds due June 15, 2034 — Price 100% CUSIP 79765X QF6

[†] Copyright, American Bankers Association. CUSIP data herein is provided by Standard and Poor's, CUSIP Service Bureau. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Service. CUSIP numbers are provided for convenience of reference only. None of the Corporation, the City or the initial purchaser(s) take any responsibility for the accuracy of such numbers.

^{*} Reoffering prices/yields furnished by the initial purchaser. Neither the Corporation nor the City takes any responsibility for the accuracy thereof.

No dealer, broker, salesperson or other person has been authorized by the City or the Corporation to give any information or to make any representation 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 City or 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 Series 2009A Bonds, by any person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

The information set forth herein other than that provided by 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 City or the Corporation since the date hereof.

This Official Statement is not to be construed as a contract with the initial purchasers of the Series 2009A 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 facts.

The issuance and sale of the Series 2009A Bonds have not been registered under the Securities Act of 1933 in reliance upon the exemption provided thereunder by Section 3(a)2 for the issuance and sale of municipal securities.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2009A BONDS, THE INITIAL PURCHASERS MAY OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2009A BONDS AT LEVELS ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

CITY AND COUNTY OF SAN FRANCISCO FINANCE CORPORATION

BOARD OF DIRECTORS

Marc Stad, *President*
Barry Fishman, *Chief Financial Officer*
Pamela S. Jue, *Secretary*

CITY AND COUNTY OF SAN FRANCISCO

MAYOR

Gavin Newsom

BOARD OF SUPERVISORS

| | |
|--|------------------------------------|
| David Chiu, <i>Board President, District 3</i> | |
| Michela Alioto-Pier, <i>District 2</i> | Bevan Dufty, <i>District 8</i> |
| John Avalos, <i>District 11</i> | Sean Elsbernd, <i>District 7</i> |
| David Campos, <i>District 9</i> | Eric Mar, <i>District 1</i> |
| Carmen Chu, <i>District 4</i> | Sophie Maxwell, <i>District 10</i> |
| Chris Daly, <i>District 6</i> | Ross Mirkarimi, <i>District 5</i> |

CITY ATTORNEY

Dennis J. Herrera

CITY TREASURER

José Cisneros

OTHER CITY AND COUNTY OFFICIALS

Edwin Lee, *City Administrator*
Benjamin Rosenfield, *Controller*

PROFESSIONAL SERVICES

| | | |
|--|------------------------|---|
| | <i>Co-Bond Counsel</i> | |
| Goodwin Procter LLP Los Angeles, California | | Ronald E. Lee, Attorney at Law Davis, California |

Corporation Counsel
Miller Brown & Dannis
San Francisco, California

| | | |
|---|------------------------------|---|
| | <i>Co-Financial Advisors</i> | |
| KNN Public Finance, a division of Zions First National Bank Oakland, California | | Robert Kuo Consulting, LLC San Francisco, California |

Disclosure Counsel
Orrick, Herrington & Sutcliffe LLP
San Francisco, California

Trustee
The Bank of New York Mellon Trust Company, N.A.
San Francisco, California



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TABLE OF CONTENTS

| | <u>Page</u> |
|---|-------------|
| INTRODUCTION | 1 |
| THE CITY AND COUNTY OF SAN FRANCISCO..... | 1 |
| The Corporation..... | 2 |
| THE SERIES 2009A BONDS | 2 |
| Authority for Issuance..... | 2 |
| Purpose..... | 2 |
| Payment of Principal and Interest | 3 |
| Form and Registration..... | 3 |
| Redemption Provisions | 3 |
| SECURITY AND SOURCES OF PAYMENT | 5 |
| Source of Payment | 5 |
| Covenant to Appropriate..... | 6 |
| Limited Obligation..... | 6 |
| Pledge of Revenues; Revenue Fund | 7 |
| Rental Payments | 7 |
| Abatement of Base Rental Payments | 8 |
| Reserve Fund | 9 |
| Maintenance and Utilities; Changes to the Facilities | 10 |
| Insurance | 10 |
| Substitution of Property | 11 |
| Additional Bonds; Parity Bonds and Pre-Parity Bonds | 12 |
| THE FACILITIES | 13 |
| RECENT DEVELOPMENTS | 13 |
| Recent Changes in City's General Economic Environment | 13 |
| Six-Month City Budget Updates for Fiscal Year 2008-09 | 14 |
| Additional Actions Proposed by Mayor and Board of Supervisors | 16 |
| Impact of Federal Stimulus Bill on City Budget and Economy..... | 16 |
| State Budget Updates for Fiscal Year 2008-09..... | 16 |
| ESTIMATED SOURCES AND USES OF FUNDS | 17 |
| DEBT SERVICE SCHEDULE..... | 17 |
| THE SERIES 2009A PROJECTS..... | 19 |
| Description..... | 19 |
| Environmental Matters and Land Use Approvals..... | 20 |
| CERTAIN RISK FACTORS | 20 |
| Rental Payments Not a Debt of the City | 21 |
| Additional Obligations..... | 21 |
| Abatement | 21 |
| Reserve Fund | 22 |
| Limited Recourse on Default..... | 22 |
| Enforcement of Remedies..... | 23 |
| No Acceleration on Default | 23 |
| Substitution, Release and Addition of Leased Property | 23 |
| Seismic Risks..... | 24 |
| Risk Management and Insurance | 24 |
| State Law Limitations on Appropriations..... | 25 |
| Change in Law | 25 |
| No Liability of Corporation to the Owners | 25 |
| Bankruptcy..... | 25 |
| Other | 26 |

TABLE OF CONTENTS
(continued)

| | <u>Page</u> |
|--|-------------|
| THE CORPORATION | 26 |
| Outstanding Debt | 26 |
| Limited Obligation..... | 26 |
| CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND EXPENDITURES | 27 |
| Article XIII A of the California Constitution..... | 27 |
| Article XIII B of the California Constitution..... | 27 |
| Articles XIII C and XIII D of the California Constitution..... | 28 |
| Statutory Limitations | 29 |
| Proposition 1A | 29 |
| Future Initiatives | 30 |
| TAX MATTERS..... | 30 |
| Co-Bond Counsel Opinion..... | 30 |
| Risk of Audit by Internal Revenue Service | 32 |
| Original Issue Discount/Premium..... | 32 |
| OTHER LEGAL MATTERS | 33 |
| PROFESSIONALS INVOLVED IN THE OFFERING | 33 |
| CONTINUING DISCLOSURE..... | 33 |
| ABSENCE OF LITIGATION | 33 |
| Corporation | 34 |
| City..... | 34 |
| RATINGS | 34 |
| SALE OF SERIES 2009A BONDS..... | 34 |
| MISCELLANEOUS | 35 |

APPENDICES

| |
|--|
| APPENDIX A – CITY AND COUNTY OF SAN FRANCISCO – ORGANIZATION AND FINANCES |
| APPENDIX B – CITY AND COUNTY OF SAN FRANCISCO – ECONOMY AND GENERAL INFORMATION |
| APPENDIX C – COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE YEAR ENDED JUNE 30, 2008 |
| APPENDIX D – SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS |
| APPENDIX E – FORM OF CONTINUING DISCLOSURE CERTIFICATE |
| APPENDIX F – DTC AND THE BOOK-ENTRY ONLY SYSTEM |
| APPENDIX G – PROPOSED FORM OF OPINIONS OF CO-BOND COUNSEL |
| APPENDIX H – CITY AND COUNTY OF SAN FRANCISCO, OFFICE OF THE TREASURER – INVESTMENT POLICY |

OFFICIAL STATEMENT

\$34,265,000

CITY AND COUNTY OF SAN FRANCISCO FINANCE CORPORATION LEASE REVENUE BONDS, SERIES 2009A (BRANCH LIBRARY IMPROVEMENT PROGRAM)

INTRODUCTION

This Official Statement, which includes the cover page and appendices hereto, provides certain information concerning the issuance of the City and County of San Francisco Finance Corporation Lease Revenue Bonds, Series 2009A (Branch Library Improvement Program) (the “Series 2009A Bonds”). The Series 2009A Bonds and any Parity Bonds are referred to herein collectively as the “Bonds.” For the meaning of any capitalized term not otherwise defined herein, please refer to APPENDIX D: “SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – Definitions.” The references to any legal documents, instruments and the Series 2009A Bonds in this Official Statement do not purport to be comprehensive or definitive, and reference is made to each such document for complete details of all terms and conditions.

This Official Statement speaks only as of its date, and the information contained herein is subject to change. Except as required by the Continuing Disclosure Certificate to be executed by the City and County of San Francisco (the “City”), the City and the City and County of San Francisco Finance Corporation (the “Corporation”) have no obligation to update the information in this Official Statement. See “CONTINUING DISCLOSURE” herein.

Quotations from and summaries and explanations of the Series 2009A Bonds, the resolutions providing for the issuance and payment of the Series 2009A Bonds, and provisions of the constitution and statutes of the State of California (the “State”), the City’s Charter and ordinances, and other documents described herein, do not purport to be complete, and reference is made to said laws and documents for the complete provisions thereof. Copies of those documents and information concerning the Series 2009A Bonds are available from the City through the Office of Public Finance, 1 Dr. Carlton B. Goodlett Place, Room 336, San Francisco, CA 94102-4682. Reference is made herein to various other documents, reports, websites, etc., which were either prepared by parties other than the City or the Corporation, or were not prepared, reviewed and approved by the City or the Corporation with a view towards making an offering of public securities, and such materials are therefore not incorporated herein by such references nor deemed a part of this Official Statement.

THE CITY AND COUNTY OF SAN FRANCISCO

The City is the economic and cultural center of the nine-county San Francisco Bay Area and northern California. Major business sectors include retail and entertainment, conventions and tourism, service businesses, banking, professional and financial services, corporate headquarters, international and wholesale trade, multimedia and advertising, biotechnology, and higher education. The City’s population in 2008 was approximately 774,000, making it the fourth largest city in the State. The City proper occupies 49 square miles at the northern tip of the San Francisco Peninsula, between the Pacific Ocean and San Francisco Bay. Silicon Valley is about 40 minutes’ drive to the south, and the Wine Country about an hour to the north.

The City is governed by a Board of Supervisors elected from eleven districts to serve four-year terms, and a Mayor who serves as chief executive officer, elected citywide to a four-year term. Gavin Newsom has served as the Mayor of the City since 2004, and was re-elected in November 2007. The City’s fiscal year

2008-09 original adopted budget includes \$6.53 billion of expenditures and reserves, of which \$3.05 billion was allocated to the General Fund of the City and \$3.48 billion was allocated to all other funds, including enterprise fund departments, such as the San Francisco International Airport, San Francisco Municipal Transportation Authority, and the San Francisco Public Utilities Commission. See “RECENT DEVELOPMENTS” herein for a discussion of mid-year budget changes. The City employs approximately 27,885 full-time-equivalent employees. Fiscal year 2008-09 total assessed valuation of taxable property in the City is approximately \$151.58 billion.

More detailed information about the City’s governance, organization and finances may be found in APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES.” Economic, demographic, and other information about the San Francisco Bay Region is provided in more detail in APPENDIX B: “CITY AND COUNTY OF SAN FRANCISCO – ECONOMY AND GENERAL INFORMATION.”

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. 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. For additional information on the Corporation, see “THE CORPORATION.”

THE SERIES 2009A BONDS

Authority for Issuance

The Series 2009A Bonds are issued pursuant to Ordinance No. 286-08, passed by the Board of Supervisors on November 25, 2008 and signed by the Mayor on December 5, 2008; Resolution No. 538-08, passed by the Board of Supervisors on December 16, 2008 and signed by the Mayor on December 19, 2008; Resolution No. 2008-5 adopted by the Board of Directors of the Corporation on December 16, 2008, as ratified by Resolution No. 2009-1 adopted on January 14, 2009; the Master Trust Agreement, dated as of March 1, 2009 (the “Trust Agreement”), by and between the Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”); and the Charter of the City and County of San Francisco (the “Charter”).

At an election held on November 6, 2007, the voters of the City adopted Proposition D, amending the Charter by repealing the then-existing Library Preservation Fund, renewing the Library Preservation Fund for 15 years to provide library services and to construct, maintain and operate library facilities and authorizing the issuance of debt for such purposes, all as codified in Section 16.109 of the Charter.

The Library Preservation Fund is administered by the Library Department as directed by the Library Commission. A set-aside from the City’s share of the county-wide 1% property tax levy in an amount equal to two and one-half cents (\$0.025) for each \$100 of assessed valuation is required by the Charter to be deposited in the Library Preservation Fund. The authorization to set aside these taxes in the Library Preservation Fund commences in Fiscal Year 2008-09 and extends through July 1, 2024.

Purpose

The Series 2009A Bonds are being sold to provide funds to: (i) finance the acquisition, construction, reconstruction, rehabilitation and/or improvement of real property and/or facilities that will be operated

by the San Francisco Public Library (the “Library”) for Library purposes and for the purchase of equipment relating to such real property and/or facilities (collectively, the “Series 2009A Projects”); (ii) fund a Reserve Fund; and (iii) pay costs associated with the issuance of the Series 2009A Bonds. See “THE SERIES 2009A PROJECTS.”

Payment of Principal and Interest

The Series 2009A Bonds will be executed and delivered only as one fully registered Series 2009A Bond for each maturity shown on the inside cover hereof. The Series 2009A Bonds will be delivered only in denominations of \$5,000 or an integral multiple thereof and interest thereon shall be payable on each June 15 and December 15, commencing June 15, 2009, as long as any Series 2009A Bonds are Outstanding (each an “Interest Payment Date”). Interest on the Series 2009A Bonds shall be computed on the basis of a 360-day year composed of twelve months of 30 days each. Interest on the Series 2009A Bonds will accrue from the date of delivery thereof at the rates per annum set forth on the inside cover page hereof. The principal of the Series 2009A Bonds will be payable, subject to redemption, as described below, on the dates and in the principal amounts set forth on the inside cover page hereof.

Form and Registration

The Series 2009A Bonds will be registered initially in the name of “Cede & Co.,” as nominee of The Depository Trust Company, New York, New York (“DTC”), which has been appointed as securities depository for the Series 2009A Bonds. Beneficial ownership interests in the Series 2009A Bonds will be available in book-entry form only, in denominations of \$5,000 or integral multiples thereof. Purchasers of beneficial ownership interests in the Series 2009A Bonds (“Beneficial Owners”) will not receive physical certificates representing their interests in the Series 2009A Bonds purchased. While held in book-entry only form, all payments of principal, premium and interest will be made by wire transfer to DTC or its nominee as the sole registered owner of the Series 2009A Bonds. Payments to Beneficial Owners are the sole responsibility of DTC and its Participants. See APPENDIX F: “DTC AND THE BOOK-ENTRY ONLY SYSTEM.”

The Series 2009A Bonds will be issued with the privilege of transfer or exchange for Series 2009A Bonds of other denominations as set forth in the Trust Agreement. All such transfers and exchanges shall be without charge to the owner, with the exception of any taxes, fees or other governmental charges. While the Series 2009A Bonds are in book-entry only form, beneficial ownership interests in the Series 2009A Bonds may only be transferred through Direct Participants and Indirect Participants as described in APPENDIX F: “DTC AND THE BOOK-ENTRY ONLY SYSTEM.”

Redemption Provisions

Extraordinary Mandatory Redemption. The Series 2009A Bonds are subject to extraordinary mandatory redemption, as a whole, or in part by lot within any maturity if less than all of the Series 2009A Bonds of such maturity are to be redeemed, from proceeds of insurance or proceeds of eminent domain proceedings, upon the terms and conditions of, and as provided for in the Trust Agreement, at the principal amount thereof plus accrued interest thereon to the date fixed for redemption, without premium.

Optional Redemption. The Series 2009A Bonds maturing on or before June 15, 2018 are *not* subject to optional redemption prior to maturity. The Series 2009A Bonds maturing on or after June 15, 2019 are subject to optional redemption prior to maturity on or after June 15, 2018 at the option of the City, as a whole or in part on any date from such maturities as are selected by the City, from amounts deposited with the Trustee or an independent fiscal agent from any funds available therefor (other than proceeds from insurance or eminent domain proceedings), at a redemption price equal to 100% of the principal

amount of Series 2009A Bonds to be redeemed plus accrued but unpaid interest to the date fixed for redemption.

Optional redemption of the Series 2009A Bonds is conditioned upon the prior delivery to the Trustee and the trustees of any Parity Bonds of a Certificate of the City to the effect that the Base Rental remaining under the Lease after the proposed redemption will be sufficient to pay when due the principal of and interest on the Series 2009A Bonds remaining Outstanding after such proposed redemption.

Mandatory Sinking Fund Redemption. The Series 2009A Bonds maturing on June 15, 2034, are also subject to redemption prior to their stated maturity dates, in part, by lot, from mandatory sinking fund payments, at a redemption price equal to the principal amount thereof, without premium, plus accrued interest thereon, on June 15 in each of the years and in the amounts set forth below:

| Mandatory Sinking Fund Payment Date (June 15) | Sinking Fund Payment |
|---|-------------------------|
| 2032 | \$2,090,000 |
| 2033 | 2,210,000 |
| 2034† | 2,335,000 |

† Maturity.

If some, but not all of the Series 2009A Bonds have been optionally redeemed as described above, the total amount of all sinking account payments shall be reduced by the aggregate principal amount of the Series 2009A Bonds so redeemed to be allocated among such sinking account payments as determined by the City.

Notice of Redemption. The Trustee is required to mail notice of redemption by first class mail, postage prepaid, at least 30 but no more than 45 days prior to the redemption date, to the Owners of the Series 2009A Bonds to be redeemed, to DTC, and to the Information Services.

So long as the Series 2009A Bonds are in book-entry only form through the facilities of DTC, notice of redemption will be provided to Cede & Co., as the registered owner of the Series 2009A Bonds, and not directly to the Beneficial Owners.

Neither failure to receive any redemption notice nor any defect in such redemption notice so given shall affect the sufficiency of the proceedings for redemption of the Series 2009A Bonds.

Cancellation of Redemption. Notwithstanding any other provision of the Trust Agreement, in the event that any Series 2009A Bonds are subject to extraordinary mandatory or optional redemption in accordance with the Trust Agreement and the Trustee does not have on deposit available moneys sufficient to redeem the principal of plus the applicable premium, if any, and interest on all of the Series 2009A Bonds proposed to be redeemed on the date fixed for redemption, the redemption shall be cancelled and in each and every such case, the Corporation, the Trustee and the Owners, as the case may be, shall be restored to their former positions and rights under the Trust Agreement. A cancellation of a redemption does not constitute an event of default under the Trust Agreement nor an event that with the passage of time of giving of notice or both will constitute an event of default under the Trust Agreement, and the Trustee, the Corporation and the City will have no liability from such cancellation.

Selection of Series 2009A Bonds for Redemption. For purposes of selecting the Series 2009A Bonds for redemption, the Series 2009A Bonds shall be deemed to be composed of \$5,000 portions or any integral multiple thereof. Whenever less than all the Outstanding Series 2009A Bonds maturing on any one date are called for redemption pursuant to the provisions of the Trust Agreement at any one time, the Trustee will select the portions to be redeemed by lot in any manner that the Trustee deems appropriate. If less than all the Outstanding Series 2009A Bonds are called for redemption pursuant to such provisions at any one time, the City shall designate the maturity or maturities and specify to the Trustee a principal amount in each maturity to be redeemed, provided that if the City specifies the Series 2009A Bonds to be redeemed in a manner that results in other than approximately equal annual debt service on the Series 2009A Bonds Outstanding following such redemption, the City is required to, at the time of such specification, deliver a Certificate of the City to the effect that the resulting Base Rental and Additional Rental payable during the remaining term of the Lease will not exceed the fair rental value of the Facilities during each subsequent Fiscal Year.

Upon the surrender of any Series 2009A Bond redeemed in part only, the Trustee is required to execute and deliver to the Owners thereof, at the expense of the City, a new Series 2009A Bond or Series 2009A Bonds of authorized denominations equal to the unredeemed portion of the Series 2009A Bond surrendered and of the same series, interest rate and maturity. Such partial redemption is valid upon payment or provision for the payment of the amount required to be paid to such Owner, and the Corporation, the City and the Trustee will be released and discharged thereupon from all liability to the extent of such payment.

Effect of Notice of Redemption. When notice of redemption has been duly given as provided in the Trust Agreement and moneys for the redemption of the Series 2009A Bonds to be redeemed, together with interest to such redemption date, are held by the Trustee, then, from and after such redemption date, interest on such Series 2009A Bonds will cease to accrue and such Series 2009A Bonds will cease to be entitled to any benefit or security under the Trust Agreement except for the right of the Owners to receive payment of the redemption price thereof.

Purchase of Series 2009A Bonds. Unless expressly provided otherwise in the Trust Agreement, money held in the Revenue Fund may be used to reimburse the Corporation for the purchase of the Series 2009A Bonds that would otherwise be subject to redemption from such moneys upon the delivery of such Series 2009A Bonds to the Trustee for cancellation at least 10 days prior to the date on which the Trustee is required to select the Series 2009A Bonds for redemption. The purchase price of any Series 2009A Bonds purchased by the Corporation under the Trust Agreement will not exceed the applicable redemption price of such Series 2009A Bonds. All Series 2009A Bonds so purchased will be surrendered to the Trustee for cancellation and applied as a credit against the obligation to redeem such Series 2009A Bonds from such moneys.

SECURITY AND SOURCES OF PAYMENT

Source of Payment

The Series 2009A Bonds are special limited obligations of the Corporation payable solely from and secured solely by the Revenues pledged therefor in the Trust Agreement, together with amounts on deposit from time to time in the funds and accounts held by the Trustee (other than the Rebate Fund). “Revenues” are defined as the proceeds of the Series 2009A Bonds, if any, deposited in the Revenue Fund and the Reserve Fund; that portion of the Base Rental payments made by the City that is received by the Trustee for the benefit of the Owners of the Series 2009A Bonds pursuant to the Assignment Agreement; other amounts received by the Trustee for the benefit of the Owners of the Series 2009A Bonds under the Assignment Agreement; and all other revenues, proceeds, charges, income, rents,

receipts, profits, and benefits derived by the Corporation as lessor of the Facilities under the Lease or otherwise from the use and operation of the Facilities or arising out of the Facilities (other than Additional Rental) and payable to the Trustee under the terms of the Assignment Agreement, including interest or profits from the investment of money in any fund or account created under the Trust Agreement (other than the Rebate Fund), any contributions from whatever source, and all rentals received by the Corporation as lessor of the Facilities from any additions or extensions of the Facilities hereafter acquired or constructed.

Covenant to Appropriate

The City has covenanted in the Lease to take such action as may be necessary to include Base Rental and Additional Rental due under the Lease as a separate line item in its annual budget and to make the necessary annual appropriations for such Base Rental and Additional Rental, subject to the abatement provisions under the Lease. The Lease provides that such covenants on the part of the City are deemed and construed to be ministerial duties imposed by law and by the Charter, 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 and by the Charter 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 budget and such default shall have continued for 30 days or more, the Trustee may either terminate the Lease and re-let the Facilities or may retain the Lease and hold the City liable for all Rental Payments on an annual basis.

The obligation of the City to make Rental Payments is an obligation payable from any legally available funds of the City. 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 APPENDIX C: "COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE YEAR ENDED JUNE 30, 2008." For a discussion of the City's investment policy regarding pooled cash, see APPENDIX H: "CITY AND COUNTY OF SAN FRANCISCO OFFICE OF THE TREASURER INVESTMENT POLICY."

Limited Obligation

THE SERIES 2009A BONDS ARE LIMITED OBLIGATIONS OF THE CORPORATION PAYABLE SOLELY FROM BASE RENTAL PAYMENTS MADE BY THE CITY TO THE CORPORATION PURSUANT TO THE LEASE AND ANY OTHER AMOUNTS (INCLUDING THE PROCEEDS OF THE SALE OF THE SERIES 2009A BONDS) HELD IN CERTAIN FUNDS AND ACCOUNTS ESTABLISHED PURSUANT TO THE TRUST AGREEMENT, OTHER THAN THE REBATE FUND. USE OF AMOUNTS HELD IN SUCH FUNDS AND ACCOUNTS IS SUBJECT TO THE PROVISIONS OF THE TRUST AGREEMENT PERMITTING THE APPLICATION OF SUCH AMOUNTS FOR THE PURPOSES AND ON THE TERMS AND CONDITIONS SET FORTH IN THE TRUST AGREEMENT. THE CORPORATION SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF AND INTEREST ON THE SERIES 2009A BONDS ONLY FROM THE FUNDS DESCRIBED IN THE TRUST AGREEMENT 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 SERIES 2009A 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 SERIES 2009A 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.

Pledge of Revenues; Revenue Fund

Under the Trust Agreement, the Corporation pledges and assigns to the Trustee and grants to the Trustee a lien on and security interest in all right, title, and interest of the Corporation in and to all of the following, which lien and security interest, except as otherwise expressly set forth in the Trust Agreement, shall be prior in right to any other pledge, lien or security interest created by the Corporation therein: (i) the Revenues; (ii) all moneys and investments (excluding moneys on deposit in the Rebate Fund) held from time to time by the Trustee under the Trust Agreement; (iii) earnings on amounts included in provisions (i) and (ii); and (iv) any and all other funds, assets, rights, property, or interests therein, of every kind or description that may from time to time after the date of the Trust Agreement, by delivery or by writing of any kind, be sold, transferred, conveyed, assigned, pledged, mortgaged, granted, or delivered to or deposited with the Trustee as additional security under the Trust Agreement, for the equal and proportionate benefit and security of the Bonds, all of which, regardless of series, the time or times of their authentication and delivery, or maturity, shall be, with respect to the security provided thereby, of equal rank without preference, priority or distinction as to any Bond over any other Bond or Bonds, except as to the timing of payment. The Revenues shall not be used for any other purpose while any of the Bonds remain Outstanding, except that out of Revenues there may be apportioned and paid such sums, for such purposes, as are expressly permitted by the provisions of the Trust Agreement.

Except as otherwise provided in the Trust Agreement, all Revenues to which the Corporation may at any time be entitled shall be paid directly to the Trustee and all of the Revenues collected or received by the Corporation shall be deemed to be held in trust and to have been collected or received by the Corporation as the agent of the Trustee, and if received by the Corporation at any time shall be deposited by the Corporation with the Trustee within one Business Day after the receipt thereof, and all such Revenues will thereupon be deposited by the Trustee upon the receipt thereof in a special fund, designated as the "Revenue Fund," which fund is created under the Trust Agreement. The Revenue Fund will be maintained by the Trustee, separate and apart from all other funds, so long as any of the Bonds remain Outstanding. All moneys at any time deposited in the Revenue Fund will be held by the Trustee in trust for the benefit of the Owners from time to time of the Bonds and shall be disbursed, allocated and applied solely for the uses and purposes specified in the Trust Agreement. See APPENDIX D: "SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Trust Agreement – Allocation of Revenues."

Rental Payments

Under the Lease, Base Rental and Additional Rental payments are to be made by the City to the Corporation with respect to the Facilities. The City's obligation to make Rental Payments in the amount and on the terms and conditions specified in the Lease is absolute and unconditional without any right of set-off or counterclaim, subject only to the provisions of the Lease regarding abatement.

Base Rental. The City has covenanted in the Lease that, so long as the City has the use and occupancy of the Facilities, it will make Base Rental payments to the Corporation from any legally available funds of the City. The Base Rental payments are calculated to be adequate for the Corporation to pay scheduled debt service on all outstanding Bonds in each year. Base Rental payments are due and payable by the City on June 1 and December 1 of each year during the term of the Lease, commencing June 1, 2009, provided that any such payment shall be for that portion of the applicable period that the City has use and occupancy of all or a portion of the Facilities. In the event that during any such period the City does not have use and occupancy of all or a portion of the Facilities due to material damage to, destruction of or

condemnation of or defects in the title to the Facilities, Base Rental payments are subject to abatement. See “CERTAIN RISK FACTORS – Abatement.” The obligation of the City to make Base Rental payments is payable solely from annual appropriations of the City from any legally available funds of the City and the City has covenanted in the Lease to take such action as may be necessary to include all Base Rental and Additional Rental due under the Lease as a separate line item in its annual budget and to make necessary annual appropriations for all such Base Rental and Additional Rental, subject to the abatement provisions under the Lease.

Pursuant to the Assignment Agreement, the Corporation assigns to the Trustee all its rights, title and interest under the Lease and the Facilities Lease, including, without limitation, the rights to receive the Base Rental payments that are made by the City. The Trustee shall deposit the Base Rental payments in the Revenue Fund to be used: *first*, for the payment of the aggregate amount of interest then due and payable on the Outstanding Bonds, *second*, for the payment of principal on the Bonds then due or required to be paid; and *third*, for replenishment of the Reserve Fund in the event its balance is less than the Reserve Fund Requirement. See APPENDIX D: “SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Trust Agreement – Allocation of Revenues.”

Additional Rental. The City has agreed in the Lease to pay Additional Rental to the Corporation, but only after payment of Base Rental, to cover: (i) all taxes, assessments, or governmental charges of any type or nature charged to the Corporation or affecting the Facilities or the respective interests or estates of the Corporation or the City therein or affecting the amount available to the Corporation from rentals received thereunder for the payment of debt service on the Series 2009A Bonds (including taxes, assessments, or governmental charges assessed or levied by any governmental agency or district having power to levy taxes, assessments or governmental charges); (ii) all reasonable administrative costs of the Corporation relating to the Facilities including, but not limited to, all expenses and compensation of the Trustee or any trustee, fiscal agent or paying agent under any Parity Bond Instrument payable by the Corporation under the Trust Agreement or any Parity Bond Instrument (defined in APPENDIX D: “SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – Definitions”), fees of auditors, rebate analysts, accountants, attorneys, or engineers, and all other necessary and reasonable administrative costs of the Corporation or charges required to be paid by it in order to maintain its existence or to comply with the terms of the Series 2009A Bonds, any Parity Bonds, the Trust Agreement, or any Parity Bond Instrument or to defend the Corporation and its members, officers, agents and employees; (iii) any amounts required to be deposited by the Corporation pursuant to the Trust Agreement or under any similar provision contained in any Parity Bond Instrument that are not otherwise available to the Corporation under the Trust Agreement; (iv) insurance premiums for all insurance required pursuant to the Lease and not obtained by the City, but only to the extent such City obligation is not otherwise satisfied under the terms specified in the Lease; and (v) all fees, costs, expenses, and other amounts due to any municipal bond insurance company that has provided an insurance policy guaranteeing the payment of the principal of and interest on any series of Bonds.

Abatement of Base Rental Payments

Except to the extent of amounts available to the City under the Lease, including without limitation, amounts available pursuant to the Trust Agreement or any Parity Bond Instrument, from the Reserve Fund or any Parity Bond (defined in APPENDIX D: “SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – Definitions”) reserve fund, and except as otherwise specifically provided in the Lease, during any period in which by reason of material non-completion of any Bond Financed Facilities Component (defined in APPENDIX D: “SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – Definitions”), material damage to or destruction of the Facilities, or condemnation of or defects in the title of the Facilities, there is substantial interference with the right to the use and occupancy by the City of any portion of the Facilities, Rental Payments due under the Lease will be abated proportionately and the

Lease will continue in full force and effect. In the case of abatement relating to the Facilities, the amount of abatement will be equal to that amount by which the Rental Payments exceed the fair rental value of the Facilities. The City is required to calculate such abatement and will provide the Corporation and the Trustee with a certificate setting forth such calculation and the basis therefor. Such abatement will continue for the period commencing with the date of material non-completion of a Bond Financed Facilities Component or the date of such damage or destruction of Facilities and ending with the substantial completion of a Bond Financed Facilities Component or of the work of repair or replacement of the Facilities so damaged or destroyed; and the term of the Lease will be extended by the period during which the rental is abated under the Lease, except that such extension will in no event extend beyond June 15, 2044.

The City has the option, but not the obligation, to deliver Substitute Facilities (defined below) for all or a portion of the Facilities pursuant to the substitution provisions of the Lease during any period of abatement. Any abatement of Base Rental payments could affect the Corporation's ability to pay debt service on the Series 2009A Bonds, although the Lease requires the City to maintain rental interruption insurance and the Trust Agreement requires that a Reserve Fund be established. See "CERTAIN RISK FACTORS—Abatement." During any period of abatement with respect to all or any part of the Facilities, the Corporation is required to use the proceeds of the required rental interruption insurance and the moneys on deposit in the Reserve Fund and any reserve funds established with respect to any Parity Bonds to make debt service payments on the Bonds.

Reserve Fund

The Trust Agreement requires that the Reserve Fund (which secures all Bonds) be established and maintained in an amount equal to the "Reserve Fund Requirement" which is defined to mean, for each series of Bonds, as of any date of calculation, an amount equal to the least of (i) 10% of the original principal amount of a series of Bonds, (ii) Maximum Annual Debt Service, or (iii) 125% of average Annual Debt Service.

Following the delivery of the Series 2009A Bonds, the Reserve Fund Requirement will be equal to \$2,471,797.50. Proceeds from the issuance of the Series 2009A Bonds in that amount will be deposited in the Reserve Fund upon delivery of the Series 2009A Bonds.

On each Interest Payment Date, after making all payments required under the Trust Agreement, the Trustee shall deposit in the Reserve Fund such amounts as may be necessary to maintain on deposit in the Reserve Fund an amount equal to the Reserve Fund Requirement; provided, however, that failure to so maintain such amounts on deposit in the Reserve Fund (because such amounts have been used for the purpose for which the Reserve Fund has been established) shall not constitute an event of default under the Trust Agreement, but only if and to the extent Revenues are not available for such purpose.

Moneys in (or available to) the Reserve Fund will be applied solely for the purpose of paying the interest on the Bonds as the same shall become due and payable, including accrued interest on any Bonds purchased or redeemed prior to maturity pursuant to the Trust Agreement, or for the purpose of paying the principal of the Bonds as the same become due (in both instances, however, only to the extent that there are insufficient moneys available for such purposes in the Revenue Fund); provided that, at the direction of the City, separate accounts may be established in the Reserve Fund relating to the Series 2009A Bonds or other Series of Bonds or separate reserve funds may be held under Parity Bond Instruments so long as such account or fund is funded in an amount equal to the Reserve Fund Requirement, as applied to the applicable Series of Bonds. Any moneys in excess of the Reserve Fund Requirement in the Reserve Fund shall, on or before any May 1 or November 1 occurring while any Bonds are Outstanding, be transferred to the Revenue Fund or as otherwise directed in a Request of the City.

At the option of the Corporation, amounts required to be held in the Reserve Fund may be substituted, in whole or in part, with the deposit of a Credit Facility with the Trustee; provided that (i) such substitution will not result in the reduction or withdrawal of any ratings by any Rating Agency with respect to the Bonds (and the Corporation is required under the Trust Agreement to notify each Rating Agency prior to making any such substitution), and (ii) the Trustee receives, prior to any such substitution becoming effective, an Opinion of Bond Counsel stating that such substitution will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds. Amounts on deposit in the Reserve Fund for which a Credit Facility has been substituted will be released to or transferred to another fund established and held pursuant to the Trust Agreement as directed by the City in a Request of the City.

Maintenance and Utilities; Changes to the Facilities

Throughout the term of the Lease, as part of the consideration for rental payments of the Facilities, all improvement, repair, landscaping and maintenance of the Facilities will be the responsibility of the City, and the City is required to pay for or otherwise arrange for the payment of all utility services supplied to the Facilities and will pay or otherwise arrange for payment of the cost of the repair and replacement of the Facilities resulting from ordinary wear and tear or want of care on the part of the City or any assignee or sublessee thereof.

The City has the right during the term of the Lease to make additions, alterations or improvements to, or to attach fixtures, structures or signs to, the Facilities if said additions, alterations, improvements, fixtures, structures and signs are necessary or beneficial for the use of the Facilities by the City. The City may remove any fixture, structure or sign added by the City; provided that such removal not materially impair the City's beneficial use of the Facilities or reduce the annual fair rental value of the Facilities below the maximum annual Base Rental and Additional Rental payable under the Lease.

Insurance

The Corporation is required to maintain or cause the City to maintain throughout the term of the Lease: (i) general liability insurance against damages occasioned by reason of the construction of improvements to, or operation of, the Facilities in the minimum amount of \$5,000,000 combined single limit for bodily and personal injury and property damage per occurrence, which general liability insurance may be maintained as part of or in conjunction with any other liability insurance coverage maintained or caused by the City to be maintained; (ii) with respect to any Bond Financed Facilities Component, builder's risk insurance throughout the course of construction in an amount equal to the Outstanding principal amount of the Bonds (to the extent commercially available), but in no event less than the completed value of the applicable Bond Financed Facilities Component, which insurance shall be maintained until substantial completion of such Bond Financed Facilities Component; and (iii) all risk property insurance on all structures constituting any part of the Facilities in an amount equal to the Outstanding principal amount of the Bonds, with such insurance covering, as nearly as practicable, loss or damage by fire, lightning, explosion, windstorm, hail, riot, civil commotion, vandalism, malicious mischief, aircraft, vehicle damage, smoke and such other hazards as are normally covered by such insurance, including a replacement cost endorsement. The City must also maintain (i) rental interruption insurance in an amount not less than the aggregate Base Rental payable by the City for a period of at least 24 months (such amount may be adjusted to reflect the actual scheduled Base Rental payments due under the Lease for the next succeeding 24 months) to insure against loss of rental income from the Facilities caused by perils covered by the insurance required by the Lease (with respect to a Bond Financed Facilities Component such insurance coverage will commence upon substantial completion of the Bond Financed Facilities Component); and (ii) boiler and machinery insurance, comprehensive form, insuring against accidents to pressure vessels and mechanical and electrical equipment, with a property damage limit not less than \$5,000,000 per

accident (with respect to a Bond Financed Facilities Component such insurance coverage will commence upon Substantial Completion).

The City is also required under the Lease to deliver to the Trustee, on the date of issuance and delivery of each Series of Bonds, evidence of the commitment of a title insurance company to issue a CLTA policy of title insurance, in an amount at least equal to the initial aggregate principal amount of such Bonds, showing a leasehold interest in the name of the City and naming the insured parties as the Trustee, for the benefit of the Owners of the Bonds.

The Lease further requires the City to maintain earthquake insurance in an amount equal to the Outstanding principal amount of the Series 2009A Bonds (to the extent commercially available) or the replacement cost of the Facilities; provided that no such earthquake insurance is required if the Risk Manager of the City files a written recommendation annually with the Trustee that such insurance is not obtainable in reasonable amounts at reasonable costs on the open market from reputable insurance companies. Based upon the recommendation of the Risk Manager of the City, earthquake insurance is not required at this time.

THE CITY MAY SELF-INSURE AGAINST ANY OF THE RISKS REQUIRED TO BE INSURED AGAINST IN THE LEASE, EXCEPT FOR RENTAL INTERRUPTION AND TITLE DEFECT.

Substitution of Property

Whenever the City determines that the annual fair rental value of proposed substitute facilities (the “Substitute Facilities”) is at least equal to the maximum annual Base Rental payments and Additional Rental payments yet unpaid under the Lease and that the Substitute Facilities are complete and available for beneficial use and occupancy by the City, the City may, without the consent of the Owners, amend the Lease and the definition of Facilities and Site, as applicable, to substitute (a “Substitution”) such Substitute Facilities for all or a portion of the Facilities leased under the Lease upon compliance with all of the conditions set forth in the Lease, and following a Substitution, all or a portion of the Facilities originally leased under the Lease will be released from the leasehold thereunder, as appropriate. The Corporation and the City shall also make any amendments needed to be made to this Lease, and shall enter into or amend or supplement any necessary site, ground or facilities leases, including, without limitation, the Facilities Lease, in connection with such Substitution. Such amendments may be made without the consent of Owners.

No substitution shall take place under the Lease until the City delivers to the Corporation and the Trustee the following:

(i) A Certificate of the City stating that: (a) the annual fair rental value of the Substitute Facilities as of the date of Substitution is no less than the maximum annual Base Rental and Additional Rental remaining unpaid under the Lease at the time of such Substitution; (b) the City will, at the time of the Substitution, have beneficial use and occupancy of the Substitute Facilities, and (c) the useful life of the Substitute Facilities is equal to or greater than that of the Facilities being replaced;

(ii) An Opinion of Counsel to the effect that the Lease amendment has been duly authorized, executed, and delivered and the Lease as so amended represents a valid and binding obligation of the City and the Corporation, and an Opinion of Bond Counsel to the effect that the Substitution will not adversely affect the exclusion of interest on the Bonds from gross income for federal income tax purposes or the exemption of interest on the Bonds from State personal income tax; and

(iii) A CLTA standard form policy of title insurance in substantially the same form as delivered in connection with the issuance and delivery of the Series 2009A Bonds in at least the amount of the aggregate principal amount of outstanding Bonds at the time of the Substitution insuring the City's leasehold interest in the Substitute Facilities under the Lease, together with an endorsement to the policy making such policy payable to the Trustee for the benefit of the Owners and to each trustee of Parity Bonds for the benefit of the Owners thereof.

Additional Bonds; Parity Bonds and Pre-Parity Bonds

Under the Trust Agreement and the Lease, the Corporation may issue Parity Bonds payable from Base Rental on a parity with the Series 2009A Bonds, but only to provide funds (i) for the acquisition, construction, reconstruction, rehabilitation, or improvement of components of the Project, (ii) for the completion of any components of the Project being financed with the proceeds of Bonds, or (iii) to refund Bonds. In connection with the issuance of Parity Bonds or Pre-Parity Bonds (defined below) to provide funds for the acquisition, construction, reconstruction, rehabilitation, or improvement or completion of components of the Project, the following conditions and requirements are required to be satisfied prior to such issuance:

- (i) The Corporation and the City are required to (a) amend as necessary the definition of "Facilities" attached to the Lease to reflect the addition of facilities under the Lease, or, if applicable, to reflect the addition of improvements to be financed with the proceeds of Parity Bonds or which then exist on the real property to be added to the definition of "Site," (b) amend as necessary the definition of "Site" attached to the Lease to reflect the addition of real property to the Site under the Lease, (c) amend the Base Rental Payment Schedule attached to the Lease such that the Base Rental scheduled to be paid under the Lease is sufficient to pay debt service when due on the Bonds Outstanding after the issuance of such Parity Bonds, and (d) make any other amendments necessary in connection with the issuance of the Parity Bonds, provided that no such amendment shall cause the ratings on any Outstanding Bonds to be downgraded;
- (ii) The City has delivered to the Trustee a Certificate of the City to the effect that the Base Rental scheduled to be paid under the Lease does not exceed the fair rental value of the Facilities as amended in connection with the issuance of such Parity Bonds;
- (iii) The Parity Bond Instrument pursuant to which the Parity Bonds are issued provides that the interest payment dates for such Parity Bonds shall be June 15 and December 15 and the principal payment date for such Parity Bonds shall be June 15; and
- (iv) The Corporation and the Trustee execute a new Assignment Agreement reflecting the issuance of the Parity Bonds.

Notwithstanding the foregoing, if Parity Bonds are issued prior to the completion of a Bond Financed Facilities Component (such bonds being herein referred to as the "Pre-Parity Bonds"), the Corporation and the City may, rather than revising the Base Rental Payment Schedule, provide a separate Base Rental Payment Schedule (the "Pre-Parity Base Rental Schedule") relating solely to a Bond Financed Facilities Component being financed from the proceeds of such Pre-Parity Bonds. The payments scheduled to be made under such Pre-Parity Base Rental Payment Schedule, together with any available funds set aside for capitalized interest, shall be sufficient to pay debt service on such Pre-Parity Bonds and shall not exceed the fair rental value of a Bond Financed Facilities Component being financed from the proceeds of such Pre-Parity Bonds. Upon the delivery of the Certificate of Substantial Completion (as defined in the Lease) with respect to a Bond Financed Facilities Component being financed with the proceeds of such Pre-Parity Bonds, the Base Rental Payment Schedule relating to the Series 2009A Bonds and any

previously issued Parity Bonds shall then be revised as described above. Prior to the delivery of the Certificate of Substantial Completion and the revision of the Base Rental Payment Schedule as described above, the Pre-Parity Bonds shall only be secured by the payments to be made under the Pre-Parity Base Rental Payment Schedule. After the delivery of the Certificate of Substantial Completion and the revision of the Base Rental Payment Schedule as set forth above, such Pre-Parity Bonds shall become Parity Bonds and will be equally and ratably secured with all Outstanding Bonds by Base Rental to be paid pursuant to the Base Rental Payment Schedule.

If Parity Bonds are issued, they will be entitled, subject to the requirements set forth in the Lease, the Facilities Lease, and the Trust Agreement, to a pledge and assignment of, and security interest in, the Base Rental (including amounts received as insurance or condemnation proceeds) on a parity with the pledge and assignment of, and security interest in, the Base Rental established under the Trust Agreement for the benefit of the Owners of the Series 2009A Bonds.

THE FACILITIES

The Facilities consist of portions of the San Francisco Main Library building (consisting of approximately 264,530 square feet of usable space on floors 2 through 6) located at Civic Center Plaza, which is owned by the City. The City will lease the Facilities to the Corporation pursuant to the Facilities Lease, and the Corporation will lease the Facilities back to the City pursuant to the Lease. The Facilities include easements of access necessary and convenient to the use of the leased portion of the Main Library building. The City has covenanted in the Lease that it will use the Facilities, or cause them to be used, for Library purposes throughout the term of the Lease.

Construction of the Main Library building was completed in 1995 at a cost of approximately \$140 million, funded principally from a special general obligation bond measure approved by the voters of the City in 1988. The Main Library is the principal operating library and information resources facility of the City's library system. The Main Library housed 1,297,853 books and periodicals in fiscal year 2007-08 and provides library services to over 2.077 million in-person visitors, in addition to remote users, every year. The Main Library is operated by the Library Commission, which oversees the Library Department.

Pursuant to the Lease, the City may substitute other real property for part of the Facilities from time to time upon making certain filings with the Corporation and the Trustee. See "SECURITY AND SOURCES OF PAYMENT – Substitution of Property."

RECENT DEVELOPMENTS

The information contained in APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES" and APPENDIX B: "CITY AND COUNTY OF SAN FRANCISCO – ECONOMY AND GENERAL INFORMATION" was prepared by the City for inclusion in official statements relating to bonds of the City and updated as of January 30, 2009. The following information supplements and amends the information set forth in such Appendices as of the date of this Official Statement. Investors are advised to carefully consider the information presented below, together with other information presented in this Official Statement, in order to make an informed investment decision.

Recent Changes in City's General Economic Environment

Recent events in the national and global economy and financial markets, including significant stock market price declines and severe credit contractions, subsequent to June 30, 2008 (the end of the City's most recent fiscal year) have also adversely affected the San Francisco economy and the City's financial position and economic outlook. Most tax, fee and other revenue sources for the City described in

Appendix A are now expected to be lower than previously projected for fiscal year 2008-09. Real property transfer tax revenue has been hurt by factors such as reduced sales of property, particularly of large commercial buildings, for reasons including tight credit and the stronger dollar. Transient occupancy tax revenue is expected to suffer from lower hotel occupancy and room rates as both businesses and tourists curtail travel. Sales taxes are declining due to weaker consumer confidence overall, affecting both state and local taxable sales. The City can give no assurance of when the national and global economy and financial markets might stabilize, nor whether the City's general economy will not continue to experience further contraction.

Appendix A describes the revenue items as budgeted in fiscal year 2008-09 in detail. This section provides more current—and generally more pessimistic—forecasts of budgeted revenues in fiscal year 2008-09. This section also describes actions taken by the Mayor and Board of Supervisors regarding the budget and the newly adopted State Budget for 2009-10.

Six-Month City Budget Updates for Fiscal Year 2008-09

On February 10, 2009, the City Controller released his fiscal year 2008-09 Six-Month Budget Status Report (the “Six-Month Report”) as directed by the City Charter. The Six-Month Report is intended to provide a detailed review and projection of revenues and expenditures for the current fiscal year as compared to the estimates contained in the fiscal year 2008-09 Original Budget (the “Original Budget”) adopted by the Board of Supervisors on July 29, 2008 and signed by the Mayor on July 30, 2008. See APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Adopted Fiscal Year 2008-09 Budget; Recent Changes in City Fiscal Outlook”.

Excluding prior-year fund balances, transfers and reserves, the Original General Fund Budget assumed revenues of \$2.89 billion, expenses of \$2.50 billion, and a fiscal year-end balance of \$20.1 million. In the Six-Month Report, the Controller projects modestly weaker current-year General Fund revenues of \$2.77 billion, a reduction of \$126.9 million or 5.1 percent. Current-year General Fund expenditure savings of approximately \$94.7 million and reserve balances are available to offset these revenue weaknesses. The Controller projects the fiscal year-end 2008-09 General Fund Balance to be \$20.1 million, a reduction of \$85.0 million or 80.9 percent from the fiscal year-end 2007-08 audited General Fund Balance of \$105.1 million. Further detail on key budgetary variances between the Original Budget and the Six-Month Report are provided below. However, the Six-Month Report cautions that volatility in the economy continues to create considerable uncertainty in revenue projections.

Revenue Adjustments

- The Original Budget assumed \$81.7 million in the unreserved, undesignated General Fund Balance from fiscal year 2007-08 available for appropriation in fiscal year 2008-09, while the audited General Fund Balance was \$105.1 million, an increase of \$23.4 million. Of this amount, the Original Budget appropriated \$81.7 million, leaving \$43.5 million in the General Fund Balance at the start of fiscal year 2008-09.
- The Original Budget assumed real property transfer tax revenues of \$94.3 million. The Six-Month Report projects property transfer tax revenue to be \$44.8 million – a decrease of \$49.5 million or 52.5 percent.
- The Original Budget assumed transient occupancy tax revenues of \$188.7 million. The Six-Month Report projects hotel room tax revenues to be \$148.9 million – a decrease of \$39.8 million or 21.1 percent.

- The Original Budget assumed sales and use tax revenues of \$363.3 million. The Six-Month Report projects sales tax-related sources to be \$326.3 million – a decrease of \$37.0 million or 10.2 percent.
- The Original Budget assumed property tax revenues of \$1,018.9 million. The Six-Month Report projects property tax revenues to be \$1,014.8 million – a decrease of \$4.1 million or 0.4 percent.
 - The Controller considers significant additional assessment appeals possible, particularly from owners of commercial properties whose values fluctuate with business activity. Additional deposits to the Assessment Appeals Reserve of \$8.1 million are assumed.
 - Foreclosures increased 205 percent from fiscal year 2006-07 to 2007-08, and are assumed to increase another 50 percent in 2008-09; however the Controller notes that the absolute number of foreclosures (494 in fiscal year 2007-08) is still relatively small, and that these have not yet had a significant impact on property valuation.
- The Original Budget assumed payroll tax revenues of \$384.6 million. The Six-Month Report projects payroll tax revenues to be \$396.3 million – an increase of \$11.7 million or 3.0 percent. This increase is due to moderate overall job growth in the first three quarters of calendar year 2008, offset by job losses in the fourth quarter. These local job losses will continue to affect payroll tax collections in fiscal year 2009-10.
- All other sources of General Fund revenue—other local taxes (including other business taxes, utility users tax, emergency response tax and parking tax); interest and investment income; rents and concessions; fee, license, and permit revenues; charges for services; and intergovernmental revenues beyond the \$41 million in State cuts already assumed—are projected to fall \$8.2 million below Original Budget projections, a decrease of 0.9 percent.

Expenditure Adjustments

- The projected savings of \$94.7 million in General Fund expenditures are primarily due to mid-year spending reductions directed by the Mayor's Office to offset projected General Fund revenue shortfalls. Major contributors to the projected expenditure savings include the Department of Public Health (\$16.8 million) and Police, Human Services, Fire, and Recreation and Parks (combined expenditure savings of \$27.3 million).
 - General Fund baseline funding of certain City services mandated by the City Charter are indexed to overall growth or loss of aggregate General Fund discretionary revenues. The Controller's projected General Fund revenue shortfalls reduce City Charter-mandated General Fund baseline funding contributions by \$22.5 million.
- Pursuant to the City's Administrative Code, a percentage of savings by General Fund departments and the Department of Public Health's hospital funds are deposited into the Citywide Budget Savings Incentive Reserve. The Controller may suspend deposits in years when the Controller determines that the City's financial condition cannot support deposits into the fund. The Controller may limit deposits into the fund at the fiscal year-end 2008-09 and may suspend the carry-forward of \$8.2 million unappropriated balance from fiscal year 2007-08.
- The City Charter establishes a Rainy Day Economic Stabilization Reserve funded by excess revenue growth in good years. If fiscal year 2008-09 revenues are realized at levels projected by

the Controller in the Six-Month Report, the City may withdraw up to \$6.3 million from the reserve.

The City's Six-Month Report is posted on the City Controller's website at www.sfgov.org/controller. (The Six-Month Report is not incorporated by reference herein.)

Additional Actions Proposed by Mayor and Board of Supervisors

The Mayor has estimated a projected budget gap in the amount of approximately \$460 million in fiscal year 2009-10, assuming budget cuts of approximately \$118 million are made in the current fiscal year. The City's Budget for 2009-10 is under consideration by the Board of Supervisors, but no definitive actions have yet been taken.

The Board of Supervisors is considering legislation that, if approved, would allow the City to call a special election prior to August 31, 2009, at which revenue raising measures could be proposed to the City's voters. Several tax and fee measures have been introduced to the Board of Supervisors, but no measures have yet been proposed to the voters, nor a specific election date established.

On February 11, 2009, Mayor Newsom announced a plan for stimulating the local economy. Proposed "local economic stimulus" measures include: (i) accelerating approved capital spending projects, including amending the City's Public Works Code to make bidding on City construction jobs easier; (ii) investing in local businesses, including through no-interest loans and outreach to businesses, consumers and tourists; (iii) reducing burdens of local government on local businesses, including tax credit programs for new job creation and local equipment purchases; (iv) supporting the local workforce through tax credits, financial literacy programs and employment assistance fairs and centers; and (v) attracting more foreign investment.

Impact of Federal Stimulus Bill on City Budget and Economy

The City actions described above do not incorporate budget changes in response to the federal stimulus bill (the "American Recovery and Reinvestment Act of 2009"), enacted on February 17, 2009.

The State Budget discussed in the paragraph below assumes the receipt of at least \$7.8 billion from the American Recovery and Reinvestment Act of 2009. To the extent the State realizes more from the federal government for certain programs, the State Budget Act provides that smaller spending reductions will be made in those areas.

State Budget Updates for Fiscal Year 2008-09

On February 20, 2009, the Governor signed the budget package for fiscal year 2009-10 consisting of a series of budget bills adopted by the State Legislature on February 19, 2009. The State budget package closes a projected \$42 billion deficit through fiscal year-end 2009-10. The package consists of \$15 billion in expenditure reductions, \$11.4 billion in borrowing, \$12.8 billion in taxes and \$2 billion in federal moneys. Some of these reductions directly affect the City's current year (fiscal year 2008-09) budget. The adopted State budget includes reductions in State funding for county public hospitals and social services programs including CalWORKs, Supplemental Security Income/State Supplementary Payment, Medi-Cal, In-Home Supportive Services, and other social service programs. The Six-Month Report was released prior to the adoption of the State budget, and the City has not yet evaluated all of the intergovernmental transfers, local revenue shifts, taxes, and increased responsibility for expenditure programs that the adopted State budget might include, and additional "trailer bills" have yet to be adopted. In addition, as part of the budget package, a proposal to establish a new State spending cap will appear on

the May 19 statewide special election ballot together with other political and budgetary measures and will require a majority vote for passage. Therefore, the City cannot accurately describe or predict the final impact of the State budget on City revenues and expenditures in 2009-10 or beyond.

The Mayor and the Board of Supervisors have not yet responded to the adopted State budget with any official City actions. The City is also unable to predict how the current economic environment or changes thereto will affect the State's ability to meet the revenue and spending assumptions in the State's adopted budget.

ESTIMATED SOURCES AND USES OF FUNDS

The proceeds of the Series 2009A Bonds are expected to be applied as follows:

Sources of Funds:

| | |
|-------------------------------|-------------------|
| Series 2009A Bond Principal | \$34,265,000.00 |
| Less: Original Issue Discount | <u>208,843.85</u> |
| Total Sources | \$34,056,156.15 |

Uses of Funds:

| | |
|---|-------------------|
| Deposit to Series 2009A Project Account | \$30,578,704.00 |
| Deposit to Reserve Fund | 2,471,797.50 |
| Deposit to Costs of Issuance Fund† | 430,951.79 |
| Purchaser's Discount | <u>574,702.86</u> |
| Total Uses | \$34,056,156.15 |

† Includes fees for services of rating agencies, Co-Financial Advisors, Co-Bond Counsel, Disclosure Counsel, costs of the City, printer and other miscellaneous costs associated with the issuance of the Series 2009A Bonds.

DEBT SERVICE SCHEDULE

The Lease requires the City to make Base Rental payments on each June 1 and December 1 during the term of the Lease, commencing June 1, 2009. Base Rental shall be for the use and occupancy of the Facilities for the Fiscal Year in which such June 1 or December 1 occurs, provided that the Base Rental paid on any June 1 or December 1 shall be only for that portion of the applicable period and to the extent that the City has use and occupancy of the Facilities.

The Trust Agreement requires that Base Rental payments be deposited in the Revenue Fund maintained by the Trustee. Pursuant to the Trust Agreement, on June 15 and December 15 of each year, commencing on June 15, 2009, the Trustee will apply such amounts in the Base Rental Fund as are necessary to make principal and interest payments with respect to the Series 2009A Bonds as the same shall become due and payable, in the following table:

Debt Service Schedule
City and County of San Francisco Finance Corporation
Lease Revenue Bonds, Series 2009A
(Branch Library Improvement Program)

| <u>Payment Date</u> | <u>Principal</u> | <u>Interest</u> | <u>Total</u> | <u>Fiscal Year</u> <u>Total</u> |
|---------------------|------------------|------------------|---------------------|------------------------------------|
| June 15, 2009 | | \$ 341,234.56 | \$ 341,234.56 | \$ 341,234.56 |
| Dec. 15, 2009 | \$ 405,000 | 830,030.00 | 1,235,030.00 | 0.00 |
| June 15, 2010 | 410,000 | 823,955.00 | 1,233,955.00 | 2,468,985.00 |
| Dec. 15, 2010 | | 817,805.00 | 817,805.00 | 0.00 |
| June 15, 2011 | 835,000 | 817,805.00 | 1,652,805.00 | 2,470,610.00 |
| Dec. 15, 2011 | | 805,280.00 | 805,280.00 | 0.00 |
| June 15, 2012 | 860,000 | 805,280.00 | 1,665,280.00 | 2,470,560.00 |
| Dec. 15, 2012 | | 792,380.00 | 792,380.00 | 0.00 |
| June 15, 2013 | 885,000 | 792,380.00 | 1,677,380.00 | 2,469,760.00 |
| Dec. 15, 2013 | | 779,105.00 | 779,105.00 | 0.00 |
| June 15, 2014 | 910,000 | 779,105.00 | 1,689,105.00 | 2,468,210.00 |
| Dec. 15, 2014 | | 764,317.50 | 764,317.50 | 0.00 |
| June 15, 2015 | 940,000 | 764,317.50 | 1,704,317.50 | 2,468,635.00 |
| Dec. 15, 2015 | | 747,867.50 | 747,867.50 | 0.00 |
| June 15, 2016 | 975,000 | 747,867.50 | 1,722,867.50 | 2,470,735.00 |
| Dec. 15, 2016 | | 728,367.50 | 728,367.50 | 0.00 |
| June 15, 2017 | 1,015,000 | 728,367.50 | 1,743,367.50 | 2,471,735.00 |
| Dec. 15, 2017 | | 708,067.50 | 708,067.50 | 0.00 |
| June 15, 2018 | 1,055,000 | 708,067.50 | 1,763,067.50 | 2,471,135.00 |
| Dec. 15, 2018 | | 685,648.75 | 685,648.75 | 0.00 |
| June 15, 2019 | 1,100,000 | 685,648.75 | 1,785,648.75 | 2,471,297.50 |
| Dec. 15, 2019 | | 660,898.75 | 660,898.75 | 0.00 |
| June 15, 2020 | 1,150,000 | 660,898.75 | 1,810,898.75 | 2,471,797.50 |
| Dec. 15, 2020 | | 634,305.00 | 634,305.00 | 0.00 |
| June 15, 2021 | 1,200,000 | 634,305.00 | 1,834,305.00 | 2,468,610.00 |
| Dec. 15, 2021 | | 605,805.00 | 605,805.00 | 0.00 |
| June 15, 2022 | 1,255,000 | 605,805.00 | 1,860,805.00 | 2,466,610.00 |
| Dec. 15, 2022 | | 574,430.00 | 574,430.00 | 0.00 |
| June 15, 2023 | 1,320,000 | 574,430.00 | 1,894,430.00 | 2,468,860.00 |
| Dec. 15, 2023 | | 541,430.00 | 541,430.00 | 0.00 |
| June 15, 2024 | 1,385,000 | 541,430.00 | 1,926,430.00 | 2,467,860.00 |
| Dec. 15, 2024 | | 506,805.00 | 506,805.00 | 0.00 |
| June 15, 2025 | 1,455,000 | 506,805.00 | 1,961,805.00 | 2,468,610.00 |
| Dec. 15, 2025 | | 469,702.50 | 469,702.50 | 0.00 |
| June 15, 2026 | 1,530,000 | 469,702.50 | 1,999,702.50 | 2,469,405.00 |
| Dec. 15, 2026 | | 429,922.50 | 429,922.50 | 0.00 |
| June 15, 2027 | 1,610,000 | 429,922.50 | 2,039,922.50 | 2,469,845.00 |
| Dec. 15, 2027 | | 388,062.50 | 388,062.50 | 0.00 |
| June 15, 2028 | 1,695,000 | 388,062.50 | 2,083,062.50 | 2,471,125.00 |
| Dec. 15, 2028 | | 343,568.75 | 343,568.75 | 0.00 |
| June 15, 2029 | 1,780,000 | 343,568.75 | 2,123,568.75 | 2,467,137.50 |
| Dec. 15, 2029 | | 295,731.25 | 295,731.25 | 0.00 |
| June 15, 2030 | 1,880,000 | 295,731.25 | 2,175,731.25 | 2,471,462.50 |
| Dec. 15, 2030 | | 245,206.25 | 245,206.25 | 0.00 |
| June 15, 2031 | 1,980,000 | 245,206.25 | 2,225,206.25 | 2,470,412.50 |
| Dec. 15, 2031 | | 190,756.25 | 190,756.25 | 0.00 |
| June 15, 2032 | 2,090,000 | 190,756.25 | 2,280,756.25 | 2,471,512.50 |
| Dec. 15, 2032 | | 130,668.75 | 130,668.75 | 0.00 |
| June 15, 2033 | 2,210,000 | 130,668.75 | 2,340,668.75 | 2,471,337.50 |
| Dec. 15, 2033 | | 67,131.25 | 67,131.25 | 0.00 |
| June 15, 2034 | <u>2,335,000</u> | <u>67,131.25</u> | <u>2,402,131.25</u> | <u>2,469,262.50</u> |
| Total | \$34,265,000 | \$27,821,744.56 | \$62,086,744.56 | \$62,086,744.56 |

THE SERIES 2009A PROJECTS

Description

As required by the Trust Agreement, the Corporation will apply a portion of the proceeds of the Series 2009A Bonds to finance the acquisition, construction, reconstruction, rehabilitation or improvement of the Series 2009A Projects. A brief description of the Series 2009A Projects expected to be funded with the proceeds of the Series 2009A Bonds is set forth below. These descriptions are not intended to and do not constitute a commitment by the City to finance or complete any particular project. Completion of the Series 2009A Projects or any Project or component thereof is not a requirement of the City's obligation to make or continue making payments of Base Rental under the Lease, which Base Rental is only for the use and occupancy of the Facilities.

Anza Branch Library

Anza Branch Library, built in 1932, is located at 550 37th Avenue (Supervisory District 1) in the Outer Richmond neighborhood of the City. The Anza project is currently in the construction documents phase with construction anticipated to commence in early 2009 and project completion anticipated late 2010. The renovation priorities for this two-story building include making it seismically safe, fully accessible, and technologically updated. The current branch is 7,332 square feet. The estimated project budget is \$8,457,793, of which approximately \$1.6 million is expected to be financed with proceeds from the Series 2009A Bonds.

Bayview/Anna E. Waden Branch Library

The new Bayview Branch Library is located at 5075 3rd Street (Supervisory District 10) in the Bayview Hunters Point neighborhood of the City. The Bayview project is currently in the site acquisition and conceptual design phase with construction anticipated to commence in spring 2010 and project completion anticipated in fall 2011. The proposed plan is to purchase an adjacent property, demolish the existing building, and build a new one-story, approximately 8,000 – 9,500 square-foot, branch library building. The estimated project budget is \$11,830,795, of which approximately \$2.6 million is expected to be financed with proceeds from the Series 2009A Bonds.

Golden Gate Valley Branch Library

The Golden Gate Valley Branch Library, built in 1917, is located at 1801 Green Street (Supervisory District 2) in the Pacific Heights neighborhood of the City. The Golden Gate Valley project is currently in the conceptual design phase with construction anticipated to commence in summer 2009 and project completion anticipated in summer 2011. The renovation priorities for this one-story building with a basement include making it seismically safe, fully accessible, and technologically updated. The current building is 6,259 square feet. The estimated project budget is \$11,432,325, of which approximately \$10.1 million is expected to be financed with proceeds from the Series 2009A Bonds.

Merced Branch Library

The Merced Branch Library, built in 1958, is located at 155 Winston Drive (Supervisory District 7) in the Stonestown neighborhood of the City. The Merced project is currently in the design development phase with construction anticipated to commence in summer 2009 and project completion anticipated in fall 2010. The renovation priorities for this one-story building include making the branch seismically safe, fully accessible, and technologically updated. The current branch is 5,276 square feet. The project includes a small addition, increasing the building to 6,376 square feet. The estimated project budget is

\$5,620,261, of which approximately \$4.4 million is expected to be financed with proceeds from the Series 2009A Bonds.

North Beach Branch Library

The new North Beach Branch Library is currently planned for a parcel bounded by Columbus, Lombard, and Mason (Supervisory District 3) in the North Beach neighborhood of the City. The North Beach project is currently in the planning phase with construction to commence in summer 2010 and completion scheduled for late 2011. The proposed plan is to build a new two-story library of approximately 8,500 – 8,900 square feet. The estimated project budget is \$10,000,000, of which approximately \$2.3 million will be financed with proceeds from the Series 2009A Bonds.

Ortega Branch Library

The new Ortega Branch Library is located at 3223 Ortega Street (Supervisory District 4) in the Sunset neighborhood of the City. The Ortega project is currently in the construction documents phase with construction to commence in spring 2009 and completion scheduled for late 2010. The plan is to demolish the existing building and build a new one story library approximately 9,000 square feet. The estimated project budget is \$10,020,492 of which approximately \$8.3 million will be financed with proceeds from the Series 2009A Bonds.

Program Management Services & Program Reserve

An estimated \$1,243,455 of the Series 2009A Bond proceeds will be applied to fund (i) a Program Reserve for construction contingency, and (ii) Branch Library Improvement Program management services, which include salaries of City staff employed in planning, design, and construction oversight, financial and contract management, record keeping, audit services and interdepartmental coordination.

Environmental Matters and Land Use Approvals

Projects undertaken by the City, including the Series 2009A Projects, are generally subject to the California Environmental Quality Act, as amended (Division 13 of the California Public Resources Code) (“CEQA”). Under CEQA, a project which may have a significant effect on the environment and which is to be approved by a public agency must comply with a comprehensive environmental review process, including the preparation of an Environmental Impact Report (“EIR”).

CEQA clearance and all land use approvals necessary to proceed with the 2009A Projects have been obtained or are expected to be received with the exceptions of the North Beach Branch Library and the Bayview Branch Library. The City has determined that the North Beach Library will require an EIR and has initiated that process through the filing of an application for environmental review. Meanwhile, funding of the design and planning work for the North Beach Library may proceed as those steps are exempt from CEQA. A categorical exemption of the site purchase for the Bayview Branch Library has been received.

CERTAIN RISK FACTORS

The following risk factors should be considered, along with all other information in this Official Statement, by potential investors in evaluating the risks inherent in the purchase of the Series 2009A Bonds. The following discussion is not meant to be a comprehensive or definitive list of the risks associated with an investment in the Series 2009A Bonds. The order in which this information is presented does not necessarily reflect the relative importance of the various issues. 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 Series 2009A Bonds. There can be no assurance that other risk factors not discussed herein will not become material in the future.

Rental Payments Not a Debt of the City

The obligation of the City to pay Base Rental 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 from any legally available funds of the City does not constitute an indebtedness of the City, 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 Series 2009A Bonds. To the extent that the City incurs additional obligations, the funds available to make payments of Base Rental 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 – Capital Financing and Bonds – Overlapping Debt,” “– Tax Supported Debt Service,” and “– Lease Payments and Other Long-Term Obligations.” See also APPENDIX C: “COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE FISCAL YEAR ENDED JUNE 30, 2008” and “RECENT DEVELOPMENTS” herein.

Abatement

The obligation of the City under the Lease to make Base Rental payments is in consideration for the use and right of occupancy of the Facilities.

The amount of Base Rental payments due under the Lease will be abated proportionately during any period in which by reason of damage, destruction, condemnation or title defect there is substantial interference with the use and right of occupancy of the Facilities or any portion thereof. The amount of rental abatement will be that amount by which the Rental Payments exceed the fair rental value of the Facilities. Such abatement will continue for the period commencing with the date of material non-completion of a Bond Financed Facilities Component or the date of such damage or destruction of Facilities and ending with the substantial completion of a Bond Financed Facilities Component or of the work of repair or replacement of the Facilities so damaged or destroyed; and the term of the Lease will be extended by the period during which the rental is abated under the Lease, but in no event beyond June 15, 2044. Reserve Fund moneys and the proceeds of rental interruption insurance may be used by the Trustee to make payments with respect to the Series 2009A Bonds in the event Base Rental payments received by the Trustee are insufficient to pay principal or interest on the Series 2009A Bonds as such amounts become due. See “SECURITY AND SOURCES OF PAYMENT – Insurance” and “– Maintenance and Utilities; Changes to Facilities” for additional provisions governing damage to the Facilities.

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 Fund Requirement. The City is not required by the Lease or the Trust Agreement, and cannot be compelled, to replenish the Reserve Fund to the Reserve Fund Requirement.

It is not possible to predict the circumstances under which an abatement of Base Rental may occur. In addition, there is no statute, case law or other law specifying how such an abatement of Base

Rental should be measured. For example, it is not clear whether fair rental value is established as of commencement of the Lease or at the time of the abatement. If the latter, it may be that the value of the Facilities is substantially higher or lower than its value at the time of issuance of the Series 2009A Bonds. Abatement, therefore, could have an uncertain and material adverse effect on the security for and payment of the Series 2009A Bonds.

If damage, destruction, condemnation or title defect with respect to the Facilities or any portion thereof results in abatement of Base Rental payments and the resulting Base Rental payments, together with moneys in the Reserve Fund and any available insurance proceeds, are insufficient to make all payments with respect to the Series 2009A Bonds during the period that the Facilities, or a portion thereof, are being restored, then such payments may not be made in full and no remedy is available to the Trustee or the Owners under the Lease or Trust Agreement for nonpayment under such circumstances. Failure to pay principal of, premium, if any, or interest on, the Series 2009A Bonds as a result of abatement of the City's obligation to make Rental Payments under the Lease is not an event of default under the Trust Agreement or the Lease.

Notwithstanding the provisions of the Lease and the Trust Agreement specifying the extent of abatement in the event of the City's failure to have use and possession of the Project, 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 Series 2009A Bonds.

Reserve Fund

At the time of issuance of the Series 2009A Bonds, proceeds of the Series 2009A Bonds in the amount of \$2,471,797.50 will be deposited in the Reserve Fund. See "SECURITY AND SOURCES OF PAYMENT-Reserve Fund." In the event of abatement or default, the amounts on deposit in the Reserve Fund may be significantly less than the amount of Base Rental payments due.

Limited Recourse on Default

The Lease and the Trust Agreement provide that, if there is a default by the City, the Trustee may take possession of and re-let the Facilities, provided that the Facilities may only be re-let for library purposes in accordance with the Charter, which might make such remedy impractical. The amounts received from such re-letting may be insufficient to pay the scheduled principal and interest on the Series 2009A Bonds when due, and the City is not required by the Lease or the Trust Agreement, and cannot be compelled, to replenish the Reserve Fund to the Reserve Fund Requirement.

The Lease provides that upon the failure of the City to deposit with the Trustee any Base Rental within five calendar days after the same becomes due, or any Additional Rental within 30 calendar days after the same becomes due, or in the event that the City fails to keep, observe or perform any term, covenant, conditions or agreement contained in the Lease (and does not remedy such breach within 30 days or such additional time reasonably required to correct such default following notice thereof by the Corporation to the City), the Trustee may proceed (and, upon written request of the Owners of not less than a majority in aggregate principal amount of Series 2009A Bonds then Outstanding, shall proceed), without any further notice (i) to terminate the Lease, notwithstanding any re-entry or re-letting of the Facilities, and re-enter the Facilities and remove all persons, possessions and personal property therein; or (ii) without terminating the Lease, to collect each installment of Base Rental payments and exercise the right of entry or re-entry and re-let the Facilities, provided that any such re-letting is for Library purposes in accordance with the Charter; and (iii) to enforce all of its rights and remedies under the Lease by pursuing any remedy available in law or in equity.

Courts may also be unwilling to enforce any remedies against the City that would compel the City to lease a public facility, such as the Main Library, to a private party, even if for Library purposes.

Enforcement of Remedies

The enforcement of any remedies provided in the Lease and the Trust Agreement could prove both expensive and time consuming. The rights and remedies provided in the Lease and the Trust Agreement 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 Series 2009A 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 Series 2009A Bonds will be qualified, as to the enforceability of the Series 2009A Bonds, the Trust Agreement, 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 Acceleration on Default

In the event of a default, there is no remedy of acceleration of the total Base Rental payments for the term of the Lease. The Trustee's remedy would be to either terminate the Lease and re-let the Facilities, or to retain the Lease and sue the City each year for Base Rental due in the year.

Substitution, Release and Addition of Leased Property

The Lease permits the release of portions of the Facilities or the substitution of other real property for all or a portion of the Facilities under specified conditions. See "SECURITY AND SOURCES OF PAYMENT – Substitution of Property" and APPENDIX D: "SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Lease – Substitution, Release and Addition of Leased Property." Although the Lease requires that the Substitute Facilities have an annual fair rental value upon becoming part of the Facilities equal to the maximum annual amount of the Base Rental payments and Additional Rental Payments yet unpaid under the Lease remaining due with respect to the Facilities being replaced, it does not require that such Substitute Facilities have an annual fair rental value equal to the total annual fair rental value at the time of replacement of the Facilities or portion thereof being replaced. In addition, such Substitute Facilities could be located anywhere within the City's boundaries. Therefore, release or substitution of all or a portion of the Facilities could have an adverse effect on the security for the Series 2009A Bonds.

Seismic Risks

The City is located in a seismically active region. Active earthquake faults underlie both the City and the surrounding Bay Area, including the San Andreas Fault, which passes about 3 miles to the southeast of the City's border, and the Hayward Fault, which runs under Oakland, Berkeley and other cities on the east side of San Francisco Bay, about 10 miles away. Significant recent seismic events include the 1989 Loma Prieta earthquake, centered about 60 miles south of the City, which registered 6.9 on the Richter scale of earthquake intensity. That earthquake caused fires, building collapses, and structural damage to buildings and highways in the City and environs. The San Francisco-Oakland Bay Bridge, the only east-west vehicle access into the City, was closed for a month for repairs, and several highways in the City were permanently closed and eventually removed.

In April 2008, the Working Group on California Earthquake Probabilities (a collaborative effort of the U.S. Geological Survey (U.S.G.S.), the California Geological Society, and the Southern California Earthquake Center) reported that there is a 63% chance that one or more quakes of about magnitude 6.7 or larger will occur in the Bay Area before the year 2038. Such earthquakes may be very destructive. For example, the U.S.G.S. predicts a magnitude 7 earthquake occurring today on the Hayward Fault would likely cause hundreds of deaths and almost \$100 billion of damage. In addition to the potential damage to City-owned buildings and facilities, include the Facilities (on which the City does not generally carry earthquake insurance), due to the importance of San Francisco as a tourist destination and regional hub of commercial, retail and entertainment activity, a major earthquake anywhere in the Bay Area may cause significant temporary and possibly longer-term harm to the City's economy, tax receipts, and residential and business real property values.

In addition, the obligation of the City to make payments of Base Rental may be abated if the Facilities or any improvements thereon are damaged or destroyed by natural hazard such as an earthquake. The City is not obligated under the Lease to maintain earthquake insurance on the Facilities because the City does not expect to be able to procure earthquake insurance in reasonable amounts at reasonable costs on the open market from reputable insurance companies. Rental interruption insurance required to be maintained under the Lease is not required to cover earthquake hazards.

Risk Management and Insurance

The Lease obligates the City to maintain various forms of insurance, subject to deductibles, on the Facilities for repair or replacement in the event of damage or destruction to the Facilities. The City is also required to maintain rental interruption insurance in an amount at least equal to 24 months of Base Rental payments. The Lease allows the City to insure against any or all risks, except rental interruption and title defects, through an alternative risk management program such as self-insurance. The City makes no representation as to the ability of any insurer to fulfill its obligations under any insurance policy provided for in the Lease and no assurance can be given as to the adequacy of any such insurance to fund necessary repair or replacement or to pay principal of and interest on the Series 2009A Bonds when due.

The City employs a full-time Risk Manager, as well as safety and loss control professionals, for the prevention and mitigation of property, liability and employee claims for injury or damage. For information concerning the self-insurance and risk management programs of the City see APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Litigation and Risk Management."

State Law Limitations on Appropriations

Article XIII B of the California Constitution limits the amount that local governments can appropriate annually. The ability of the City to make Base Rental payments may be affected if the City should exceed its appropriations limit. The City does not anticipate exceeding its appropriations limit in the foreseeable future. See “CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND EXPENDITURES.”

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 will not enact legislation that will 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 funds legally available to the City to make Base Rental payments. See, for example, “CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND EXPENDITURES.”

No Liability of Corporation to the Owners

Except as expressly provided in the Trust Agreement, the Corporation will not have any obligation or liability to the Owners of the Series 2009A 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 Trust Agreement, or with respect to the performance by the Trustee of any right or obligation required to be performed by it contained in the Trust Agreement.

Bankruptcy

In addition to the limitations on remedies contained in the Lease and the Trust Agreement, the rights and remedies provided therein 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 local 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 a petition for bankruptcy. The Corporation has entered into financing leases with the City and has issued bonds, which as of March 1, 2009, amount in the aggregate to \$276.75 million in outstanding principal (not including any Bonds authorized by the Trust Agreement). See APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Capital Financing and Bonds – Lease Payments and Other Long-Term Obligations;” APPENDIX C: “COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE YEAR ENDED JUNE 30, 2008,” 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 Trust Agreement. 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.

Other

There may be other Risk Factors inherent in ownership of the Series 2009A Bonds in addition to those described in this section.

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. The Corporation cannot issue obligations or enter into leases without the City's consent and participation.

The Corporation is governed by a three-member Board of Directors. The initial Board of Directors was appointed by the Chief Administrative Officer of the City. Successive members of the Board of Directors are appointed by the existing Board of Directors to indefinite terms and serve without compensation. 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.

| <u>Name</u> | <u>Date of Appointment</u> |
|--|----------------------------|
| Marc Stad, President | November 17, 2005 |
| Barry Fishman, Chief Financial Officer | March 15, 2005 |
| Pamela S. Jue, Secretary | February 21, 2008 |

Outstanding Debt

In addition to the Series 2009A Bonds, 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 Series 2009A Bonds.

Limited Obligation

THE SERIES 2009A BONDS ARE LIMITED OBLIGATIONS OF THE CORPORATION PAYABLE SOLELY FROM BASE RENTAL PAYMENTS MADE BY THE CITY TO THE CORPORATION PURSUANT TO THE LEASE AND ANY OTHER AMOUNTS (INCLUDING THE PROCEEDS OF THE SALE OF THE SERIES 2009A BONDS) HELD IN CERTAIN FUNDS AND ACCOUNTS ESTABLISHED PURSUANT TO THE TRUST AGREEMENT, OTHER THAN THE REBATE FUND. USE OF AMOUNTS HELD IN SUCH FUNDS AND ACCOUNTS IS SUBJECT TO THE PROVISIONS OF THE TRUST AGREEMENT PERMITTING THE APPLICATION OF SUCH AMOUNTS FOR THE PURPOSES AND ON THE TERMS AND CONDITIONS SET FORTH IN THE TRUST AGREEMENT. THE CORPORATION SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF AND INTEREST ON THE SERIES 2009A BONDS ONLY FROM THE FUNDS DESCRIBED IN THE TRUST AGREEMENT 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 SERIES 2009A BONDS.

CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND EXPENDITURES

Several constitutional and statutory limitations on taxes, revenues and expenditures exist under State law which limit 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.

The Revenue and Taxation Code permits county assessors who have reduced the assessed valuation of a property as a result of natural disasters, economic downturns or other factors, to subsequently "recapture" such value (up to the pre-decline value of the property) at an annual rate higher than 2%, depending on the assessor's measure of the restoration of value of the damaged property. The California courts have upheld the constitutionality of this procedure.

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 persons with disabilities 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: "COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE YEAR ENDED JUNE 30, 2008," 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. 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 – City Budget – 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.

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*, 59 Cal. App. 4th 1441 (1997), 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*, 14 Cal. App. 4th 137 (1993) and *Fisher v. County of Alameda*, 20 Cal. App. 4th 120 (1993).

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 (discussed above), however, incorporates the voter approval requirements initially imposed by Proposition 62 into the State Constitution.

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. See APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – City Budget – Other City Tax Revenues.” 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. The Telephone User Tax was approved by a two-thirds vote at the November 4, 2008 election. 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.

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. As set forth under the laws in effect as of November 3, 2004, Proposition 1A generally prohibits the State from shifting any share of property tax revenues allocated to local governments for any fiscal year to schools or community colleges. 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% 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, except 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.

TAX MATTERS

Co-Bond Counsel Opinion

In the opinion of Goodwin Procter LLP, Los Angeles, California, and Ronald E. Lee, Attorney at Law, Davis, California, Co-Bond Counsel, based upon an analysis of existing laws, regulations, rulings, and judicial decisions, interest on the Series 2009A Bonds is excludable from gross income for federal income tax purposes and is exempt from State of California personal income taxes. Co-Bond Counsel are further of the opinion that interest on the Series 2009A Bonds is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes. In addition, pursuant to the American Recovery and Reinvestment Act of 2009, interest on the Bonds is not included in adjusted current earnings in calculating corporate alternative minimum taxable income. A copy of the proposed form of opinions of Co-Bond Counsel is set forth in Appendix G hereto and will accompany the Series 2009A Bonds.

The Internal Revenue Code of 1986, as amended (the "Code"), imposes various restrictions, conditions and requirements relating to the exclusion from gross income for federal income tax purposes of interest received by persons such as the Owners of the Series 2009A Bonds. The City and the Corporation have covenanted to comply with certain restrictions designed to ensure that interest on the Series 2009A Bonds will not be included in gross income for federal income tax purposes. Failure to comply with those covenants may result in interest on the Series 2009A Bonds being included in gross income for federal income tax purposes, possibly from the date of issuance of the Series 2009A Bonds. The opinions of

Co-Bond Counsel assume compliance with those covenants. Co-Bond Counsel have not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the Series 2009A Bonds may affect the tax status of interest on the Series 2009A Bonds.

Certain requirements and procedures contained or referred to in the Trust Agreement, the Lease, the Facilities Lease, and other relevant documents may be changed and certain actions (including, without limitation, defeasance of the Series 2009A Bonds) may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such documents, upon the advice or with the approving opinion of nationally recognized bond counsel. Co-Bond Counsel express no opinion as to any Series 2009A Bond or the interest thereon if any such change occurs or action is taken upon the advice or approval of bond counsel other than Co-Bond Counsel.

Co-Bond Counsel have not undertaken to advise in the future whether any events after the date of issuance of the Series 2009A Bonds may affect the federal or state tax status of interest on the Series 2009A Bonds or the tax consequences of ownership of the Series 2009A Bonds. No assurance can be given that future legislation, including amendments to the Code or interpretations thereof, if enacted into law, will not contain provisions, which could directly or indirectly reduce the benefit of the excludability of the interest on the Series 2009A Bonds from gross income for federal income tax purposes.

Although Co-Bond Counsel have rendered their respective opinions that interest on the Series 2009A Bonds is excluded from gross income for federal gross income and California State personal income tax purposes, a Owner's federal and State tax liability may otherwise be affected by the ownership or disposition of the Series 2009A Bonds. The nature and extent of these other tax consequences will depend upon the Owner's other items of income or deduction. Without limiting the generality of the foregoing, prospective purchasers of the Series 2009A Bonds should be aware that: (i) Section 265 of the Code denies a deduction for interest on indebtedness incurred or continued to purchase or carry the Series 2009A Bonds, or in the case of a financial institution, that portion of a holder's interest expense allocated to interest on the Series 2009A Bonds; (ii) with respect to insurance companies subject to the tax imposed by Section 831 of the Code, Section 832(b)(5)(B)(i) reduces the deduction for loss reserves by 15% of the sum of certain items, including interest on the Series 2009A Bonds; (iii) with respect to life insurance companies, life insurance company taxable income subject to the tax imposed by Section 801 of the Code is determined by permitting deductions for certain dividends received but not to the extent such dividend is from a non-insurance corporation and is out of tax-exempt interest, including interest on the Series 2009A Bonds; (iv) interest on the Series 2009A Bonds earned by certain foreign corporations doing business in the United States could be subject to a branch profits tax imposed by Section 884 of the Code; (v) passive investment income, including interest on the Series 2009A Bonds, may be subject to federal income taxation under Section 1375 of the Code for Subchapter S corporations that have Subchapter C earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of such Subchapter S corporation is passive investment income; (vi) Section 86 of the Code requires recipients of certain Social Security and certain Railroad Retirement benefits to take into account, in determining the taxability of such benefits, receipts or accruals of interest on the Series 2009A Bonds; and (vii) under Section 32(i) of the Code, receipt of investment income, including interest on the Series 2009A Bonds, may disqualify the recipient thereof from obtaining the earned income credit. Co-Bond Counsel have expressed no opinion regarding any such other tax consequences. Accordingly, before purchasing any of the Series 2009A Bonds, all potential purchasers should consult their tax advisors concerning collateral tax consequences with respect to the Series 2009A Bonds.

Risk of Audit by Internal Revenue Service

The Internal Revenue Service (the “Service”) has an ongoing program of auditing tax-exempt obligations to determine whether, in the view of the Service, interest on such tax-exempt obligations is includable in the gross income of the owners thereof for federal income tax purposes. No assurances can be given as to whether or not the Service will commence an audit of the Series 2009A Bonds. If an audit is commenced, under current procedures the Service is likely to treat the Corporation as the taxpayer and the owners of the Series 2009A Bonds may have no right to participate in such procedure.

Co-Bond Counsel’s opinion represents its legal judgment based upon its review of existing law, regulations, rulings, judicial decisions, and other authorities, and upon the covenants and representations of the parties and such other facts as it has deemed relevant to render such opinion, and is not a guarantee of a result. Co-Bond Counsel are not obligated to defend the tax-exempt status of the Series 2009A Bonds. Neither the Corporation nor Co-Bond Counsel is responsible to pay or reimburse the costs of any owner with respect to any audit or litigation relating to the Series 2009A Bonds.

Original Issue Discount/Premium

To the extent the issue price of any maturity of the Series 2009A Bonds is less than the amount to be paid at maturity of such Series 2009A Bonds (excluding amounts stated to be interest and payable at least annually over the term of such Series 2009A Bonds), the difference constitutes “original issue discount,” the accrual of which, to the extent properly allocable to each owner thereof, is treated as interest on the Series 2009A Bonds that is excluded from gross income for federal income tax purposes. For this purpose, the issue price of a particular maturity of the Series 2009A Bonds is the first price at which a substantial amount of such maturity of the Series 2009A Bonds is sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). The original issue discount with respect to any maturity of the Series 2009A Bonds accrues daily over the term to maturity of such Series 2009A Bonds on the basis of a constant interest rate compounded semiannually (with straight-line interpolations between compounding dates). The accruing original issue discount is added to the adjusted basis of such Series 2009A Bonds to determine taxable gain or loss upon disposition (including sale, redemption, or payment on maturity) of such Series 2009A Bonds. Owners of the Series 2009A Bonds should consult their own tax advisors with respect to the tax consequences of ownership of Bonds with original issue discount, including the treatment of purchasers who do not purchase such Series 2009A Bonds in the original offering to the public at the first price at which a substantial amount of such Series 2009A Bonds is sold to the public.

Series 2009A Bonds purchased, whether at original issuance or otherwise, for an amount higher than their principal amount payable at maturity (or, in some cases, at their earlier call date) (“Premium Bonds”) will be treated as having amortizable bond premium. No deduction is allowable for the amortizable bond premium in the case of bonds, like Premium Bonds, the interest on which is excluded from gross income for federal income tax purposes. However, the amount of tax-exempt interest received, and a purchaser’s basis in a Premium Bond, will be reduced by the amount of amortizable bond premium properly allocable to such purchaser. Owners of Premium Bonds should consult their own tax advisors with respect to the proper treatment of amortizable bond premium in their particular circumstances.

OTHER LEGAL MATTERS

The validity of the Series 2009A Bonds and certain other legal matters are subject to the approving opinions of Goodwin Procter LLP, Los Angeles, California and Ronald E. Lee, Attorney at Law, Davis, California, Co-Bond Counsel. Complete copies of the proposed forms of Co-Bond Counsel opinions are contained in Appendix G hereto, and will be made available to the initial purchasers of the Series 2009A Bonds at the time of the original delivery of the Series 2009A Bonds. 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 Corporation by its counsel, Miller Brown & Dannis, San Francisco, California, and for the City by the City Attorney and by Orrick, Herrington & Sutcliffe LLP, Disclosure Counsel.

PROFESSIONALS INVOLVED IN THE OFFERING

Robert Kuo Consulting, LLC, San Francisco, California and KNN Public Finance, a division of Zions First National Bank, Oakland, California, have served as Co-Financial Advisors to the City with respect to the sale of the Series 2009A Bonds. The Co-Financial Advisors have assisted the City in the review of this Official Statement and in other matters relating to the planning, structuring, and sale of the Series 2009A Bonds. The Co-Financial Advisors have not independently verified any of the data contained herein nor conducted a detailed investigation of the affairs of the City or the Corporation to determine the accuracy or completeness of this Official Statement and assume no responsibility for the accuracy or completeness of any of the information contained herein. The Co-Financial Advisors, Co-Bond Counsel and Disclosure Counsel will all receive compensation from the City contingent upon the sale and delivery of the Series 2009A Bonds.

CONTINUING DISCLOSURE

The City, on behalf of the Corporation, has covenanted for the benefit of the holders and Beneficial Owners of the Series 2009A 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 fiscal year 2008-09, which is due not later than March 27, 2010, 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 the information to be contained in the Annual Report or the notices of material events is summarized in APPENDIX E: “FORM OF CONTINUING DISCLOSURE CERTIFICATE.” These covenants have been made in order to assist the initial purchasers of the Series 2009A Bonds in complying with Securities and Exchange Commission Rule 15c2-12(b)(5) (the “Rule”). The City has never failed to comply in all material respects with any previous undertakings with regard to the 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 and other financial information on the City Controller’s web site at www.sfgov.org/controller.

ABSENCE OF LITIGATION

The opinions of the Counsel to the Corporation and of the City Attorney, which will be addressed solely to the City and the Corporation, will be furnished to the initial purchaser at the time of the original delivery of the Series 2009A Bonds.

Corporation

No litigation is pending with service of process having been accomplished or, to the knowledge of the Counsel to the Corporation, threatened, concerning the validity of the Trust Agreement, the Lease, the Facilities Lease or the Assignment Agreement, or the entitlement to their respective offices of the officers of the City who will execute and deliver the Series 2009A Bonds and other documents and certificates in connection therewith. The Corporation will furnish to the initial purchasers of the Series 2009A Bonds a certificate of the Corporation as to the foregoing as of the time of the original delivery of the Series 2009A Bonds.

City

No litigation is pending or threatened concerning the validity of the Series 2009A Bonds, the Lease, the Facilities Lease, the corporate existence of the City, or the entitlement to their respective offices of the officers of the City who will execute and deliver other documents and certificates in connection with the Series 2009A Bonds. The City will furnish to the initial purchasers of the Series 2009A Bonds a certificate of the City as to the foregoing as of the time of the original delivery of the Series 2009A Bonds.

RATINGS

Moody's Investors Service, Inc. ("Moody's"), Standard & Poor's Ratings Services ("S&P"), and Fitch Ratings ("Fitch"), have assigned municipal bond ratings of "Aa3," "AA-," and "A+" respectively, to the Series 2009A Bonds. Certain information not included in this Official Statement was supplied by the City and the Corporation to the rating agencies to be considered in evaluating the Series 2009A 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 www.moodys.com; S&P, at www.sandp.com; and Fitch, at www.fitchratings.com. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision. No assurance can be given that any rating issued by a 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 Series 2009A Bonds. The City undertakes no responsibility to oppose any such downward revision, suspension or withdrawal.

SALE OF SERIES 2009A BONDS

The Series 2009A Bonds were sold at competitive bid on March 17, 2009. The Series 2009A Bonds were awarded to Citigroup Global Markets Inc. (the "Purchaser"), who submitted the lowest true interest cost bid, at a purchase price of \$33,481,453.29. Under the terms of its bid, the Purchaser will be obligated to purchase all of the Series 2009A Bonds if any are purchased, the obligation to make such purchase being subject to the approval of certain legal matters by Co-Bond Counsel, and certain other conditions to be satisfied by the City.

The Purchaser has certified the reoffering prices or yields for the Series 2009A Bonds set forth on the inside cover of this Official Statement, and the City and the Corporation take no responsibility for the accuracy of those prices or yields. Based on the reoffering prices, the original issue discount on the reoffering of the Series 2009A Bonds is \$208,843.85, and the Purchaser's gross compensation (or "spread") is \$574,702.86. The Purchaser may offer and sell Bonds to certain dealers and others at prices lower than the offering prices stated on the inside cover page. The offering prices may be changed from time to time by the Purchaser.

MISCELLANEOUS

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 among the City, the Corporation and the initial purchasers or Owners and Beneficial Owners of any of the Series 2009A Bonds.

The preparation and distribution of this Official Statement have been duly authorized by the Corporation and the Board of Supervisors of the City.

CITY AND COUNTY OF SAN FRANCISCO
FINANCE CORPORATION

By: /s/ Marc Stad
President

CITY AND COUNTY OF SAN FRANCISCO

By: /s/ Benjamin Rosenfield
Controller



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APPENDIX A

CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES

This Appendix contains information that is current as of January 30, 2009.

The various reports, documents, websites and other information referred to herein are not incorporated herein by such references.

The City and County of San Francisco (the “City” or “San Francisco”) has referred to certain specified documents in this Appendix A which are hosted on the City’s website. A wide variety of other information, including financial information, concerning the City is available from the City’s publications, websites and its departments. Any such other information that is inconsistent with the information set forth in this Appendix A should be disregarded and no such other information is a part of or incorporated into this Appendix A.

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”), and is 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 by territorial government to 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” or the “Airport”), although located 14 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 of Supervisors”) 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 a commissioner is subject to approval by a two-thirds vote of the Board of Supervisors. The Mayor appoints each department head from nominations submitted by the appropriate commission.

The City has an elected Board of Supervisors consisting of eleven members and an elected Mayor who serves as chief executive officer. Members of the Board of Supervisors and the Mayor each serve a four-year term. In 2000, a Charter amendment went into effect that changed the Board of Supervisors election system from a Citywide vote to elections by district. The Mayor and members of the Board of Supervisors are subject to term limits as established by the Charter. Members of the Board of Supervisors may serve no more than two successive four-year terms and may not serve another term until four years have elapsed since the end of second successive

term in office. The Mayor may serve no more than two successive four-year terms, with no limit on the number of non-successive terms of office. The City Attorney, Assessor-Recorder, District Attorney, Treasurer & Tax Collector, Sheriff, and Public Defender are also elected directly by the citizens and may serve unlimited four-year terms. School functions are carried out by the San Francisco Unified School District (grades K-12) and the San Francisco Community College District (post-secondary). The School District and Community College District are a separate legal entity with a separately elected governing board. The Charter provides a civil service system for most 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 was re-elected on November 6, 2007, and sworn into his second term of office on January 8, 2008. Mayor Newsom had been elected to the Board of Supervisors three times and served on the Board of Supervisors 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.

Table A-1 shows a summary of the eleven elected Board of Supervisors and their respective terms served.

TABLE A-1

| CITY AND COUNTY OF SAN FRANCISCO BOARD OF SUPERVISORS | | | | | |
|---|----------|----------------|--------------|-------------------|-------------------------|
| Name | District | Date Appointed | Date Elected | Term | Current Term Expiration |
| Eric Mar | 1 | N/A | Nov-08 | 2009 - 2013 | 2013 |
| Michela Alioto-Pier | 2 | 1/27/2004 | N/A | 1/27/04 - 1/8/05 | |
| | | | Nov-04 | 2005 - 2007 | |
| | | | Nov-06 | 2007 - 2011 | 2011 |
| David Chiu* | 3 | N/A | Nov-08 | 2009 - 2013 | 2013 |
| Carmen Chu | 4 | 9/25/2007 | N/A | 9/25/07 - 1/11/08 | |
| | | 1/11/2008 | N/A | 1/11/08 - 1/8/09 | 2009 |
| | | | Nov-08 | 2009 - 2011 | 2011 |
| Ross Mirkarimi | 5 | N/A | Nov-04 | 2005 - 2009 | 2009 |
| | | | Nov-08 | 2009 - 2013 | 2013 |
| Chris Daly | 6 | N/A | Nov-00 | 2001 - 2003 | |
| | | | Nov-02 | 2003 - 2007 | |
| | | | Nov-06 | 2007 - 2011 | 2011 |
| Sean Elsbernd | 7 | 8/5/2004 | N/A | 8/5/04 - 1/8/05 | |
| | | | Nov-04 | 2005 - 2009 | 2009 |
| | | | Nov-08 | 2009 - 2013 | 2013 |
| Bevan Dufty | 8 | 12/11/2002 | N/A | 12/11/02 - 1/8/03 | |
| | | | Nov-02 | 2003 - 2007 | |
| | | | Nov-06 | 2007 - 2011 | 2011 |
| David Campos | 9 | 12/4/2008 | N/A | 12/4/08 - 1/8/09 | |
| | | | Nov-08 | 2009 - 2013 | 2013 |
| Sophie Maxwell | 10 | N/A | Nov-00 | 2001 - 2003 | |
| | | | Nov-02 | 2003 - 2007 | |
| | | | Nov-06 | 2007 - 2011 | 2011 |
| John Avalos | 11 | N/A | Nov-08 | 2009 - 2013 | 2013 |
| * President of the Board of Supervisors. | | | | | |

Chris Daly, an affordable housing organizer, and Sopenia (Sophie) Maxwell, an electrician, were elected to two-year terms in 2000 and were re-elected in November 2002 and 2006. Bevan Dufty, a former Congressional aide and Neighborhood Services Director of the City, was elected to a four-year term on the Board of Supervisors on December 10, 2002 and re-elected in November 2006. Michela Alioto-Pier was appointed to the Board of Supervisors in January 2004 and elected to a four-year term in November 2006. She previously served on the San Francisco Port Commission. Sean Elsbernd was appointed to the Board of Supervisors in August 2004. He was elected to additional four-year term in November 2004 and re-elected in November 2008. He previously served as liaison to the Board of Supervisors in the Mayor's Office, a legislative aide to the Board of Supervisors, and Co-Director of the Congressional Human Rights Caucus. Ross Mirkarimi, an investigator for the District Attorney's Office was elected to a four year term in November 2004 and re-elected in November 2008. Carmen Chu, a former deputy director in the Mayor's Office of Public Policy and Finance, was appointed to fill the vacancy left by the resignation of Supervisor Ed Jew in September 2007. She was elected to a four year term in November 2008. David Chiu, a Democratic Counsel was elected to a four-year term in November 2008. He was elected President of the Board of Supervisors by a majority of the Board of Supervisors in January 2009. Eric Mar, was elected to a four--year term in November 2008. He previously served as a Commissioner and past President of the San Francisco Board of Education. John Avalos was elected to a four-year term in November 2008. He previously served as a Legislative Aide for Supervisor Chris Daly.

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.

Benjamin Rosenfield serves as the City Controller. Mr. Rosenfield was appointed to a 10-year term as Controller by Mayor Gavin Newsom and confirmed by the Board of Supervisors in March 2008. 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 \$6.08 billion fiscal year 2008-09 budget. The City 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. Rosenfield served as the Deputy City Administrator under City Administrator Edwin Lee from 2005 to 2008. He was responsible for preparation and monitoring of the City's 10-year capital plan, oversight of a number of internal service offices under the City Administrator, and work implementing the City's new 311 non-emergency customer service center. From 2001 to 2005 Mr. Rosenfield worked as the Budget Director for then-Mayor Willie L. Brown, Jr. and Mayor Gavin Newsom. As Budget Director, Mr. Rosenfield prepared the City's proposed budget for each fiscal year and worked on behalf of the Mayor to manage city spending during the course of each year. From 1997 to 2001 Mr. Rosenfield worked as an analyst in the Mayor's Budget Office and a project leader in the Controller's Office. Mr. Rosenfield succeeds Edward Harrington who served as the Controller, following the Mayor's appointment of Mr. Harrington to the position of General Manager of the San Francisco Public Utilities Commission.

José Cisneros was appointed Treasurer & Tax Collector for the City by Mayor Newsom and was sworn in on September 8, 2004. Mr. Cisneros was then 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 then elected on November 8, 2005 and elected to a four-year term on November 7, 2006. Mr. Ting’s professional experience includes positions as senior consultant for Arthur Andersen, 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 is a non-elective office appointed by the Mayor for a five-year term and confirmed by the Board of Supervisors. On April 26, 2005, Edwin Lee, then the City’s Director of Public Works, was appointed by Mayor 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 the Deputy Director of the Employee Relations Division and coordinator for the Mayor’s Family Policy Task Force.

City Budget and Finances

General

The City 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 City Controller that sufficient revenues are or will be available in the then - current fiscal year, which ends June 30, to meet such obligation as it becomes due. The City Controller monitors revenues throughout the fiscal year, and if actual revenues are less than estimated, the City 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 City Controller can certify these surplus funds as a source for supplemental appropriation that may be adopted throughout the year upon approval of the Mayor and the Board of Supervisors. The City’s actual expenditures are often different from the estimated expenditures in the Annual Appropriation Ordinance or “Original Budget” due to supplemental appropriations, continuing appropriations of prior years and unexpended current year funds.

Charter Section 3.105 directs the City Controller to issue periodic or special financial reports during the fiscal year. Each year, the City Controller issues detailed Six-Month and Nine-Month Budget Status Reports to apprise the City’s policy makers of the current budgetary status, including projected year-end revenues, expenditures and fund balances. The Charter and Administrative Code of the City require the City Controller, the Mayor’s Budget Director and the Budget Analyst for the Board of Supervisors to issue annually a Three-Year Budget Projection to report on the City’s financial condition. The most recent reports can be viewed at the City Controller’s website at www.sfgov.org/controller. The various reports, documents, websites and other information referred to herein are not incorporated herein by such references.

Budget Process

The City's budget process begins in the middle of the preceding fiscal year as departments prepare their budgets and seek any required approval thereof by the applicable City board or commission. Departmental budgets are consolidated by the City Controller, and then transmitted to the Mayor no later than the first working day of March. Next, the Mayor is required to submit a proposed budget for selected departments, based on criteria set forth in the Administrative Code, to the Board of Supervisors by the first working day of May. On or before the first working day of June, the Mayor is required to submit the complete (all departments) proposed budget to the Board of Supervisors.

Following the submission of the Mayor's proposed budget, the City Controller provides an opinion to the Board of Supervisors regarding the accuracy of economic assumptions underlying the revenue estimates and the reasonableness of such estimates and revisions in the proposed budget. The City Controller may also recommend reserves that are considered prudent given the proposed resources and expenditures contained in the Mayor's proposed budget. The City's Capital Planning Committee also reviews the proposed budget and provides recommendations based on its conformance with the City's adopted ten-year Capital Plan. For a further discussion of the Capital Planning Committee and the City's ten-year Capital Plan, see "—Capital Plan" below.

During its budget approval process, the Board of Supervisors has the power to reduce or augment any appropriation in the proposed budget; provided the total budgeted appropriation amount is not greater than the total budgeted appropriation amount submitted by the Mayor. The Board of Supervisors must adopt the Annual Appropriation Ordinance (also referred to herein as the "Original Budget") no later than the last working day of July each year, after which it is subject to the approval or veto of the Mayor as described below.

Following the adoption and approval of the Annual Appropriation Ordinance, the City makes various revisions throughout the fiscal year (the Original Budget plus any changes made to date are collectively referred to herein as the "Revised Budget"). A "Final Revised Budget" is prepared at the end of the fiscal year reflecting the year-end revenue and expenditure appropriation for such fiscal year.

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. For a further discussion of limits on the ability of the City to impose and increase taxes and other revenue sources, see "Constitutional and Statutory Limitations on Taxes and Expenditure" in the front part of this Official Statement".

Under the Charter, the Treasurer & Tax Collector, upon recommendation of the City 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 and have been repaid

within the same fiscal year in which the transfer was made together with interest at the rate earned on the pooled funds at the time the funds were used. The City has not issued tax and revenue anticipation notes (“TRANs”) to finance cash flow needs since fiscal year 1996-97 nor does the City anticipate issuing TRANs for fiscal year 2008-09. 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. Charter Section 9.113.5 requires that if the City Controller projects total General Fund revenues for the upcoming budget year will exceed total General Fund revenues for the current year by more than five percent, then the City’s budget shall allocate the anticipated General Fund revenues in excess of that five percent growth as follows:

- (i) 50 percent of the excess revenues to the Rainy Day Economic Stabilization account;
- (ii) 25 percent of the excess revenues to the Rainy Day One-Time or Capital Expenditures account; and
- (iii) 25 percent of the excess revenues to any lawful governmental purpose.

The Rainy Day Reserve’s Economic Stabilization account is subject to a cap of 10% of actual total General Fund revenues as stated in the City’s most recent independent annual audit. Amounts in excess of that cap in any year will be allocated to capital and other one-time expenditures. Moneys in the Rainy Day Reserve’s Economic Stabilization account are available to provide a budgetary cushion in years where General Fund revenues are projected to decrease from prior-year levels (or, in the case of a multi-year downturn, the highest of any previous year’s total General Fund revenues). Moneys in the Rainy Day Reserve’s One-Time or Capital Expenditures account are available for capital and other one-time spending initiatives.

If the Controller projects that per-pupil revues for the San Francisco Unified School District will be reduced in the upcoming budget year, the Board of Supervisors and Mayor may appropriate funds from the Economic Stabilization account to the San Francisco Unified School District. This appropriation may not exceed the dollar value of the decline in revenue, or the 25% of the account balance, whichever is less. In the FY 2008-09, \$19.3 million was appropriated and transferred to the San Francisco Unified School District to partially offset the District’s planned layoffs and declining per pupil revenues.

Capital Plan

In October 2005 the Board of Supervisors adopted, and the Mayor approved, Ordinance No. 216-05, which established a new capital planning process for the City. The City Administrator, in conjunction with a capital planning committee composed of other City finance and capital project officials (the “Capital Planning Committee”), is directed to develop and submit an annual ten-year capital plan (the “Capital Plan”) each year for approval by the Board of Supervisors. The Capital Plan provides an assessment of the City’s infrastructure needs over such period, investments required to meet the needs identified and a plan of finance to fund these investments. Although the Capital Plan provides cost estimates and proposes methods to finance such costs, the document does not reflect any commitment by the Board of Supervisors to expend such amounts or to adopt any specific financing method. The Capital Plan is required to be updated and adopted annually in parallel with the budget process. The Capital Planning Committee is also charged with reviewing the annual capital budget submission and all long-term financing proposals, and providing recommendations to the Board of Supervisors relating to the compliance of any such proposal or submission with the adopted Capital Plan.

The Capital Plan is required to be submitted to the Mayor and the Board of Supervisors by each March 1 and adopted by the Board of Supervisors and the Mayor on or before each May 1. The fiscal year 2009-18 Capital Plan (the “Plan”) was approved by the Capital Planning Committee on February 25, 2008 and adopted by the Board of Supervisors on April 15, 2008. The Plan contains \$19.8 billion in capital investment over the coming decade for all City departments, including \$4.8 billion in projects for General Fund supported departments. The Plan also assumes \$60.5 million or 51% of the annual renewal need for General Fund pay-as-you-go capital projects in fiscal year 2008-09 growing at 10% each year, to reach funding of 76% of annual renewal needs by 2018. The Plan is not incorporated by reference but may be found at www.sfgov.org/cpp.

Fiscal Year 2007-08 General Fund Results

The General Fund portion of the fiscal year 2007-08 Revised Budget totaled \$2.78 billion. This does not include expenditures of other governmental funds and enterprise fund departments such as the Airport, the Municipal Transportation Agency (“MTA”), the Public Utilities Commission (“PUC”, which includes the Water Enterprise, the Wastewater Enterprise, and the Hetch Hetchy Water and Power System), the Port, and the City-owned Hospitals (San Francisco General and Laguna Honda). A detailed review of both revenues and expenditures was completed and published on May 5, 2008 in the City Controller’s fiscal year 2007-08 Nine-Month Budget Status Report (“Nine-Month Budget Status Report”). On March 21, 2008 the Mayor’s Budget Director, the Board of Supervisors’ Budget Analyst, and the City Controller published the Joint Report (the “Joint Report”), as required by Administrative Code Section 3.6, which includes updated current-year projections as well as projected revenues and expenditure changes, assuming status quo operations, over the upcoming three fiscal years 2008-09 through 2010-11. These reports are not incorporated by reference herein.

The City’s most recently completed Comprehensive Annual Financial Report (“the CAFR” which includes the City’s audited financial statements) for fiscal year 2007-08 was issued in January 30, 2009. The fiscal year 2007-08 CAFR reported that the audited General Fund unreserved and available for appropriation fiscal year-end fund balance as of June 30, 2008 was \$105.06 million (see Table A-4), \$23.40 million more than the \$81.67 million assumed in the fiscal year 2008-09 Original Budget. This \$23.40 million resulted primarily from additional expenditure savings and tax revenue in fiscal year 2007-08. By way of comparison, the Nine-Month Budget Status projected the fiscal year end 2007-08 General Fund available fund balance to be \$41.64 million. In addition to this available year-end General Fund balance, the City’s two Rainy Day Reserve accounts together totaled approximately \$117.80 million (\$117.56 million in the Economic Stabilization account and \$0.24 million in the One-Time Spending account).

Table A-2 shows Final Revised Budget revenues and appropriations for the City’s General Fund for fiscal years 2003-04 through 2007-08 (See Table A-3.)

TABLE A-2

| CITY AND COUNTY OF SAN FRANCISCO Budgeted General Fund Revenues and Appropriations for Fiscal Years 2003-04 through 2007-08 (000s) | | | | | | |
|--|--|--|--|--|--|---|
| | FY 2003-04 Final Revised <u>Budget</u> | FY 2004-05 Final Revised <u>Budget</u> | FY 2005-06 Final Revised <u>Budget</u> | FY 2006-07 Final Revised <u>Budget</u> | FY 2007-08 Final Revised <u>Budget</u> | FY 2008-09 Original <u>Budget</u> |
| Prior-Year Budgetary Fund Balance & Reserves | \$207,167 | \$222,611 | \$324,724 | \$478,001 | \$563,435 | \$111,204 |
| <u>Budgeted Revenues</u> | | | | | | |
| Property Taxes | \$527,767 | \$645,495 | \$696,660 | \$837,543 | \$934,720 | \$1,018,877 |
| Business Taxes | 288,619 | 295,230 | 288,320 | 332,168 | 359,718 | 394,556 |
| Other Local Taxes | 371,251 | 381,389 | 413,712 | 477,804 | 534,420 | 552,977 |
| Licenses, Permits and Franchises | 17,074 | 16,132 | 19,128 | 20,917 | 22,076 | 25,041 |
| Fines, Forfeitures and Penalties | 31,843 | 12,196 | 11,475 | 4,899 | 6,496 | 3,861 |
| Interest and Investment Earnings | 12,579 | 6,490 | 11,393 | 33,994 | 35,519 | 21,367 |
| Rents and Concessions | 19,316 | 21,902 | 19,583 | 20,138 | 19,805 | 21,107 |
| Grants and Subventions | 663,997 | 612,970 | 685,948 | 667,683 | 713,294 | 693,839 |
| Charges for Services | 107,847 | 119,637 | 130,773 | 133,331 | 137,103 | 147,748 |
| Other | 19,296 | 29,061 | 13,090 | 13,809 | 9,306 | 11,414 |
| Total Budgeted Revenues | \$2,059,589 | \$2,140,502 | \$2,290,083 | \$2,542,286 | \$2,772,457 | \$2,890,787 |
| Bond Proceeds & Return of Excess Deposits | 31,207 | 596 | 597 | 901 | 1,278 | 1,783 |
| <u>Expenditure Appropriations</u> | | | | | | |
| Public Protection | \$668,872 | \$699,088 | \$743,958 | \$804,082 | \$883,539 | \$899,378 |
| Public Works, Transportation & Commerce | 60,467 | 63,250 | 46,708 | 55,679 | 72,033 | 53,143 |
| Human Welfare & Neighborhood Development | 507,740 | 525,887 | 548,935 | 578,581 | 647,787 | 654,162 |
| Community Health | 445,236 | 419,404 | 453,716 | 428,460 | 458,462 | 513,858 |
| Culture and Recreation | 93,017 | 92,245 | 81,126 | 93,091 | 102,254 | 104,232 |
| General Administration & Finance ^[1] | 131,959 | 122,666 | 140,674 | 178,318 | 213,433 | 182,139 |
| General City Responsibilities | 83,406 | 62,541 | 53,601 | 61,834 | 77,172 | 78,524 |
| Total Expenditure Appropriations | \$1,990,697 | \$1,985,081 | \$2,068,718 | \$2,200,045 | \$2,454,680 | \$2,485,436 |
| Budgetary reserves and designations, net | \$9,301 | \$13,487 | \$22,712 | \$20,539 | 20,013 | \$32,766 |
| Transfers In | \$150,354 | \$161,840 | \$108,902 | \$62,659 | 68,847 | \$118,218 |
| Transfers Out | (292,664) | (339,436) | (436,092) | (498,202) | (541,853) | (603,790) |
| Net Transfers In/Out | (\$142,310) | (\$177,596) | (\$327,190) | (\$435,543) | (\$473,006) | (\$485,572) |
| <u>Budgeted Excess (Deficiency) of Sources</u> | | | | | | |
| Over (Under) Uses | \$155,655 | \$187,545 | \$196,784 | \$365,061 | \$389,471 | \$0 |
| Variance of Actual vs. Budget | 66,956 | 137,179 | 281,217 | 198,374 | 71,722 | |
| Total Actual Budgetary Fund Balance | \$222,611 | \$324,724 | \$478,001 | \$563,435 | \$461,193 | \$0 |
| ^[1] Over the past five years, the City has consolidated various departments to achieve operational efficiencies. This resulted in changes in how departments were summarized in the service area groupings above for the time periods shown. 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, workers' 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, 2008 was \$405.64 million using Generally Accepted Accounting Principles ("GAAP"). Such General Fund balance was derived from audited revenues (as shown in Table A-4) of \$2.72 billion for the fiscal year ended on June 30, 2008. Audited General Fund balances are shown in Table A-3 on both a budget basis and a GAAP basis with comparative financial information for the fiscal years ended June 30, 2004, 2005, 2006, 2007, and 2008.

TABLE A-3

| CITY AND COUNTY OF SAN FRANCISCO | | | | | |
|---|-----------|-----------|-----------|-----------|-----------|
| General Fund Balances | | | | | |
| Fiscal Year Ended June 30 | | | | | |
| Audited | | | | | |
| (000s) | | | | | |
| | 2004 | 2005 | 2006 | 2007 | 2008 |
| Reserved for rainy day (Economic Stabilization account) | \$55,139 | \$48,139 | \$97,910 | \$117,556 | \$117,556 |
| Reserved for rainy day (One-time Spending account) | | | 24,066 | 16,066 | 236 |
| Reserved for encumbrances | 42,501 | 57,762 | 38,159 | 60,948 | 63,068 |
| Reserved for appropriation carryforward | 32,813 | 36,198 | 124,009 | 161,128 | 99,959 |
| Reserved for subsequent years' budgets | | | | | |
| Reserved for baseline appropriation funding mandates | - | 6,223 | 5,232 | 2,891 | 1,491 |
| Reserved for budget savings incentive program (citywide) | 2,588 | 2,628 | 2,628 | 10,540 | 16,181 |
| Reserved for budget savings incentive program (Recreation & Park) | - | 3,075 | 3,366 | - | 3,266 |
| Reserved for salaries and benefits (MOU) | 3,654 | 9,150 | 13,349 | 11,806 | 12,777 |
| Reserved for litigation | 2,940 | - | 2,877 | 6,824 | 2,626 |
| Total Reserved Fund Balance | \$139,635 | \$163,175 | \$311,596 | \$387,759 | \$317,160 |
| Unreserved - designated for litigation & contingency | \$27,970 | \$24,370 | \$20,823 | \$43,794 | \$38,969 |
| Unreserved - available for appropriation | 55,006 | 137,179 | 145,582 | 131,882 | 105,064 |
| Total Unreserved Fund Balance | \$82,976 | \$161,549 | \$166,405 | \$175,676 | \$144,033 |
| Total Fund Balance, Budget Basis | \$222,611 | \$324,724 | \$478,001 | \$563,435 | \$461,193 |
| Budget Basis to GAAP Basis Reconciliation | | | | | |
| Total Fund Balance - Budget Basis | \$222,611 | \$324,724 | \$478,001 | \$563,435 | \$461,193 |
| Unrealized gain on investments | 277 | 224 | (562) | (376) | (2,629) |
| Reserved for Assets Not Available for Appropriation | 7,142 | 9,031 | 10,710 | 12,665 | 11,358 |
| Cumulative Excess Property Tax Revenues Recognized on Budget Basis | (19,882) | (24,419) | (23,806) | (30,940) | (34,629) |
| Cumulative Excess Health, Human Service, Franchise Tax and other Revenues on Budget Basis | - | - | - | - | (26,071) |
| Deferred Charges and Other Redevelopment Agency Repayments | 287 | (1,880) | (3,067) | (3,323) | (3,587) |
| Total Fund Balance, GAAP Basis | \$210,435 | \$307,680 | \$461,276 | \$541,461 | \$405,635 |

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

Table A-4, entitled “Statement of Revenues, Expenditures and Changes in General Fund Balances,” is extracted from information in the City’s CAFR for the five most recent years. Audited financials for the fiscal year ended June 30, 2008 are included herein as Appendix C—“THE COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE YEAR ENDED JUNE 30, 2008.” Prior years’ audited financial statements can be obtained from the City Controller’s website. Excluded from these General Fund financial 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-4

| CITY AND COUNTY OF SAN FRANCISCO | | | | | |
|---|------------------|------------------|------------------|------------------|------------------|
| Statement of Revenues, Expenditures and Changes in General Fund Balances (000s) | | | | | |
| Fiscal Year Ended June 30 | | | | | |
| Audited | | | | | |
| | 2004 | 2005 | 2006 | 2007 | 2008 |
| Revenues: | | | | | |
| Property Taxes | \$547,819 | \$705,949 | \$783,303 | \$887,690 | \$939,812 |
| Business Taxes | 264,351 | 292,172 | 322,407 | 336,757 | 394,267 |
| Other Local Taxes | 403,549 | 428,244 | 480,501 | 540,695 | 519,867 |
| Licenses, Permits and Franchises | 17,501 | 19,427 | 20,825 | 19,639 | 23,212 |
| Fines, Forfeitures and Penalties | 22,158 | 9,536 | 10,195 | 4,720 | 8,398 |
| Interest and Investment Income | 3,222 | 8,374 | 22,496 | 30,089 | 15,779 |
| Rents and Concessions | 17,497 | 20,468 | 20,007 | 18,449 | 19,490 |
| Intergovernmental | 660,243 | 604,535 | 672,635 | 663,321 | 649,923 |
| Charges for Services | 95,951 | 115,812 | 126,433 | 125,682 | 135,473 |
| Other | 29,564 | 12,277 | 15,037 | 21,697 | 17,948 |
| Total Revenues | \$2,061,855 | \$2,216,794 | \$2,473,839 | \$2,648,739 | \$2,724,169 |
| Expenditures: | | | | | |
| Public Protection | \$670,729 | \$697,450 | \$739,470 | \$800,383 | \$874,881 |
| Public Works, Transportation & Commerce | 58,711 | 60,628 | 46,448 | 65,184 | 79,187 |
| Human Welfare and Neighborhood Development | 488,853 | 503,874 | 524,516 | 568,241 | 613,135 |
| Community Health | 413,725 | 413,110 | 377,226 | 410,169 | 454,935 |
| Culture and Recreation | 92,978 | 87,023 | 80,516 | 93,992 | 105,036 |
| General Administration & Finance | 128,135 | 120,400 | 146,567 | 166,673 | 193,315 |
| General City Responsibilities | 74,631 | 62,185 | 53,065 | 56,834 | 71,885 |
| Total Expenditures | \$1,927,762 | \$1,944,670 | \$1,967,808 | \$2,161,476 | \$2,392,374 |
| Excess of Revenues over Expenditures | \$134,093 | \$272,124 | \$506,031 | \$487,263 | \$331,795 |
| Other Financing Sources (Uses): | | | | | |
| Transfers In | \$121,491 | \$152,288 | \$62,431 | \$71,277 | \$70,969 |
| Transfers Out | (277,464) | (330,230) | (420,086) | (486,600) | (543,640) |
| Other Financing Sources | 36,003 | 3,063 | 5,220 | 8,245 | 5,050 |
| Other Financing Uses | - | - | - | - | - |
| Total Other Financing Sources (Uses) | (\$119,970) | (\$174,879) | (\$352,435) | (\$407,078) | (\$467,621) |
| Excess (Deficiency) of Revenues and Other Sources | | | | | |
| Over Expenditures and Other Uses | \$14,123 | \$97,245 | \$153,596 | \$80,185 | (\$135,826) |
| Total Fund Balance at Beginning of Year | <u>\$196,312</u> | <u>\$210,435</u> | <u>\$307,680</u> | <u>\$461,276</u> | <u>\$541,461</u> |
| Total Fund Balance at End of Year -- GAAP Basis ^[1] | \$210,435 | \$307,680 | \$461,276 | \$541,461 | \$405,635 |
| Unreserved & Undesignated Balance, Year End | | | | | |
| -- GAAP Basis | \$63,657 | \$134,199 | \$138,971 | \$141,037 | \$77,117 |
| -- Budget Basis | \$55,006 | \$137,179 | \$145,582 | \$131,882 | \$105,064 |
| ^[1] Fund Balances include amounts reserved for Rainy Day (Economic Stabilization and One-time Spending accounts), encumbrances, appropriation carryforwards and other purposes (as required by the Charter or appropriate accounting practices) as well as unreserved designated and undesignated available fund balances (which amounts constitute unrestricted General Fund balances). | | | | | |
| Sources: Comprehensive Annual Financial Report. Office of the Controller, City and County of San Francisco. | | | | | |

Adopted Fiscal Year 2008-09 Budget: Recent Changes in City Fiscal Outlook

Section 9.102 of the City's Charter requires the Controller to provide the Board of Supervisors with an opinion regarding the accuracy of economic assumptions underlying the revenue estimates in the Mayor's Proposed Budget. On June 2, 2008, Mayor Gavin Newsom issued his fiscal year 2008-09 Proposed Budget to the Board of Supervisors. On June 13, 2008, the City Controller published his discussion of the Proposed Budget (i.e. the "Revenue Letter"), which found the Proposed Budget to be reasonable given current trends, including continued growth in key revenue sources. The Original Budget was approved by the Board of Supervisors on July 29, 2008 and signed by the Mayor on July 30, 2008. Budgeted General Fund revenues are \$3.05 billion, an increase of \$132.4 million or 4.5 %. The Original Budget reflected moderate growth rates over the Nine-Month Report projections of approximately two to five percent in major tax revenues.

The Controller's Revenue Letter and Annual Appropriation Ordinance can be viewed online at www.sfgov.org/controller.

As required by Charter Section 3.105, in February 2009, the City Controller will publish his fiscal year 2008-09 Six-Month Budget Status Report (a detailed review of year to date revenue and expenditure progress against the Original Budget). In March 2009, the Mayor's Budget Director, the Board of Supervisors' Budget Analyst, and the City Controller will publish the Joint Report (the "Joint Report"), as required by Administrative Code Section 3.6, which will include updated current-year projections as well as projected revenues and expenditure changes, assuming status quo operations, over the upcoming three fiscal years, fiscal years 2009-10 through 2011-12.

Given the sudden change in economic conditions that began in September 2008, the Controller published a brief unscheduled update on key General Fund tax revenues on October 31, 2008 that projected a shortfall in the current fiscal year of \$90 million to \$125 million versus the Original Budget. The range of projected losses depends on assumptions of the severity of the economic downturn in San Francisco. The largest projected losses were in real property transfer tax (up to \$49 million) and sales tax-related revenues (up to \$43 million) related to the credit crunch, rising unemployment, and housing market downturn. Property tax revenues were projected to remain relatively stable. The Controller will continue to monitor and report on property tax assessment appeals activity and tax revenue sources. This revenue update was provided to the Mayor and the Board of Supervisors, and in November the Mayor issued mid-year reduction instructions to City departments so that the City could take prompt action to reduce expenditures in fiscal year 2008-09. The Mayor's Office projected that after actions are taken to cut \$118 million in costs, primarily through a series of staff layoffs, there would remain a budget deficit for fiscal year 2009-10 of \$460 million. Further actions will need to address both revenue and expenditure items to bring the 2009-10 budget into balance.

Impact of State Budget

Revenues from the State represented 16.2% of the fiscal year 2008-09 General Fund Original Budget, and thus changes in the State Budget may have a significant impact on the City's Budget. In crafting its own budget, the City must look to preliminary indications of what the State's Budget is likely to contain. In a typical year, the Governor releases two primary proposed budget documents: 1) the Governor's Proposed Budget required to be submitted in January; and 2) the "May Revise" to the Governor's Proposed Budget. The Governor's Proposed Budget is then considered and typically revised by the State Legislature. Following that process, the State Legislature adopts, and the Governor signs, the State Budget. City policy makers review and

estimate the impact of both the Governor's Proposed and May Revise Budgets prior to the City adopting its own budget.

The State Budget has had structural deficits for several years. In addressing these shortfalls in the recent past, the State has reduced transfers of State general fund money to local governments, including the City. It is not possible to predict how future State Budgets and mid-year changes to the current budget may adversely affect the City. Key provisions assumed in the City's fiscal year 2008-09 Original Budget included the continued shifting to the City's Educational Revenue Augmentation Fund ("ERAF") of funds that would otherwise have accrued to the City's General Fund in the estimated amount of \$335.2 million. The State continues to offset partially the ERAF shift by in-lieu sales tax backfill funding related to the Proposition 57 Economic Recovery Bonds and in-lieu vehicle license fee ("VLF") backfill funding related to the permanent rollback of such fees in fiscal year 2003-04. (For further discussion of the effect of these "Triple Flip" backfill funding shifts, please see "Assessed Valuations, Tax Rates and Tax Delinquencies" below.)

The State adopted its fiscal year 2008-09 Budget, on September 23, 2008. The City has estimated the effect of the State Budget on the City's budget to be a General Fund loss of \$41.1 million, due largely to cuts in health and human services programs as well as delays in reimbursements for State-mandated programs.

The State Constitution requires the Legislature to adopt a budget by June 14 of each year. By the time the Governor signed the 2008 Budget Act on September 23, 2008, the revenue projections were already known to be overstated. The Governor convened a special session of the Legislature in November to address the effect of deteriorating economic conditions on the State's Budget and several subsequent special sessions. Due to the continued delay in negotiating a budget solution to close the fiscal year 2008-09 State budget gap and address additional deterioration in general economic conditions, the State's deficit through fiscal year 2009-10 has been projected to be \$42 billion, absent corrective action. Such corrective action will likely include further cuts to City intergovernmental transfers from the State. The final effect on the City's General Fund will depend on both State Legislature and local policymaker decisions to backfill State cuts.

As of the date of this Appendix A, the Legislative has yet to approve revenue and expenditure adjustments to the 2008-09 State Budget.

Assessed Valuations, Tax Rates and Tax Delinquencies

Table A-5 provides a six-year history of assessed valuations of taxable property within the City. The property tax rate is composed 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 bond indebtedness. The total tax rate shown in Table A-5 includes taxes assessed on behalf of the City as well as the San Francisco Unified School District, the San Francisco Community College District, the Bay Area Air Quality Management District, and the Bay Area Rapid Transit (BART) District, all of which are separate legal entities from the City. See also Table A-13 "—Statement of Direct and Overlapping Debt and Long-Term Obligations" below. Additionally, a portion of property taxes collected within the City is allocated to the San Francisco Redevelopment Agency.

As shown below, total assessed value has increased on average by 7.92% per year since fiscal year 2003-04. Property tax delinquencies ranged from 1.96% in fiscal year 2003-04 to 2.79% in fiscal year 2007-08.

TABLE A-5

| CITY AND COUNTY OF SAN FRANCISCO | | | | | | | | |
|--|---------------|-------------------|--------------------------|--------------------------|---------------|--------------------------|--------------------------|--------------------------|
| Assessed Valuation of Taxable Property | | | | | | | | |
| Fiscal Years 2003-04 through 2008-09 | | | | | | | | |
| (\$000s) | | | | | | | | |
| Fiscal Year | Real Property | Personal Property | Total Assessed Valuation | % Change from Prior Year | Exemptions[1] | Total Tax Rate per \$100 | Total Tax Levy (000s)[2] | Delinquency Rate June 30 |
| 2003-04 | 99,878,960 | 3,848,851 | 103,727,811 | 5.7% | 8,288,058 | 1.107 | 1,100,951 | 1.96% |
| 2004-05 | 106,805,910 | 3,736,998 | 110,542,908 | 6.6% | 9,895,028 | 1.144 | 1,208,044 | 2.32% |
| 2005-06 | 114,767,252 | 3,465,752 | 118,233,004 | 7.0% | 11,357,245 | 1.140 | 1,291,491 | 2.18% |
| 2006-07 | 126,074,101 | 3,524,897 | 129,598,998 | 9.6% | 12,608,911 | 1.135 | 1,411,316 | 2.77% |
| 2007-08 | 136,887,654 | 3,807,362 | 140,695,016 | 8.6% | 16,473,923 | 1.141 | 1,530,484 | 2.79% |
| 2008-09 ^[3] | 147,603,291 | 3,980,660 | 151,583,951 | 7.7% | 15,159,677 | 1.163 | 1,641,030 | n/a ^[4] |

[1] Exemptions include non-reimbursable and homeowner exemptions and redevelopment tax increments.
Agency. Annual tax rate for unsecured property is the same rate as the previous year's secured tax rate.

[2] The total tax levy is based on year-end actual assessed values.

[3] Based on Certificate of Assessed Valuation.

[4] Delinquency rates through FY 2007-08 are audited. FY 2008-09 delinquency rate will be available after fiscal year end.

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

For fiscal year 2008-09, total assessed valuation of taxable property within the City was \$151.6 billion. After deducting exemptions, net assessed valuation was \$136.4 billion. (See below for a discussion of secured and unsecured property valuations within this total.) Total property tax revenues for all taxing entities were budgeted to be \$1.6 billion before reflecting delinquencies. A portion of property tax revenues is applied to pay debt service for general obligation bonds issued by the City, the San Francisco Unified School District, the San Francisco Community College District, and the Bay Area Rapid Transit District. The City's General Fund is allocated about 50% of total property tax revenue before adjusting for the State's Triple Flip (where Proposition 57 dedicated one quarter of one percent of local sales taxes, which were subsequently backfilled by a decrease to the amount of property taxes shifted to ERAF from local governments, thereby leaving the State to fund a like amount from the State's General Fund to meet Proposition 98 funding requirements for schools) and VLF backfill shifts. After adjusting for these State-mandated shifts, General Fund property tax revenues of \$943.50 million were realized in fiscal year 2007-08, and are budgeted to be \$1,018.9 million in fiscal year 2008-09.

Under Article XIII A of the State Constitution added by Proposition 13 in 1978, property sold after March 1, 1975 must be reassessed to full cash value at the time of sale. The State prescribes the assessment valuation methodologies and the adjudication process that counties must employ in connection with the counties' property assessments. As in every year, some appeals are multiple-year or retroactive in nature. With respect to the fiscal year 2007-08 levy, property owners representing approximately 8.5% 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 fiscal year 2006-07, where property owners representing approximately 13.2% of total assessed valuation filed for a partial reduction of their assessed value. In the first half of fiscal year 2008-09, property owners filed 2,070 new applications for assessment appeal, representing approximately 16.0% of the total assessed valuation. These property owners

requested reductions representing 6.5% of total assessed valuation. Most of the appeals involve large commercial properties, including offices.

The City typically experiences increases in assessment appeals activity during economic downturns and decreases as the economy rebounds. Historically during severe economic downturns, partial reductions of up to approximately 20% to 30% of the assessed valuations appealed have been granted. 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 appeals totaling 8.5% of assessed valuation pertaining to the fiscal year 2007-08 levy were to be granted, and an average reduction of 25% is assumed, the taxing entities would expect to issue refunds equal to 2.1% of total property tax revenue. Other taxing agencies such as the San Francisco Unified School District, San Francisco Community College District and Bay Area Rapid Transit District share proportionately in any refunds paid as a result of successful appeals. To mitigate the financial risk of potential assessment appeal refunds, the City funds appeal reserves for its share of estimated property tax revenues for each fiscal year. In addition, appeals activity is reviewed each year and incorporated into the current and subsequent years' budget projections.

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 property 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 subject to *ad valorem* taxes is entered on separate parts of the assessment roll maintained by the Assessor-Recorder. The secured roll is that part of the assessment roll containing State-assessed property and property (real or personal) on which liens are sufficient, in the opinion of the Assessor-Recorder, 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 City 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 Clerk of the Court 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 Assessor-Recorder's Office in order to obtain a lien on certain property of the taxpayer; and 4) seizing and selling 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% 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 of Supervisors passed a resolution that 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 City Controller to allocate to the City's taxing agencies 100% 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 \$8.93 million as of June 30, 2004, \$10.08 million as of June 30, 2005, \$10.06 million as of June 30, 2006, \$13.18 million as of June 30, 2007, and \$14.33 million as of June 30, 2008.

A portion of the City's total net assessed valuation consists of utility property subject to assessment by the State Board of Equalization (the "SBE"). State-assessed property, or "unitary property," is property of a utility system with components located in many taxing jurisdictions assessed as part of a "going concern" rather than as individual parcels of real or personal property. Unitary and certain other State-assessed property values are allocated to the counties by the SBE, taxed at special county-wide rates, and the tax revenues distributed to taxing jurisdictions (including the City itself) according to statutory formulae generally based on the distribution of taxes in the prior year. The fiscal year 2008-09 valuation of property assessed by the State Board of Equalization is \$2.13 billion, as recorded on the most recent certificate of assessed valuation. The fiscal year 2007-08 general fund tax revenues from State-assessed property are \$16.91 million.

Assessed valuations ("AV") of the aggregate taxable property holdings of the ten largest assesseees in the City for the fiscal year ended June 30, 2008 are shown in Table A-6.

TABLE A-6

| CITY AND COUNTY OF SAN FRANCISCO | | | | |
|--|--------------------|----|--------------------------|------------|
| Top 10 Principal Property Assesseees | | | | |
| Fiscal Year Ended June 30, 2008 | | | | |
| Assessee | Type of Business | | AV (\$000s) ¹ | % Total AV |
| HWA 555 Owners LLC | Office, Commercial | \$ | 885,380 | 0.71% |
| PPF OFF One Market Plaza Owner LLC | Office, Commercial | | 442,169 | 0.36% |
| Marriott Hotel | Hotel | | 413,653 | 0.33% |
| SFHR LLC | Office, Commercial | | 373,417 | 0.30% |
| Post-Montgomery Associates | Office, Commercial | | 363,063 | 0.29% |
| TST Mission Street LLC | Office, Commercial | | 331,047 | 0.27% |
| One Embarcadero Center Venture | Office, Commercial | | 322,275 | 0.26% |
| Broadway Partners | Office, Commercial | | 306,000 | 0.25% |
| Three Embarcadero Center Venture | Office, Commercial | | 303,171 | 0.24% |
| Embarcadero Center Associates | Office, Commercial | | 301,796 | 0.24% |
| Ten Largest Assesseees | | \$ | 4,041,971 | 3.25% |
| Source: Office of the Assessor, City and County of San Francisco. | | | | |
| ¹ Represents the Assessed Valuation as of the Basis of Levy, which excludes assessments processed during the fiscal year. | | | | |

Other City Tax Revenues

In addition to the 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 front of this Official Statement.

The following section contains 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 Taxes

Businesses in the City may be subject to two types of taxes. The first is a payroll expense tax, assessed at a rate of 1.5% on gross payroll expense 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. The City also levies a registration tax on businesses which varies from \$25 to \$500 per year per subject business based on the prior year computed payroll tax liability.

The fiscal year 2008-09 Original Budget includes \$9.95 million in business registration revenues and \$384.61 million in payroll tax revenues accruing to the General Fund. This compares to fiscal year 2007-08 actual amounts of \$9.09 million in business registration revenues and \$385.18 million in payroll tax revenues. On November 4, 2008, voters approved Proposition Q, which will increase the annual payroll threshold for the small business exemption from \$167,000 to

\$250,000 and require partnerships to pay payroll tax on profits paid to partners. The net effect of these provisions is estimated to be approximately \$10.50 million in new revenues and will largely be realized beginning fiscal year 2009-10.

Prior to April 23, 2001, the City imposed an alternative-measure tax pursuant to which a business's tax liability was calculated as a percentage of either its gross receipts or its payroll expense, whichever amount was greater. Between 1999 and 2001, approximately 325 businesses filed claims with the City and/or lawsuits against the City arguing that the alternative-measure tax 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. All claims were required to be filed by November 2001, and at this time all payments related to lawsuits or claims filed have been settled.

TABLE A-7

| CITY AND COUNTY OF SAN FRANCISCO Business Tax Receipts (\$000's) Fiscal Years 2003-04 through 2007-08 All Funds^[1] | | | | |
|--|---------|---------|-------------|-------|
| Fiscal Year | Revenue | | Change | |
| 2003-04 | \$ | 264,832 | \$ (11,819) | -4.3% |
| 2004-05 | | 292,762 | 27,930 | 10.5% |
| 2005-06 | | 323,152 | 30,390 | 10.4% |
| 2006-07 | | 337,592 | 14,440 | 4.5% |
| 2007-08 | | 396,025 | 58,433 | 17.3% |
| Figures are audited actuals. Includes both Payroll Tax and Business Registration Tax. ^[1] Includes portion allocated to special revenue funds. | | | | |

Sales and Use Tax

The State collects the City's local sales tax on retail transactions (currently 1.0% less the 0.25% shifted by the State pursuant to the Triple Flip) along with State and special district sales taxes, and then remits the local sales tax collections to the City. The local sales tax is deposited in the City's General Fund. The fiscal year 2008-09 Original Budget includes sales and use tax revenues of \$119 million. This compares to fiscal year 2007-08 collections of \$111 million. The 0.25% reduction of the local sales tax allocation is wholly backfilled by increased property tax allocations to the City from the State.

Historically, sales tax revenues have been highly correlated to growth in tourism, business activity and jobs. This revenue is significantly impacted by changes in the economy. Table A-8 reflects the City's actual sales and use tax receipts for fiscal years 2003-04 through 2007-08. The impact attributed to the Triple Flip backfill payments is also shown in Table A-8.

TABLE A-8

| CITY AND COUNTY OF SAN FRANCISCO | | | | | |
|--------------------------------------|----------|------------|------------|----------|--------|
| Sales and Use Tax Receipts (\$000's) | | | | | |
| Fiscal Years 2003-04 through 2007-08 | | | | | |
| Fiscal Year | Tax Rate | City Share | Revenue | Change | |
| 2003-04 | 8.50% | 1.00% | \$ 120,642 | \$ 5,064 | 4.4% |
| 2004-05 | 8.50% | 0.75% | 94,689 | (25,953) | -21.5% |
| 2004-05 adj.* | 8.50% | 1.00% | 118,287 | (2,355) | -2.0% |
| 2005-06 | 8.50% | 0.75% | 103,074 | 8,385 | 8.9% |
| 2005-06 adj.* | 8.50% | 1.00% | 136,840 | 18,553 | 15.7% |
| 2006-07 | 8.50% | 0.75% | 107,813 | 4,739 | 4.6% |
| 2006-07 adj.* | 8.50% | 1.00% | 143,453 | 6,613 | 4.8% |
| 2007-08 | 8.50% | 0.75% | 111,410 | 3,597 | 3.3% |
| 2007-08 adj.* | 8.50% | 1.00% | 148,729 | 5,276 | 3.7% |

* Adjusted figures represent the value of the entire 1.00% local sales tax, which was reduced by 0.25% beginning in fiscal year 2004-05 in order to repay the State's Economic Recovery Bonds as authorized under Proposition 57 in March 2004. Such 0.25% reduction is wholly backfilled by the State.

Revenues reflect underlying sales activity by fiscal year. Figures are audited actuals.

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 is remitted by hotel operators monthly. A quarterly tax-filing requirement is also imposed. In fiscal year 2008-09, underlying growth in average daily rates, room supply, and occupancy is budgeted to be 7.2% over fiscal year 2007-08 collections. Much of the growth in transient occupancy tax revenue was allocated to the General Fund, such that the General Fund increase over fiscal year 2007-08 budgeted levels is 26.8%. Budgeted revenue across all funds for fiscal year 2008-09 is \$241.46 million, including \$188.72 million allocated to the City's General Fund. Table A-9 sets forth a history of transient occupancy tax receipts for fiscal year 2003-04 through 2007-08.

TABLE A-9

| CITY AND COUNTY OF SAN FRANCISCO | | | | |
|--|----------|------------|-----------|--------|
| Transient Occupancy Tax Receipts (\$000's) | | | | |
| Fiscal Years 2003-04 through 2007-08 | | | | |
| All Funds | | | | |
| Fiscal Year | Tax Rate | Revenue | | Change |
| 2003-04 | 14.00% | \$ 148,231 | \$ 19,641 | 15.3% |
| 2004-05 | 14.00% | 157,945 | 9,713 | 6.6% |
| 2005-06 | 14.00% | 179,471 | 21,527 | 13.6% |
| 2006-07 | 14.00% | 199,768 | 20,297 | 11.3% |
| 2007-08 | 14.00% | 224,814 | 25,046 | 12.5% |
| Revenues reflect the underlying occupancy and room rate activity by fiscal year. | | | | |
| Figures are audited actuals. | | | | |
| 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 and less than \$999,999; and \$7.50 per \$1,000 for properties valued at \$1.0 million or more. Budgeted revenue from the real property transfer tax for fiscal year 2008-09 is \$94.31 million, which assumed a 3.0 percent increase from fiscal year 2007-08 collections of \$86.22 million. Transfer tax revenue is more susceptible to economic and real estate cycles than most other City revenue sources.

On November 4, 2008, voters approved Proposition N, which increases the transfer tax rate for properties valued at \$5.0 million or more from \$7.50 per \$1,000 to \$15.00 per \$1,000, provides partial transfer tax exemptions to property sellers who implement solar or seismic improvements, and requires transfer taxes to be paid on properties involved in stock swaps. These changes are estimated to increase fiscal year 2008-09 revenues by approximately \$1.0 million to \$3.5 million, depending on the volume and value of transactions at the new tax rate.

TABLE A-10

| CITY AND COUNTY OF SAN FRANCISCO | | | |
|---|-----------|-----------|--------|
| Real Property Transfer Tax Receipts (\$000's) | | | |
| Fiscal Years 2003-04 through 2007-08 | | | |
| Fiscal Year | Revenue | Change | |
| 2003-04 | \$ 78,845 | \$ 27,370 | 53.2% |
| 2004-05 | 116,797 | 37,952 | 48.1% |
| 2005-06 | 131,279 | 14,482 | 12.4% |
| 2006-07 | 143,976 | 12,697 | 9.7% |
| 2007-08 | 86,219 | (57,757) | -40.1% |
| Figures are audited actuals. | | | |
| Source: Office of the Controller, City and County of San Francisco. | | | |

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 the utility users tax for fiscal year 2008-09 is \$82.8 million, 3.0% above the fiscal year 2007-08 Original Budget and 4.8% below the fiscal year 2007-08 actual numbers. Of the total \$82.8 million, \$40.6 million is related to energy, \$40.4 million is related to telephone usage, and \$1.8 million is related to water usage.

In May 2006, a change in the IRS interpretation of the federal excise tax created uncertainty regarding certain provisions of local telephone taxes modeled on the federal excise tax, including the City's telephone user tax. In August 2006, the City adopted an ordinance clarifying that the City levies its telephone tax under the City's inherent powers as a charter city, that federal law is not the basis or authority for the City's imposition of the telephone tax, and that the change in the IRS interpretation would not change the City's collection of the tax. Other cities in California also elected not to change their collection of their telephone taxes in response to the changed IRS

interpretation, and legal challenges ensued in State court against some of those cities' telephone taxes.

The City proposed to voters, and on November 4, 2008, the voters approved, Proposition O ("Prop O"), which modernized the Telephone Users Tax ("TUT"). Prop O updates the definition of "telephone communications services" to apply to all current and future technologies used for telephone communications services, including voice over internet protocol (VoIP) service. Prop O maintains the prior ordinance's exemptions, including the exemption for wireline residential telephone communications service. Prop O removes the prior ordinance's reference to the Federal Excise Tax ("FET"), but recites and continues the exemptions that had been incorporated from the FET. In addition, Prop O ratifies and approves the City's collection of the TUT to date. Suppliers of telephone communications services are required to implement the updated TUT by April 1, 2009.

With respect to the prior ordinance, in August 2006, the Board of Supervisors amended the City's Business and Tax Regulations Code to address a change in the IRS interpretation of the FET. The 2006 amendment clarified that the City levies its TUT under the City's inherent powers as a charter city and that federal law is not the basis or authority for the City's imposition of the TUT. The amendment also provided that the City would continue to apply its TUT to all types of telephone communication services, including toll service. Telephone communication service providers have continued to collect and remit the TUT as they did prior to the change in interpretation of the federal law in 2006. In Los Angeles, lawsuits have been filed challenging the city's authority to impose similar taxes on cell phone usage and seeking refunds.

Emergency Response Fee To Be Replaced With an Equivalent Tax

As of November 1, 2008, the City required every person who subscribes to local telephone service within the City to pay an emergency response fee (the "Fee") to help the City recover the cost of operating its 911 emergency response system. Telephone service providers collected the Fee from their subscribers and remitted the revenues to the City. In April 2008, in *Bay Area Cellular Telephone Company v. City of Union City* 2008 Cal, the California Court of Appeal, First District, upheld a trial court decision invalidating an emergency response fee that Union City had imposed to fund its 911 emergency communication response system, concluding that the fee was a special tax adopted without the approval of two-thirds of the voters as required by Proposition 218. See "CONSTITUTIONAL LIMITATIONS ON TAXES AND EXPENDITURES – Article XIIC and XIID of the California Constitution" for information on Proposition 218. The California Supreme Court has declined to review this Court of Appeal decision.

On November 4, 2008, voters approved Prop O which repeals the Fee and replaces it with a general tax of an equivalent amount. Service suppliers are required to implement the Access Line Tax ("ALT") by April 1, 2009. Like the Fee, the ALT will apply to each telephone line in the City and will be collected from telephone communications service subscribers by the telephone service supplier. The same exemptions that applied to the Fee will apply to the ALT. The ALT monthly rates will be the same as those that previously applied to the Fee. Beginning December 31, 2009, the rates may be increased annually by the increase in the consumer price index for the San Francisco area. Prop O ratified and approved the City's collection of the Fee to date.

There are no pending claims or litigation against the City challenging the validity of the Fee. The City assumed fee revenue collections of \$42.2 million in fiscal year 2008-09. Although the Fee has been repealed and its past collection has been ratified by the voters, there is a risk that the Fee

could be challenged under Proposition 218 or otherwise and, if a challenge succeeded, the City could be required to make refunds. The Controller has allocated \$15.0 million of the General Reserve as a reserve against potential losses in fee revenue.

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. The tax is paid by the occupants of the spaces, and then remitted monthly to the City by the operators of the parking facilities. The City's budgeted General Fund revenue from the parking tax is \$65.3 million in fiscal year 2008-09, 0.8% above fiscal year 2007-08 levels and 2.8% less than fiscal year 2007-08 levels.

Intergovernmental Revenues, Grants and Subventions

The City budgeted General Fund intergovernmental revenues, grants and subventions of \$1.15 billion for fiscal year 2008-09. This included \$355.8 million from the federal government, \$709.5 million from the State, and \$88.7 million from other intergovernmental sources across all City funds. In the General Fund, the City budgeted intergovernmental revenues, grants and subventions of \$693.8 million, including \$206.3 million from the federal government and \$487.4 million from the State government. The major categories of such funds are set forth in further detail below. Actual State revenues will vary from the City budget based on the solutions to the State's fiscal problems that are ultimately adopted by the Governor and the Legislature.

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 ("VLF"). These sources are budgeted to provide \$231.2 million to the City's General Fund and its two General Fund-supported county hospitals for fiscal year 2008-09, which constitutes no increase over the fiscal year 2007-08 Original Budget and 2.1% over fiscal year 2007-08 actual levels.

Motor Vehicle License Fees

The City's budget reflects the permanent roll-back of the VLF revenues, along with the associated backfill shift made by the State, which partially reduced the amount of property taxes shifted from the City to the ERAF to make up the difference. After factoring in State shifts, the fiscal year 2008-09 Original Budget for vehicle license fee revenues is \$4.9 million, 6.3% below the fiscal year 2007-08 Original Budget.

Public Safety Sales Tax

State Proposition 172, passed by California 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 \$73.8 million for fiscal year 2008-09, 0.7% greater than the fiscal year 2007-08 Original Budget and 5.9% above fiscal year 2007-08 actuals. This revenue is a function of the City's proportionate share of statewide sales activity.

Other Intergovernmental Grants and Subventions

In addition to those categories listed above, across all funds in fiscal year 2008-09, the City budgeted approximately \$1.11 billion in subventions from the State and federal governments to fund programs such as Food Stamps, CalWORKs, Child Support Services, transportation and other 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.

Charges for Services

Charges for services are budgeted at \$147.7 million for fiscal year 2008-09 in the General Fund, which is 7.7% greater than the fiscal year 2007-08 Original Budget and 9% over fiscal year 2007-08 actuals. This includes \$35.71 million of general government service charges (including, City planning fees), \$26.8 million of public safety service charges (including, boarding of prisoners and safety inspection fees), \$7.4 million of recreation charges, \$53.0 million of MediCal, MediCare and health service charges, \$11.9 million of other miscellaneous service charges, and \$12.8 million of internal service cost recoveries.

Investment Policy

The management of the City's surplus cash is governed by an Investment Policy administered by the Office of the Treasurer & Tax Collector. In order of priority, the objectives of the 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 preservation 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 monthly to the Mayor and the Board of Supervisors and is made available on the City's website.

The investment portfolio is structured with the objective of enabling the City to meet all disbursement requirements that are anticipated from any fund during the subsequent six months. As of January 31, 2009, the City's surplus investment fund consisted of the investments classified in Table A-11, and had the investment maturity distribution presented in Table A-12.

The City Treasurer's investment policy is reviewed and monitored annually by a Treasury Oversight Committee established by the Board of Supervisors. See "APPENDIX H – City and County of San Francisco Office of the Treasurer – Investment Policy" for a complete copy of the Treasurer's Investment Policy dated October 2008.

TABLE A-11

| CITY AND COUNTY OF SAN FRANCISCO | | | | |
|--|----|------------------|-------------------|---------------------|
| Investment Portfolio | | | | |
| Pooled Funds | | | | |
| As of January 31, 2009 | | | | |
| <u>Type of Investment</u> | | <u>Par Value</u> | <u>Book Value</u> | <u>Market Value</u> |
| Treasury Bills | \$ | 245,000,000 | \$ 243,194,960 | \$ 244,644,022 |
| Treasury Notes | | 375,100,000 | 384,011,246 | 381,856,781 |
| Federal Home Loan Bank | | 160,395,000 | 168,830,735 | 168,587,730 |
| FHLMC BONDS | | 445,000,000 | 447,538,358 | 445,028,125 |
| FHLB Floater Qtr Act - 360 | | 354,500,000 | 354,535,200 | 354,943,125 |
| FFCB Floater Qtr Act - 360 | | 50,000,000 | 50,000,000 | 49,984,375 |
| FHLB Floater Monthly | | 25,000,000 | 25,000,000 | 24,968,750 |
| FHLMC Floater Mo Act-360 | | 68,500,000 | 68,537,476 | 68,457,188 |
| Federal Nat Mortgage Assn | | 310,000,000 | 316,518,834 | 314,746,875 |
| FNMA Discount Notes | | 258,000,000 | 256,027,213 | 257,209,800 |
| Federal Farm Credit Bank | | 59,000,000 | 58,807,216 | 60,244,063 |
| Federal Home Loan Disc Notes | | - | - | - |
| FMC Discount Notes | | 20,000,000 | 19,827,778 | 19,717,111 |
| Farm Credit Discount Note | | - | - | - |
| Negotiable C.D.'s | | - | - | - |
| Commercial Paper Disc | | 100,000,000 | 98,530,708 | 99,730,833 |
| Commercial Paper Int Bearing | | - | - | - |
| Public Time Deposit | | 15,200,000 | 15,200,000 | 15,200,000 |
| Collateral C D | | 400,000,000 | 400,000,000 | 400,000,000 |
| Total | \$ | 2,885,695,000 | \$ 2,906,559,726 | \$ 2,905,318,777 |
| January 2009 Earnings Yield 2.387% | | | | |
| <i>Sources: Office of the Treasurer & Tax Collector, City and County of San Francisco</i> | | | | |
| <i>From Bank of New York-Custodial Safekeeping, SunGard Systems-Inventory Control Program.</i> | | | | |

TABLE A-12

| CITY AND COUNTY OF SAN FRANCISCO | | |
|--|-------------------------|-------------|
| Investment Maturity Distribution | | |
| Pooled Funds | | |
| As of January 31, 2009 | | |
| Maturity In Months | Book Value | Percentage |
| 0 to 2 | \$ 201,245,552 | 6.90% |
| 2 to 3 | 244,666,738 | 8.40% |
| 3 to 4 | 15,176,953 | 0.50% |
| 4 to 5 | 100,000,000 | 3.40% |
| 5 to 6 | 10,265,543 | 0.40% |
| 6 to 12 | 1,161,048,077 | 39.60% |
| 12 to 18 | 279,986,452 | 9.60% |
| 18 to 24 | 74,801,358 | 2.60% |
| 24 to 36 | 696,217,319 | 24.00% |
| 36 to 48 | - | 0.00% |
| 48 to 60 | 123,151,733 | 4.20% |
| | <u>\$ 2,906,559,726</u> | <u>100%</u> |
| Weighted Average Maturity: 484 Days | | |
| <i>Source: Office of the Treasurer & Tax-Collector, City and County of San Francisco</i> | | |
| <i>From Bank of New York-Custodial Safekeeping, SunGard Systems-Inventory Control Program.</i> | | |

Statement of Direct and Overlapping Bonded Debt and Long Term Obligations

The pro forma statement of direct and overlapping bonded debt and long-term obligations (the "Debt Report"), presented in Table A-13 has been compiled by the City's 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. In the Debt Report, lease obligations of the City, which support indebtedness incurred by others, are included. As reflected in the Debt Report, the Charter limits the City's outstanding general obligation bond debt to 3% of the total assessed valuation of all taxable real and personal property within the City.

TABLE A-13

| CITY AND COUNTY OF SAN FRANCISCO | | | |
|---|---------------------|------------------------|-----|
| Statement of Direct and Overlapping Debt and Long-Term Obligations | | | |
| 2008-2009 Assessed Valuation (net of non-reimbursable & homeowner exemptions): | \$ | 141,274,628,320 | |
| | | Outstanding | |
| <u>DIRECT GENERAL OBLIGATION BOND DEBT</u> | | 1/30/2009 | |
| General City Purposes Carried on the Tax Roll | | \$1,140,862,731 | |
| GROSS DIRECT DEBT | | \$1,140,862,731 | |
| <u>DIRECT LEASE PAYMENT AND LONG-TERM OBLIGATIONS</u> | | | |
| San Francisco COPs, Series 1997 (2789 25th Street Property) | | \$5,940,000 | |
| San Francisco COPs, Series 1999 (555-7th Street Property) | | 6,480,000 | |
| San Francisco Parking Authority Lease Revenue Bds, Series 2000A (North Beach Garage) | | 6,495,000 | |
| San Francisco COPs, Series 2000 (San Bruno Jail Replacement Project) | | 125,885,000 | |
| San Francisco Refunding COPs, Series 2001-1 (25 Van Ness Avenue Property) | | 10,290,000 | |
| San Francisco Refunding Settlement Obligation Bonds, Series 2003-R1 | | 20,585,000 | |
| San Francisco COPs, Series 2001A & Taxable Series 2001B (30 Van Ness Ave. Property) | | 32,410,000 | |
| San Francisco COPs, Series 2003 (Juvenile Hall Replacement Project) | | 39,540,000 | |
| San Francisco Finance Corporation, Equipment LRBs Series 2003A, 2004A, 2005A, 2006A, 2007A, 2008A | | 26,950,000 | |
| San Francisco Finance Corporation Emergency Communication Series, 1997, 1998, 1998-1, 1999-1 | | 37,140,000 | |
| San Francisco Finance Corporation Moscone Expansion Center, Series, 2000-1, 2000-2, 2000-3 | | 145,340,000 | |
| San Francisco Finance Corporation LRBs Open Space Fund (Various Park Projects) Series 2006, 2007 | | 67,320,000 | |
| San Francisco Redevelopment Agency Moscone Convention Center 1992 | | 18,349,818 | [1] |
| San Francisco Redevelopment Agency Lease Revenue Refunding Bonds, Series 2002 | | 66,205,000 | |
| San Francisco Redevelopment Agency Lease Revenue Refunding Bonds, Series 2004 | | 32,050,000 | |
| San Francisco Refunding Certificates of Participation, Series 2004-R1 (San Francisco Courthouse Project) | | 33,910,000 | |
| San Francisco COPs, Series 2007A and Taxable Series 2007B (City Office Buildings - Multiple Properties) | | 152,120,000 | |
| LONG-TERM OBLIGATIONS | | \$827,009,818 | |
| GROSS DIRECT DEBT & LONG-TERM OBLIGATIONS | | \$1,967,872,549 | |
| <u>OVERLAPPING DEBT & LONG-TERM OBLIGATIONS</u> | | | |
| Bayshore Hester Assessment District | | \$790,000 | |
| San Francisco Bay Area Rapid Transit District (33%) Sales Tax Revenue Bonds | | 119,085,000 | |
| San Francisco Bay Area Rapid Transit District (29%) General Obligation Bonds, Series 2005A, 2007B | | 110,546,550 | |
| San Francisco Community College District General Obligation Bonds - Election of 2001, 2005 | | 365,990,000 | |
| San Francisco Parking Authority Meter Revenue Refunding Bonds - 1999-1 | | 17,985,000 | |
| San Francisco Redevelopment Agency Hotel Tax Revenue Bonds - 1994 | | 4,840,000 | |
| San Francisco Redevelopment Agency Hotel Tax Revenue Refunding Bonds - 1998 | | 52,240,000 | |
| San Francisco Redevelopment Agency Obligations (Property Tax Increment) | | 574,527,610 | |
| San Francisco Unified School District General Obligation Bonds, Series Election of 2003, 2006 | | 651,275,000 | |
| San Francisco Unified School District COPs (1235 Mission Street), Series 1992 | | 7,502,682 | |
| San Francisco Unified School District COPs - 1996 Refunding, 1998 & 1999 | | 13,870,000 | |
| TOTAL OVERLAPPING DEBT & LONG-TERM OBLIGATIONS | | \$1,918,651,842 | |
| GROSS COMBINED TOTAL OBLIGATIONS | | \$3,886,524,391 | [2] |
| <u>Ratios to Assessed Valuation:</u> | Actual Ratio | Charter Req. | |
| Gross Direct Debt (General Obligation Bonds) | 0.81% | < 3.00% | [3] |
| Gross Direct Debt & Long-Term Obligations | 1.39% | n/a | |
| Gross Combined Total Obligations | 2.75% | n/a | |
| [1] The accreted value as of July 1, 2008 is \$71,584,497 | | | |
| [2] Excludes revenue and mortgage revenue bonds, tax allocation bonds, and non-bonded third party financing lease obligations. | | | |
| [3] Section 9.106 of the City Charter limits issuance of general obligation bonds of the City to 3% of the assessed value of all real and personal property within the City's boundaries that is subject to City taxes. | | | |
| Source: Office of Public Finance, City and County of San Francisco. | | | |

Tax-Supported Debt Service

Under the State Constitution and the Charter, City bonds secured by *ad valorem* property taxes (“general obligation bonds”) can only be authorized with a two-thirds approval of the voters. As of January 30, 2009, the City had \$1.14 billion aggregate principal amount of general obligation bonds outstanding.

Table A-14 shows the annual amount of debt service payable on the City’s outstanding general obligation bonds.

TABLE A-14

| CITY AND COUNTY OF SAN FRANCISCO Direct Tax-Supported Debt Service As of January 30, 2009^[1] ^[2] | | | |
|---|-------------------|----------------|---------------------|
| Fiscal Year | Principal | Interest | Annual Debt Service |
| 2009 | \$107,372,143 | \$25,784,221 | \$133,156,364 |
| 2010 | 102,881,160 | 47,199,665 | 150,080,825 |
| 2011 | 93,865,240 | 42,273,415 | 136,138,655 |
| 2012 | 82,390,350 | 38,033,067 | 120,423,417 |
| 2013 | 72,926,548 | 34,796,017 | 107,722,565 |
| 2014 | 67,588,892 | 31,340,370 | 98,929,262 |
| 2015 | 60,642,445 | 28,255,870 | 88,898,315 |
| 2016 | 63,357,271 | 25,488,904 | 88,846,175 |
| 2017 | 53,243,442 | 22,656,828 | 75,900,270 |
| 2018 | 51,796,030 | 20,243,530 | 72,039,560 |
| 2019 | 48,105,113 | 17,962,647 | 66,067,760 |
| 2020 | 43,150,771 | 15,844,251 | 58,995,022 |
| 2021 | 36,128,092 | 13,941,059 | 50,069,151 |
| 2022 | 38,972,166 | 12,338,293 | 51,310,459 |
| 2023 | 38,653,088 | 10,532,636 | 49,185,724 |
| 2024 | 36,840,960 | 8,685,607 | 45,526,567 |
| 2025 | 32,735,889 | 6,933,716 | 39,669,605 |
| 2026 | 22,607,986 | 5,347,513 | 27,955,499 |
| 2027 | 23,537,364 | 4,269,947 | 27,807,311 |
| 2028 | 24,062,781 | 3,116,498 | 27,179,279 |
| 2029 | 19,515,000 | 1,940,888 | 21,455,888 |
| 2030 | <u>20,490,000</u> | <u>965,139</u> | <u>21,455,139</u> |
| TOTAL ^[3] | \$1,140,862,731 | \$417,950,081 | \$1,558,812,812 |
| ^[1] The City's only outstanding direct tax-supported debt is general obligation bonded indebtedness. This table does not reflect any debt other than City direct tax-supported debt, such as any assessment district indebtedness or any redevelopment agency indebtedness. ^[2] Totals reflect rounding to nearest dollar. ^[3] Section 9.106 of the City Charter limits issuance of general obligation bonds of the City to 3% of the assessed value of all real and personal assessment district indebtedness or any redevelopment agency indebtedness. Source: Office of Public Finance, City and County of San Francisco. | | | |

General Obligation Bonds Authorized but Unissued

Certain bonds authorized by the City's voters as discussed below, have not yet been issued. Such bonds may be issued at any time by action of the Board of Supervisors, without further approval by the voters.

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 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. In February 2007 the Board of Supervisors approved the issuance of additional indebtedness under this authorization in an amount not to exceed \$35.0 million. Such issuance would be achieved pursuant to the terms of a Credit Agreement with Bank of America, N. A. (the "Credit Bank"), under which the Credit Bank agreed to fund one or more loans to the City from time to time as evidenced by the City's issuance to the Credit Bank of the Taxable General Obligation Bond (Seismic Safety Loan Program), Series 2007A. The funding by the Credit Bank of the loans at the City's request and the terms of repayment of such loans are governed by the terms of the Credit Agreement. Loan funds received by the City from the Credit Bank are in turn used to finance loans to Seismic Safety Loan Program borrowers. In March 2007 the City initiated an initial borrowing of \$2.0 million, and in October 2007, the City borrowed approximately \$3.8 million from the Credit Bank. In January 2008 the City borrowed approximately \$3.9 million and in November 2008 the City borrowed \$1.3 million from the Credit Bank. Further borrowings under the Credit Agreement with the Credit Bank (up to the \$35.0 million not-to-exceed amount) are expected as additional loans to Seismic Safety Loan Program borrowers are approved.

In February 2008, voters approved Proposition A, which authorized the issuance of up to \$185.0 million in general obligation bonds for the construction, reconstruction, purchase, and/or improvement of park and recreation facilities located in the City and under the jurisdiction of the Recreation and Parks Commission or under the jurisdiction of the Port Commission. The City issued the first series of bonds under Proposition A in the amount of approximately \$42.5 million in August 2008.

In November 2008, voters approved Proposition A, which authorized the issuance of up to \$887.4 million in general obligation bonds to provide funds to finance the building or rebuilding and improving the earthquake safety of the San Francisco General Hospital and Trauma Center. The City anticipates issuing the first series of bonds under Proposition A in March 2009.

Table A-15 below lists for each of the City's voter-authorized general obligation bond programs the amount originally authorized, the amount issued and outstanding, and the amount of remaining authorization 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 January 30, 2009, the City had authorized and unissued general obligation bond authority of \$1,333.9 million.

TABLE A-15

| CITY AND COUNTY OF SAN FRANCISCO General Obligation Bonds (as of January 30, 2009) | | | | |
|---|--------|------------------------|----------------------------|------------------------------|
| Description of Issue (Date of Authorization) | Series | Issued | Outstanding ^[1] | Authorized & Unissued |
| Golden Gate Park Improvements (6/2/92) | 2001A | \$17,060,000 | \$2,310,000 | |
| Seismic Safety Loan Program (11/3/92) | 2007A | 10,995,228 | 10,657,731 | \$304,004,772 ^[2] |
| Steinhart Aquarium Improvement (11/7/95) | 2005F | 29,245,000 | 26,140,000 | |
| Affordable Housing Bonds (11/5/96) | 2001C | 17,000,000 | 1,510,000 | |
| | 2001D | 23,000,000 | 6,420,000 | |
| Educational Facilities - Unified School District (6/3/97) | 2003B | 29,480,000 | 23,760,000 | |
| Zoo Facilities Bonds (6/3/97) | 2002A | 6,210,000 | 4,775,000 | |
| | 2005H | 7,505,000 | 6,705,000 | |
| Laguna Honda Hospital (11/2/99) | 2005A | 110,000,000 | 103,785,000 | |
| | 2005I | 69,000,000 | 67,220,000 | |
| Neighborhood Recreation and Park (3/7/00) | 2001B | 14,060,000 | 1,905,000 | |
| | 2003A | 20,960,000 | 16,895,000 | |
| | 2004A | 68,800,000 | 59,175,000 | |
| California Academy of Sciences Improvement (3/7/00) | 2004B | 8,075,000 | 6,945,000 | |
| | 2005E | 79,370,000 | 70,950,000 | |
| Branch Library Facilities Improvement (11/7/00) | 2001E | 17,665,000 | 1,575,000 | |
| | 2002B | 23,135,000 | 17,790,000 | |
| | 2005G | 34,000,000 | 30,400,000 | |
| | 2008A | 31,065,000 | 31,065,000 | |
| Clean & Safe Neighborhood Parks (2/5/08) | 2008B | 42,520,000 | 42,520,000 | 142,480,000 |
| San Francisco General Hospital and Trauma Center (11/4/08) | - | - | - | 887,400,000 |
| SUB TOTALS | | \$659,145,228 | \$532,502,731 | 1,333,884,772 |
| General Obligation Refunding Bonds Series 2002-R1 issued 4/23/02 | | \$118,945,000 | \$70,640,000 | |
| General Obligation Refunding Bonds Series 2004-R1 issued 6/16/04 | | \$21,930,000 | \$3,795,000 | |
| General Obligation Refunding Bonds Series 2006-R1 issued 10/31/06 | | \$90,690,000 | \$86,440,000 | |
| General Obligation Refunding Bonds Series 2006-R2 issued 12/18/06 | | \$66,565,000 | \$57,960,000 | |
| General Obligation Refunding Bonds Series 2008-R1 issued 5/29/08 | | \$232,075,000 | \$232,075,000 | |
| General Obligation Refunding Bonds Series 2008-R2 issued 5/29/08 | | \$39,320,000 | \$39,320,000 | |
| General Obligation Refunding Bonds Series 2008-R3 issued 7/30/08 | | \$118,130,000 | \$118,130,000 | |
| TOTALS | | \$1,346,800,228 | \$1,140,862,731 | \$1,333,884,772 |
| ^[1] Section 9.106 of the City Charter limits issuance of general obligation bonds of the City to 3% of the assessed value of all real and personal assessment district indebtedness or any redevelopment agency indebtedness. | | | | |
| ^[2] Of the \$35,000,000 authorized by the Board of Supervisors in February 2007, \$10,995,228 has been drawn upon to date pursuant to the Credit Agreement described under "General Obligation Bonds Authorized but Unissued." | | | | |
| Source: Office of Public Finance, City and County of San Francisco. | | | | |

Refunding General Obligation Bonds

The Board of Supervisors adopted Resolution No. 272-04 on May 11, 2004 (the “2004 Resolution”). The Mayor approved the 2004 Resolution on May 13, 2004. The 2004 Resolution authorized the issuance of not to exceed \$800.0 million aggregate principal amount of its General Obligation Refunding Bonds from time to time in one or more series for the purpose of refunding all or a portion of the City’s then outstanding General Obligation Bonds. The City has issued six series of refunding bonds under the Resolution:

City and County of San Francisco

General Obligation Refunding Bonds

| Series Name | Date Issued | Principal Amount (Millions) |
|--------------------|--------------------|------------------------------------|
| 2004-R1 | June 2004 | \$21.93 |
| 2006-R1 | October 2006 | 90.69 |
| 2006-R2 | December 2006 | 66.57 |
| 2008-R1 | May 2008 | 232.07 |
| 2008-R2 | May 2008 | 39.32 |
| 2008-R3 | August 2008 | 118.13 |

Lease Payments and Other Long-Term Obligations

The Charter requires that any lease-financing agreements with a nonprofit corporation or another public agency must be approved by a majority vote of the City’s electorate, except (i) leases approved prior to April 1, 1977, (ii) refunding lease financing expected to result in net savings, and (iii) certain lease financing for capital equipment.

Table A-16 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 January 30, 2009. Note that the annual payment obligations reflected in Table A-16 include the fully accreted value of any capital appreciation obligations that will accrue as of the final payment dates and does not include general obligation bonds.

TABLE A-16

| CITY AND COUNTY OF SAN FRANCISCO Lease Revenue Bonds, Certificates of Participation, and San Francisco Redevelopment Agency Bonds As of January 30, 2009 | | | |
|--|----------------------|-------------------------------------|---------------------------|
| Fiscal Year | Principal | Interest | Annual Payment Obligation |
| 2009 | \$31,825,000 | \$22,380,648 | \$54,205,648 |
| 2010 | 41,942,024 | 44,232,263 | 86,174,287 |
| 2011 | 40,908,573 | 42,824,571 | 83,733,144 |
| 2012 | 30,875,763 | 41,319,402 | 72,195,165 |
| 2013 | 29,891,157 | 39,683,429 | 69,574,586 |
| 2014 | 34,541,550 | 37,943,796 | 72,485,346 |
| 2015 | 40,780,751 | 31,086,493 | 71,867,244 |
| 2016 | 41,035,000 | 23,942,540 | 64,977,540 |
| 2017 | 40,820,000 | 22,185,358 | 63,005,358 |
| 2018 | 41,440,000 | 20,473,846 | 61,913,846 |
| 2019 | 25,995,000 | 18,718,492 | 44,713,492 |
| 2020 | 26,870,000 | 17,751,035 | 44,621,035 |
| 2021 | 27,380,000 | 16,753,268 | 44,133,268 |
| 2022 | 27,825,000 | 15,747,060 | 43,572,060 |
| 2023 | 28,365,000 | 14,730,623 | 43,095,623 |
| 2024 | 29,155,000 | 13,701,783 | 42,856,783 |
| 2025 | 26,090,000 | 12,643,790 | 38,733,790 |
| 2026 | 26,750,000 | 11,722,244 | 38,472,244 |
| 2027 | 28,035,000 | 10,544,843 | 38,579,843 |
| 2028 | 27,560,000 | 9,187,796 | 36,747,796 |
| 2029 | 28,825,000 | 7,858,614 | 36,683,614 |
| 2030 | 27,305,000 | 6,494,632 | 33,799,632 |
| 2031 | 17,475,000 | 5,359,798 | 22,834,798 |
| 2032 | 18,275,000 | 4,555,900 | 22,830,900 |
| 2033 | 16,735,000 | 3,727,075 | 20,462,075 |
| 2034 | 17,580,000 | 2,871,856 | 20,451,856 |
| 2035 | 6,575,000 | 2,224,913 | 8,799,913 |
| 2036 | 6,870,000 | 1,922,400 | 8,792,400 |
| 2037 | 7,180,000 | 1,606,275 | 8,786,275 |
| 2038 | 7,505,000 | 1,275,863 | 8,780,863 |
| 2039 | 7,840,000 | 930,600 | 8,770,600 |
| 2040 | 8,195,000 | 569,813 | 8,764,813 |
| 2041 | 8,565,000 | 192,713 | 8,757,713 |
| TOTAL ^[1] | <u>\$827,009,818</u> | <u>\$507,163,732</u> ^[2] | <u>\$1,334,173,550</u> |
| ^[1] Totals reflect rounding to nearest dollar. | | | |
| ^[2] For purposes of this table, the interest payments on the Lease Revenue Bonds, Series 2008-1, and 2008-2 (Moscone Center Expansion Project) are assumed to be 3.8%. 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, some of which have authorized but unissued bonds. The following lease programs have remaining authorization:

In 1987, voters approved Proposition B, 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 \$8.19 million in lease revenue bonds to finance the construction of the North Beach Parking Garage, which was opened in February 2002. There is no current plan to issue any more bonds under Proposition B.

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 January 30, 2009, the total authorized amount for such financings was \$48.13 million. The total principal amount outstanding as of January 31, 2009 was \$25.53 million.

In 1994, voters approved Proposition B, which authorized the issuance of up to \$60.00 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 \$22.64 million and \$23.30 million of Proposition B lease revenue bonds, respectively, leaving \$14.00 million in remaining authorization. There is no current plan to issue additional series of bonds under Proposition B.

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 Park, 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 \$100.0 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 lease revenue bonds or other forms of indebtedness payable from the Open Space Fund. The City issued \$27.00 million and \$42.43 million of such Open Space Fund lease revenue bonds in October 2006 and October 2007, respectively.

In November 2007, voters approved Proposition D, which amended the Charter and renewed the Library Preservation Fund. Proposition D continues the two and one half cent per \$100.0 in assessed valuation property tax set-aside and establishes a minimum level of City appropriations, moneys that are maintained in the Library Preservation Fund. Proposition D also authorizes the issuance of revenue bonds or other evidences of indebtedness. The City anticipates issuing the first series of lease revenue bonds in the Spring of 2009.

Overlapping Debt

On November 4, 2003, voters approved Proposition A. Proposition A of 2003 authorized the San Francisco Unified School District (the “SFUSD”) to issue up to \$295.0 million of general obligation bonds to repair and rehabilitate school facilities, and various other improvements. The SFUSD issued \$58.0 million of such authorization in October 2004, \$130.0 million in October 2005 and \$92.0 million in October 2006, leaving \$15.0 million authorized but unissued.

On November 2, 2004, voters approved Proposition AA. Proposition AA authorized the San Francisco Bay Area Rapid Transit District (“BART”) to issue general obligation bonds in one or more 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. Of the \$980.0 million, the portion payable from the levy *of ad valorem* taxes on property within the City is approximately 29.0% or \$282.0 million. BART issued \$100.0 million in May 2005 and \$400.0 million of such authorization in July 2007, of which the allocable City portion is approximately \$29.0 million and \$116.0 million respectively.

On November 8, 2005, voters approved the issuance of up to \$246.3 million in general obligation bonds to improve, construct and equip existing and new facilities of the San Francisco Community College District (“SFCCD”). SFCCD issued an aggregate principal amount of \$90.0 million of the November 2005 authorization in June 2006. In December 2007, SFCCD issued an additional \$110.0 million of such authorization. SFCCD has announced plans to issue the remaining authorization in the spring of 2009 in the aggregate principal amount of \$46.3 million.

On November 7, 2006, voters approved Proposition A. Proposition A of 2006 authorized the SFUSD to issue an aggregate principal amount not to exceed \$450.0 million of general obligation bonds to modernize and repair up to 64 additional school facilities and various other improvements. The SFUSD issued the first series in the aggregate principal amount of \$100 million under the Proposition A authorization in February 2007. The SFUSD issued the second series in the aggregate principal amount of \$150 million under the Proposition A authorization in January 2009.

Risk Retention Program

Citywide risk management is coordinated by the Office of Risk Management. With certain exceptions, it is the general policy of the City to first evaluate self-insurance for the risks of losses to which it is exposed. The City’s policy in this regard is based on its analysis that it is more economical to manage its risks internally and administer, adjust, settle, defend, and pay claims from budgeted resources (i.e., “self-insurance”). The City obtains commercial insurance when it makes economic sense and when required by bond or lease financing covenants and for other limited purposes. The City actuarially determines liability and workers’ compensation risk exposures as permitted under State law. The City does not maintain commercial earthquake coverage, with certain minor exceptions.

The City’s property risk management approach varies depending on various factors including whether the facility is currently under construction or if the property is owned by self-supporting enterprise departments. For new construction projects, the City has utilized traditional insurance, owner-controlled insurance programs or contractor-controlled insurance programs. Under the latter two approaches, the insurance program provides coverage for the entire construction project. When a traditional insurance program is used, typically for more limited-scope projects,

the City requires each contractor to provide its own insurance, while ensuring that the full scope of work be covered with satisfactory levels to limit the City's risk exposure. The vast majority of the City's traditional insurance program is purchased for enterprise departments and other similar revenue-generating departments (San Francisco International Airport, Municipal Railway, Public Utilities Commission, the Port and Convention Facilities, etc.). The remainder of the insured program is made up of insurance for General Fund departments that are required to provide coverage for bond-financed facilities, coverage for collections at City-owned museums and to meet statutory requirements for bonding of various public officials.

Through coordination with the Controller and the City Attorney's Office, the City's general liability risk exposure is actuarially determined and is addressed through cash allocations set aside in the City's budget and also reflected in the CAFR. The cash allocations are sized based on actuarially determined anticipated claim payments and the projected timing of disbursement.

The City actuarially determines and allocates workers' compensation costs to departments according to a formula based on the following: (i) the dollar amount of claims; (ii) yearly projections of payments based on historical experience; and (iii) the size of the department's payroll. The administration of workers' compensation claims and payouts are handled by the Workers' Compensation Division of the City's Department of Human Resources. Statewide workers' compensation reforms have resulted in City budgetary savings in recent years. The City continues to develop and implement improved programs, such as return-to-work programs, to lower or mitigate workers' compensation costs. Various programs focus on accident prevention, investigation and duty modification of injured employees with medical restrictions so the injured employees can return to work as early as possible.

The City's estimated liability and workers' compensation risk exposures are summarized in Note 16 to the City's CAFR, attached hereto as Appendix C.

Labor Relations

The City's fiscal year 2008-09 proposed budget includes approximately 31,000 full-time personnel, excluding employees in the SFUSD, SFCCD, 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, Local 1021; 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 (California Government Code Sections 3500-3511, "Meyers-Milias-Brown Act") and the 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 and binding unless legally challenged. Wages, hours and working conditions of nurses and transit workers are not subject to interest arbitration, but are subject to Charter-mandated economic limits. Strikes by City employees are prohibited by the Charter. Since 1976, no City employees have participated in a union-authorized strike.

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 currently has closed contracts with all of the labor unions covered under Charter Section A8.409. These contracts, which the City negotiated in 2006, have three-year terms, from July 1, 2006 through June 30, 2009. In general, employees agreed to pay their employee contribution to either the San Francisco Employees Retirement System (“SFERS” or the “Retirement System”) (7.5%) or the California Public Employees Retirement System (“CalPERS”) (either 7% or 9%, depending on the plan) retirement plans for all three years. In exchange for employees’ agreement to continue payment of their retirement contribution, the City will increase employees’ base pay by a cost-equivalent post-tax amount. Additionally, employees will receive some general wage increases in each year of the contract. A few unions opted to have the City continue paying the employee contribution and therefore did not receive the additional cost-equivalent post-tax increase. For a further discussion of the Retirement System, see “Retirement System.” In 2008, the City and the following labor organizations covered under Charter Section A8.409 agreed to extend the term of their contracts through June 30, 2010: SEIU, Local 1021; IFPTE, Local 21; Automotive Machinists, Local 1414; Municipal Executives’ Association (MEA); Municipal Attorneys’ Association (MAA); Operating Engineers, Local 3; Plumbers, Local 38; Teamsters Locals 350 and 856; and the Union of American Physicians and Dentists (UAPD).

The City also has a three-year contract (July 1, 2007 through June 30, 2010) with the Staff Nurses and a four-year contract with the Nurse Managers (July 1, 2007 through June 30, 2011). Given the national nursing shortage, and the City’s commitment to provide quality public health and meet State-mandated nurse-patient ratios, these agreements reflect wage and staffing increases to address market conditions for Registered Nurses.

Of the unions covered under Charter Section A8.590-1, the City negotiated four-year contracts (July 1, 2007 through June 30, 2011) with the Police and Fire (non-management and management staff) and Fire Rescue Paramedics. In each year of these contracts, represented employees will receive market-based wage increases. In addition, the contract covering the Deputy Sheriffs expires on June 30, 2009. The City will begin negotiations for a successor agreement in Spring 2009 with the Deputy Sheriffs and all other unions with contract expiration dates of June 20, 2009, as listed on table A-17.

To help address the City’s projected budget shortfall for fiscal years 2008-09 and 2009-10, UAPD, MEA, MAA, Laborers and Firefighters agreed in June 2008 to amend their contracts to make certain economic concessions for those fiscal years. The City is currently discussing concessions with all employee unions.

Pursuant to Charter Section 8A.104, the 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 parties agreed to extend the term of the existing contract covering transit operators to June 30, 2011.

In addition, the City adopts an annual “Unrepresented Employees’ Ordinance” for employees who are not represented by a union. The Ordinance for fiscal year 2008-09 provides for no wage increases for these employees and additional floating holidays in fiscal year 2008-09 for non-mayoral staff employees.

TABLE A-17

| CITY AND COUNTY OF SAN FRANCISCO | | |
|--|-------------------------------|-----------------------------------|
| Employee Organizations as of July 1, 2008 | | |
| <u>Organization</u> | <u>Budgeted Positions</u> | <u>Expiration Date of MOU</u> |
| Automotive Machinists, Local 1414 | 414 | June 30, 2010 |
| Bricklayers, Local 3/Hod Carriers, Local 36 | 19 | June 30, 2009 |
| Building Inspectors Association | 82 | June 30, 2009 |
| Carpenters, Local 22 | 109 | June 30, 2009 |
| Carpet, Linoleum & Soft Tile | 1 | June 30, 2009 |
| CIR (Interns & Residents) | 211 | June 30, 2009 |
| Cement Masons, Local 580 | 31 | June 30, 2009 |
| Deputy Sheriffs Association | 947 | June 30, 2009 |
| District Attorney Investigators Association | 46 | June 30, 2009 |
| Electrical Workers, Local 6 | 827 | June 30, 2009 |
| Glaziers, Local 718 | 14 | June 30, 2009 |
| International Alliance of Theatrical Stage Employees, Local 16 | 16 | June 30, 2009 |
| Ironworkers, Local 377 | 17 | June 30, 2009 |
| Laborers International Union, Local 261 | 1,140 | June 30, 2009 |
| Municipal Attorneys' Association | 432 | June 30, 2010 |
| Municipal Executives Association | 1117 | June 30, 2010 |
| MEA - Police Management | 3 | June 30, 2011 |
| MEA - Fire Management | 9 | June 30, 2011 |
| Operating Engineers, Local 3 | 62 | June 30, 2010 |
| Painters, Local 1176 | 125 | June 30, 2009 |
| Pile Drivers, Local 34 | 17 | June 30, 2009 |
| Plumbers, Local 38 | 348 | June 30, 2010 |
| Probation Officers Association | 150 | June 30, 2009 |
| Professional & Technical Engineers, Local 21 | 4,545 | June 30, 2010 |
| Roofers, Local 40 | 11 | June 30, 2009 |
| S.F. Institutional Police Officers Association | 4 | June 30, 2009 |
| S.F. Firefighters, Local 798 | 1,731 | June 30, 2011 |
| S.F. Police Officers Association | 2,829 | June 30, 2011 |
| SEIU, Local 1021 | 10,858 | June 30, 2010 |
| SEIU, Local 1021 Staff & Per Diem Nurses | 1,554 | June 30, 2010 |
| SEIU, Local 1021 H-1 Rescue Paramedics | 12 | June 30, 2011 |
| Sheet Metal Workers, Local 104 | 48 | June 30, 2009 |
| Stationary Engineers, Local 39 | 683 | June 30, 2009 |
| Supervising Probation Officers, Operating Engineers, Local 3 | 21 | June 30, 2009 |
| Teamsters, Local 350 | 2 | June 30, 2010 |
| Teamsters, Local 853 | 169 | June 30, 2009 |
| Teamsters, Local 856 (Multi-Unit) | 109 | June 30, 2010 |
| Teamsters, Local 856 (Supervising Nurses) | 126 | June 30, 2011 |
| TWU, Local 200 (SEAM multi-unit & claims) | 341 | June 30, 2009 |
| TWU, Local 250-A Auto Service Workers | 226 | June 30, 2010 |
| TWU-250-A Miscellaneous | 94 | June 30, 2010 |
| TWU-250-A Transit Operators | 2039 | June 30, 2011 |
| Union of American Physicians & Dentists | 185 | June 30, 2010 |
| Unrepresented Employees | 150 | June 30, 2009 |
| | 31,724 (1) | |
| ⁽¹⁾ 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. | | |

Retirement System

History and Administration

The Retirement System is a defined-benefit plan that was initially established in the late 1880s and was constituted in its current form by the 1932 City charter and then retained under the Charter. The Charter provisions governing the Retirement System may be revised only by a Charter amendment, which requires an affirmative vote at a duly called election.

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 of Supervisors appointed by the President of the Board of Supervisors.

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 actuary's responsibilities include the production of data and a summary of plan provisions for the independent consulting actuary retained by the Retirement Board to produce a valuation report and other analyses as described below.

Membership

The Retirement System's membership includes City employees who are not members of CalPERS, non-credentialed SFUSD and SFCCD employees who are not members of the State Teachers Retirement System, and San Francisco Trial Court employees other than judges.

The Retirement System estimates that the total active membership as of June 30, 2008 was 35,396, including 3,877 vested members and 869 reciprocal members, compared to 34,060 members a year earlier. With respect to City employees, vested members are members who (i) have worked for the City for five or more years, (ii) have separated from City Service and (iii) have elected to receive a deferred vested pension in the future. Reciprocal members are members who have established membership in a reciprocal pension plan such as CalPERS and may be eligible to receive a reciprocal pension from the Retirement System in the future. The total new enrollees in the Retirement System for fiscal year 2007-08 were approximately 3,044. Checks are mailed to approximately 21,514 benefit recipients monthly. Benefit recipients include retired members and qualified survivors.

Table A-18 shows total Retirement System membership for fiscal years 2002-03 through 2007-08.

TABLE A-18

| CITY AND COUNTY OF SAN FRANCISCO | | | | | | |
|---|-------------------|-------------------|-----------------------|------------------------------|--------------------------|----------------------------|
| Employees' Retirement System | | | | | | |
| Fiscal Years 2003 - 04 through 2007 - 08 | | | | | | |
| Fiscal Year | Active Members | Vested Members | Reciprocal Members | Total Non-retired | Retirees/ Continuants | Active to Retiree Ratio |
| 2004 | 31,651 | 996 | 728 | 33,375 | 19,081 | 1.749 |
| 2005 | 29,164 | 2,833 | 763 | 32,760 | 20,093 | 1.630 |
| 2006 | 29,426 | 2,901 | 734 | 33,061 | 20,489 | 1.614 |
| 2007 | 30,190 | 3,096 | 774 | 34,060 | 21,116 | 1.613 |
| 2008 | 30,650 | 3,877 | 869 | 35,396 | 21,514 | 1.645 |
| Sources: SFERS' Actuarial Valuation reports as of July 1, 2008, July 1, 2007, July 1, 2006, July 1, 2005, and July 1, 2004. | | | | | | |

Funding Practices

Actuarial valuation of the Retirement System is a joint effort of the Retirement System and an independent consulting actuarial firm employed under contract by the Retirement Board. Before the valuation is conducted, the consulting actuarial firm recommends three long-term economic assumptions based on the experience of the plan. These economic assumptions include a long-term investment earnings assumption, a long-term wage/inflation assumption and a long-term consumer price index assumption. At its November 2008 meeting, after review of the analysis and recommendation prepared by the consulting actuarial firm, the Retirement Board reduced the plan's long-term investment earnings assumption from 8.00% to 7.75%. The Retirement Board did not change the other two long-term economic assumptions. These economic assumptions along with periodic demographic studies are utilized to prepare the valuation of the plan each year. The latest report as of June 30, 2008 was issued in January 2009. Upon receipt of the consulting actuarial firm's valuation report, Retirement System staff provides a recommendation to the Retirement Board as to the Retirement Board's acceptance of the consulting actuary's valuation report. In connection with such acceptance, the Retirement Board acts to set the annual employer contribution rates required by the Retirement System as detailed in the report.

The actuary and the Retirement Board determine the actuarially required contribution amounts using three related calculations:

First, the normal cost is established for the Retirement System. The normal cost of the system represents the portion of the actuarial present value of benefits that the Retirement System will be expected to fund that is attributable to a current year's employment. The Retirement System uses the entry age normal cost method, which is an actuarial method of calculating the anticipated cost of pension liabilities, designed to fund promised benefits over the average future life of the Retirement System members.

Second, the contribution calculation takes account of the amortization of a portion of the amount by which the actuarial value of Retirement System liabilities exceeds the actuarial value of Retirement System assets, such amount being known as an "unfunded accrued actuarial liability" or "UAAL." If the actuarial value of assets exceeds the actuarial value of liabilities, the

contribution amount is adjusted to reflect this excess by decreasing it in an amount equal to the excess of actuarial assets over actuarial liabilities, divided by the present value of projected salaries for the next 15 years. The most recent valuation of the Retirement System shows such an excess. Such a situation is known colloquially as a “negative UAAL.”

The UAAL is the difference between estimated liabilities and the value of smoothed plan assets and can be thought of as a snapshot of the funding of benefits as of the valuation date. There are a number of assumptions and calculation methods that bear on each side of this asset-liability comparison. On the asset side, the actuarial value of Retirement System assets is calculated using a five-year smoothing technique, so that gains or losses in asset value are recognized over that longer period rather than in the immediate time period such gain or loss is identified. As for calculating the pension benefit liability, certain assumptions must be made about future costs of pension benefits to generate an overall liability amount. If the Retirement System’s results are better or worse than the estimated UAAL, the result is called an actuarial gain or loss, respectively, and under the Retirement Board’s Actuarial Methods Policy any such gain or loss is amortized over a 15-year period. Similarly, if the estimated liabilities change due to changes in the aforementioned assumptions, the effect of such changes is also amortized over a 15-year period.

Third, after calculating the normal cost and the adjustment for UAAL, the actuary amortizes supplemental costs for the various member benefit plans. Supplemental costs are additional costs resulting from the past service component of Retirement System benefit increases. In other words, when the Charter is amended to extend additional benefits to some or all beneficiaries of the Retirement System, the Retirement System’s payment liability is increased by the amount of the new benefit earned in connection with the service time already accrued by the then-current beneficiaries. These supplemental costs for each beneficiary are amortized over no more than 20 years.

The actuary combines the three calculations described above to arrive at a total contribution requirement for funding the Retirement System in that fiscal year. This total contribution amount is satisfied from a combination of employer and employee contributions. Employee contributions are mandated by the Charter. Sources of payment may be the subject of collective bargaining agreements with each union or bargaining unit. The employer contribution is established by Retirement Board action each year and is expressed as a percentage of salary applied to all wages covered under the Retirement System.

Recent Voter Approved Changes to the Retirement Plan

The City’s retirement benefits are established under the Charter and approved directly by the voters, rather than through the regular collective bargaining process; most changes to retirement benefits require a voter-approved Charter amendment. On June 3, 2008, the voters of San Francisco approved Proposition B, which increases the service required for City employees hired after January 10, 2009 to qualify for employer-funded retiree health benefits, establishes a separate Retiree Health Care Trust Fund to fund retiree health costs, and increases retirement benefits and retirement cost-of-living adjustments for “miscellaneous” employees (i.e., those covered under Charter Section A8.409). The cost of Proposition B is incorporated in the actuarial valuation as of July 1, 2008.

The voters of San Francisco have recently approved two other retirement plan amendments:

- The enactment of a Deferred Retirement Option Plan available to certain police members effective July 1, 2008, authorized by the February 2008 election by initiative proposition; and
- A limited cost transfer of Airport police officers' historical service from CalPERS to SFERS that is currently pending as the costing and individual elections have not yet occurred, authorized by the November 2007 election.

Recent Funding Performance

From fiscal year 1996-97 through fiscal year 2003-04, the City's contribution to the Retirement System decreased to zero due to lowered funding requirements as determined by the consulting actuary of the Retirement System and adopted by the Retirement Board. The zero percent employer funding requirements for this period were due primarily to higher than projected investment earnings and lower than projected wage increases. Beginning in fiscal year 2004-05, the Retirement Board reinstated required employer contributions based on the funding requirements as determined by the consulting actuary in the manner described above in "—Funding Practices." In fiscal year 2007-08, the City contributed \$124.60 million in employer contribution to the Retirement System, which was 5.91% of Pensionable Salary (as defined below). This amount includes \$54.90 million from the General Fund. For the fiscal year 2008-09 Original Budget, the City budgeted an estimated \$108.40 million in employer contribution to the Retirement System, which was 4.99% of that portion of a member's earned wages that are includable for calculation and contribution purposes ("Pensionable Salary"). This amount included \$49.60 million from the General Fund. The contribution rate effective July 1, 2009 is 9.49% of Pensionable Salary.

Table A-19 shows Retirement System actual contributions for fiscal years 2003-04 through 2007-08. "Market Value of Assets" reflects the fair market value of assets held in trust for payment of pension benefits. "Actuarial Value of Assets" refers to the value of assets held in trust adjusted according to the Retirement System's actuarial methods as summarized above. "Pension Benefit Obligation" reflects the accrued actuarial liability of the Retirement System. The "Percent Funded" column is determined by dividing the actuarial value of assets by the Pension Benefit Obligations. The "Employer and Employee Contributions" reflects the total of mandated employee contributions and employer Actuarial Retirement Contributions received by the Retirement System for fiscal years 2003-04 through 2007-08.

TABLE A-19

| CITY AND COUNTY OF SAN FRANCISCO | | | | | |
|---|-----------------------------------|--------------------------------------|---------------------------------------|---------------------------|--|
| Employee Retirement System (in \$000s) | | | | | |
| Fiscal Years 2003-04 through 2007-08 | | | | | |
| <u>Fiscal Year</u> | <u>Market Value of Assets</u> | <u>Actuarial Value of Assets</u> | <u>Pension Benefit Obligation</u> | <u>Percent Funded</u> | <u>Employee & Employer Contribution</u> ^[1] |
| 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 |
| 2006 | 14,497,022 | 13,597,646 | 12,515,463 | 109.0 | 289,226 |
| 2007 | 16,952,044 | 14,929,287 | 13,541,388 | 110.0 | 308,348 |
| 2008 | 15,832,521 | 15,941,390 | 15,358,824 | 103.8 | 319,183 |
| ^[1] For fiscal years 1999-00 through 2003-04, the City paid no employer contribution. Following are the employer contribution rates as determined by the Retirement Board Actuarial Valuations: | | | | | |
| | Year | Rate | | | |
| | 2004-2005 | 4.48% | | | |
| | 2005-2006 | 6.58% | | | |
| | 2006-2007 | 6.24% | | | |
| | 2007-2008 | 5.91% | | | |
| | 2008-2009 | 4.99% | | | |
| | 2009-2010 | 9.49% | | | |
| Sources: SFERS' audited financial statements and supplemental schedules June 30, 2008, 2007, 2006, 2005, and 2004. SFERS' Actuarial Valuation report as of July 1, 2008, July 1, 2007, July 1, 2006, July 1, 2005, and July 1, 2004. | | | | | |

Asset Management and Actuarial Valuation

The assets of the Retirement System are invested in a broadly diversified manner across the institutional global capital markets. In addition to U.S. equities and fixed income securities, the system holds international equities, global sovereign and corporate debt, global public and private 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 the areas of investments detailed above. A description of the Retirement System's investment policy, a description of asset allocation targets and current investments, and the Annual Report of the Retirement System are available upon request from the Retirement System by writing to the San Francisco Retirement System, 30 Van Ness Avenue, Suite 3000, San Francisco, California 94102, or by calling (415) 487-7000.

Recent Changes in the Economic Environment and the Impact on the Retirement System

As shown in Table A-19, the market value of the Retirement System was approximately \$15.8 billion as of June 30, 2008. Since mid-2008, global capital markets have experienced unprecedented adverse events, including severe credit and liquidity contractions, and continue to suffer extreme price volatility. The overall economic climate has had an adverse impact on the Retirement System's portfolio.

As of December 31, 2008, the Retirement System estimated that the market value of its assets was \$12.2 billion. The estimated market value represents, as of the date specified, the estimated value of the Retirement System's portfolio if it were liquidated on that date. The Retirement System cannot be certain of the value of certain of its portfolio assets and, accordingly, the market value of the portfolio could be less. Moreover, appraisals for classes of assets that are not publicly traded are based on estimates which typically lag changes in actual market value by three to six months. The \$3.6 billion difference between the approximately \$15.8 billion market value as June 30, 2008 and the approximately \$12.2 billion market value as of December 31, 2008 reflects, among other things, participant and employer contributions, benefit payments and a decline on a time-weighted basis of approximately 20% in the market value of assets held by the Retirement System from June 30, 2008. The estimated market value of \$12.2 billion has not been subject to an independent audit. The City cannot predict when financial markets will stabilize or improve, nor can the City give any assurance that the Retirement System will not sustain further declines in asset value.

The Retirement System investment portfolio is structured to focus on long-term performance, and the Retirement System actively manages its investment portfolio, including periodic review of its investment policy and asset allocation strategy. Subsequent to June 30, 2008, the Retirement System has reviewed its investment and asset allocation policies as part of its regular operations and continues to rely on an investment policy which is consistent with the principles of diversification and the search for long-term value. Because the values of individual investments fluctuate based on volatile market conditions, the amount of losses, if any, that the Retirement System will recognize in its future actuarial valuation cannot be determined. Market fluctuations are an expected investment risk for a pension fund and the value of the Retirement System investment portfolio changes periodically.

A decline in the actuarial value of assets over time, without a commensurate decline in the actuarial value of liabilities, will result in an increase in the contribution rate for the City. The City's contribution rate effective July 1, 2009 is 9.49% of pensionable salary. No assurance can be provided by the City that contribution rates will not increase

Other Employee Retirement Benefits

As noted above, various City employees are members of CalPERS, an agent multiple-employer public employee defined benefit plan for safety members and a cost-sharing multiple-employer plan for miscellaneous members. The City makes certain payments to CalPERS in respect of such members; such payment from the General Fund equaled \$15.98 million in fiscal year 2006-07. These contributions are summarized in Note 9 to the City's CAFR, as of June 30, 2008 attached hereto as Appendix C. A discussion of other post-employment benefits, including retiree medical benefits, is provided below under "Medical Benefits – *Post-Employment Health Care Benefits and GASB 45.*"

Medical Benefits

Administration through Health Service System; Audited System Financial Statements

Medical benefits for eligible active City employees, for retired City employees and for surviving spouses and domestic partners of covered City retirees (the "City Beneficiaries") are administered by the City's Health Service System (the "Health Service System") pursuant to City Charter Sections 12.200 *et seq.* and A8.420 *et seq.* Pursuant to such Charter Sections, the Health Service System also administers medical benefits to active and retired employees of the SFUSD, SFCCD

and the San Francisco Superior Court (collectively the “System’s Other Beneficiaries”). However, the City is not required to fund medical benefits for the System’s Other Beneficiaries and therefore this section focuses on the funding by the City of medical benefits for City Beneficiaries.

The Health Service System is overseen by the City’s Health Service Board (the “Health Service Board”). The Health Service Board is composed of the following seven seats: a member of the City’s Board of Supervisors, appointed by the Board President; an individual who regularly consults in the health care field, appointed by the Mayor; a doctor of medicine, appointed by the Mayor; and four members of the Health Service System, active or retired, elected from among their number.

The plans (the “HSS Medical Plans”) for providing medical care to the City Beneficiaries and the System’s Other Beneficiaries (collectively, the “HSS Beneficiaries”) are determined annually by the Health Service Board and approved by the Board of Supervisors pursuant to Charter Section A8.422.

The Health Service System oversees a trust fund (the “Health Service Trust Fund”) established pursuant to Charter Sections 12.203 and A8.428 through which medical benefits for the HSS Beneficiaries are funded. The Health Service System issues annually a publicly available, independently audited financial report that includes financial statements for the Health Service Trust Fund. This 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. The report is also posted in the Health Service System website: myhss.org.

As presently structured under the City Charter, the Health Service Trust Fund is not a fund through which assets are accumulated to finance post-employment healthcare benefits (an “OPEB Fund”). Thus, the Health Service Trust Fund is not currently affected by Governmental Accounting Standards Board (“GASB”) Statement Number 45, *Financial Reporting for Postemployment Benefit Plans Other Than Pensions* (“GASB 45”), which applies to OPEB Funds.

Determination of Employer and Employee Contributions for Medical Benefits

Contributions by the participating employers and HSS Beneficiaries to HSS Medical Plans are determined according to applicable provisions of the Charter. To the extent annual medical premiums exceed the contributions made by employers and HSS Beneficiaries as required by the Charter, such excess must be paid by HSS Beneficiaries or, if elected by the Health Service Board, from net assets held in the Health Service Trust Fund.

All City Beneficiaries receive a base contribution from the City toward the monthly cost of their medical benefits calculated pursuant to Charter Section A8.423. Under that section, in January of each year, the Health Service System conducts a survey of the 10 most populous counties in California (other than the City and County of San Francisco) to determine “the average contribution made by each such County toward the providing of health care plans, exclusive of dental or optical care, for each employee of such County.” Under City Charter Section A8.428, the City is required to contribute to the Health Service Trust Fund an amount equal to such “average contribution” for each City Beneficiary.

In addition to the average contribution described above, the City makes additional medical and other benefit contributions on behalf of City Beneficiaries who are active employees as

negotiated and agreed to by such employees' applicable collective bargaining units. City bargaining units have negotiated additional City contributions for enhanced single medical coverage, dependent medical coverage and for additional benefits such as dental care for the members of such bargaining units. These contribution amounts are also paid by the City into the Health Service Trust Fund.

Medical benefits for City Beneficiaries who are retired or otherwise not employed by the City (e.g., surviving spouses and domestic partners of City employees) ("Nonemployee City Beneficiaries") are funded through contributions from such Nonemployee City Beneficiaries and the City as determined pursuant to Charter Section A8.428. The Health Service System medical benefit eligibility requirements for Nonemployee City Beneficiaries are described below under "*Post-Employment Health Care Benefits and GASB 45.*"

Contributions relating to Nonemployee City Beneficiaries include the City contribution of the "average contribution" corresponding to such Nonemployee City Beneficiaries as described in Charter Section A8.423 along with the following:

- Monthly contributions from Nonemployee City Beneficiaries in amounts equal to the monthly contributions required from active employees excluding health coverage or subsidies for health coverage paid for active employees as a result of collective bargaining. However, such monthly contributions from Nonemployee City Beneficiaries covered under Medicare are reduced by an amount equal to the amount contributed monthly by such persons to Medicare.
- In addition to the average contribution described in the second paragraph of this subsection, the City contributes additional amounts in respect of the Nonemployee City Beneficiaries sufficient to defray the difference in cost to the Health Service System in providing the same health coverage to Nonemployee City Beneficiaries as is provided for active employee City Beneficiaries, excluding health coverage or subsidies for health coverage paid for active employees as a result of collective bargaining.
- After application of the calculations described above, the City contributes 50% of City retirees' remaining monthly contributions.

In addition, the City contributes 50% of the monthly contributions required for the first dependent of a retired City participant.

Fiscal Year 2007-08 Employer Contributions for Health Service System Benefits

For fiscal year 2007-08, the Health Service System received approximately \$558.4 million from participating employers for Health Service System benefit costs. Of this total, the City contributed approximately \$402.4 million for Health Service System benefit costs. For the City, approximately \$110.0 million of this amount was for health care benefits for approximately 18,100 retired City employees and their eligible dependents and approximately \$292.4 million was for benefits for approximately 29,000 active City employees and their eligible dependents. Further information on Health Service System funding can be found in the audited financial statements, which are available through fiscal year 2007-08.

Post-Employment Health Care Benefits and GASB 45

Eligibility of former City employees for retiree health care benefits is governed by the Charter, as amended by Proposition B, passed by voters on June 3, 2008. Employees and a spouse or dependent are potentially eligible for health benefits following retirement after age 50 and completing five years of City service, subject to other eligibility requirements.

The City will be required to begin reporting the liability and related information for unfunded post-retirement medical benefits in the City's financial statements for the fiscal year ending June 30, 2008. This new reporting requirement is defined under the GASB 45. GASB 45 does not require that the affected government agencies, including the City, actually fund any portion of this post-retirement health benefit liability—rather it requires that government agencies start to record and report a portion of the liability in each year if they do not fund it. GASB 45 requires that non-pension benefits for retirees, such as retiree health care, be shown as an accrued liability on the City's financial statements starting in fiscal year 2007-08.

To help plan for the implementation of GASB 45, the City engaged an actuary to prepare a preliminary actuarial valuation of this liability. In its November 1, 2007 report on GASB 45 Valuation Results and Plan Design, Mercer Consulting estimated that if the City were to have a Funded Plan to cover post-employment medical benefits, the projected liability would be \$4.04 billion and have an annual required contribution for fiscal year 2007-08 of \$409.1 million, assuming an 4.5 percent return on investments, while covering all City operations, including those that are General Fund supported. In fiscal year 2006-07, the City's expenditures included \$102.6 million for retiree health subsidies, which represented only the amount needed to pay for current costs due during the fiscal year. The additional potential liability to the City would, therefore, be the difference between the Mercer estimate and the fiscal year 2006-07 expenditures. The calculations in the Mercer Report are sensitive to a number of critical assumptions, including but not limited to the projected rate of increases in health plan costs.

Proposition B, passed by San Francisco voters on June 3, 2008, tightens post-retirement health benefit eligibility rules for employees hired after January 10, 2009, and requires payments by the City and these employees equal to 3 percent of salary into a new retiree health trust fund. The City's actuarial analysis shows that by 2031, this 3 percent funding will be sufficient to cover the cost of retiree health benefits for employees hired after January 10, 2009. See Retirement System—Recent Voter Approved Changes to the Retirement Plan above.

Total City Fringe Benefits Costs

The City continued to budget funding for currently due benefits costs using a “pay-as-you-go” approach in the fiscal year 2008-09 Original Budget. Additionally, to begin to address the issue of accrued liabilities for future retiree health costs, the City created a new Post Employment Benefits Fund and budgeted an initial \$500,000 contribution in the fiscal year 2007-08 Original Budget. The fiscal year 2008-09 Original Budget allocated an additional \$500,000. The City will continue to monitor and update its actuarial valuations of liability as required under GASB 45. Below in Table A-20, a five-year history is provided for all fringe benefits costs paid including pension, health, dental and other miscellaneous fringes. For all years shown, a “pay-as-you-go” approach was used by the City.

As part of the planning for how the City will address this issue, Memoranda of Understanding negotiated in 2006 with City labor unions included a provision calling for a City-wide Retiree Health Benefits Committee to develop recommendations regarding funding of retiree health

benefits. Any recommendation of the Committee must be reviewed and approved under the City's legislative or Charter amendment processes before it is implemented. The Committee held monthly meetings in 2008. The Committee's current activities include reviewing area and industry practices with respect to retiree health benefits, and developing an understanding of the scope of future obligations contained in collective bargaining agreements and the Charter.

TABLE A-20

| CITY AND COUNTY OF SAN FRANCISCO | | | | | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| Total Fringe Benefit Costs | | | | | |
| Fiscal Years 2003-04 through 2007-08 | | | | | |
| Actuals, GAAP Basis | | | | | |
| | FY 2003-04 | FY 2004-05 | FY 2005-06 | FY 2006-07 | FY 2007-08 |
| Retirement | \$ 31,864,833 | \$ 114,137,336 | \$ 174,738,472 | \$ 202,607,710 | \$ 206,317,989 |
| Social Security & Medicare | 118,167,491 | 116,589,364 | 121,589,065 | 136,241,775 | 143,781,950 |
| Health - Medical | 176,118,127 | 185,840,015 | 194,950,403 | 220,483,696 | 371,745,895 |
| Health - Retiree Medical | 72,152,041 | 86,529,571 | 96,286,433 | 102,062,188 | 110,634,136 |
| Health - Dental | 31,460,055 | 33,628,822 | 34,225,398 | 36,141,082 | 35,734,275 |
| Other Fringes | 9,215,906 | 16,063,001 | 19,315,549 | 36,057,549 | 28,816,300 |
| Total Fringe Costs | \$ 438,978,453 | \$ 552,788,109 | \$ 641,105,320 | \$ 733,594,000 | \$ 897,030,541 |
| Figures are audited actuals. | | | | | |
| Source: Office of the Controller, City and County of San Francisco. | | | | | |

Litigation

There are a number of lawsuits and claims pending against the City, including those summarized in Note 16 to the City's CAFR as of June 30, 2008, attached as Appendix C to this Official Statement, as well as those described in this Appendix A under "Business Taxes" above. Included among these are a number of actions which if successful would be payable from the City's General Fund. In the opinion of the City Attorney, such suits and claims presently pending will not impair the ability of the City to make debt service payments or otherwise meet its General Fund lease or debt obligations, nor materially impair the City's ability to fund current operations.



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APPENDIX B

CITY AND COUNTY OF SAN FRANCISCO ECONOMY AND GENERAL INFORMATION

This Appendix contains information that is current as of January 30, 2009.

This Appendix provides general economic and demographic information about the City and County of San Francisco (the “City”) and the Bay Area (defined below). The various reports, documents, websites and other information referred to herein are not incorporated herein by such references. The City takes no responsibility for the contents of such materials prepared by persons other than the City.

Area and Economy

The corporate limits of the City and 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 to 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. Major business sectors in the Bay Area include retail and entertainment, conventions and tourism, service businesses, banking, professional and financial services, corporate headquarters, international and wholesale trade, multimedia and advertising, biotechnology, and higher education.

Population and Income

The City had a population estimated at 824,525 as of fiscal year 2008. The table below reflects the population and per capita personal income of the City, as estimated by the Controller's Office. For additional demographic information for the City, see Appendix C – “Statistical Section – Demographic and Economic Statistics.”

TABLE B-1

| POPULATION AND INCOME | | |
|---|------------|----------------------------|
| 2004-2008 | | |
| Year | Population | Per Capita Personal Income |
| 2004 | 743,852 | 58,244 |
| 2005 | 741,025 | 62,614 |
| 2006 | 744,041 | 66,383 |
| 2007 | 747,069 | 69,638 |
| 2008 | 824,525 | N/A |
| Source: Office of the Controller, City and County of San Francisco. | | |

Conventions and Tourism

According to the San Francisco Convention & Visitors Bureau (the “Convention & Visitors Bureau”), a non profit membership organization, during the calendar year 2007 approximately 16.1 million people (124,628 average per day) visited the City, generating approximately \$8.2 billion for local businesses. On average, these visitors spent about \$244 per visitor per day and stayed three to four nights in the City.

Also, as reported by PKF Consulting, hotel occupancy rates in the City averaged 77.9% for calendar year 2007, an increase of 3% over the previous year. Average daily room rates in the City during 2007 increased about 7.1% compared to the prior year’s average of \$182.

Although only 35% of all out-of-town visitors stayed in City hotels, the Convention & Visitors Bureau estimates that such visitors generated 65% of total spending by out-of-town visitors. An estimated 40% of City visitors are on vacation, 35% are convention and trade show attendees, 22% are individual business travelers and the remaining 3% are en route elsewhere. Approximately 25% to 35% of overnight hotel visitors are international visitors. The federal government estimates that the majority of international visitors to the City in 2007 were from the United Kingdom, Japan, France, Germany, and Australia. In 2006, the City was ranked third in market share for international visitors to the U.S. behind New York and Los Angeles. The City was ranked even with Orlando, and ahead of Miami, Honolulu, and Las Vegas. The following table illustrates hotel occupancy and related spending from calendar years 2003 through 2007.

TABLE B-2

| CITY AND COUNTY OF SAN FRANCISCO | | | |
|---|--|--|--|
| San Francisco Overnight Hotel Guests | | | |
| Calendar Year | Annual Average Hotel Occupancy (%) | Visitors Staying in Hotels or Motels (000s) | Estimated Hotel Visitor Spending \$(000s) |
| 2003 | 68.1 | 3,860 | 3,680,000 |
| 2004 | 73.4 | 4,200 | 4,070,000 |
| 2005 | 75.7 | 4,500 | 4,500,000 |
| 2006 | 76.4 | 4,500 | 4,780,000 |
| 2007 | 77.9 | 4,590 | 5,060,000 |
| Most recent annual data available. | | | |
| Source: San Francisco Convention & Visitors Bureau. | | | |

According to the Convention & Visitors Bureau, as of June 1, 2007, convention business was almost at full capacity at the Moscone Convention Center and was at strong levels at individual hotels providing self-contained convention services. Due to an expansion to the Moscone Convention facilities completed spring 2003, the Moscone Convention Center offers over 700,000 square feet of exhibit space covering more than 20 acres on three adjacent blocks.

Employment

The City benefits from 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. See Table B-4 below for more information on the top

employment sectors in the Metropolitan Statistical Area (“MSA”) consisting of San Francisco, Marin and San Mateo counties. Industry employment data are only available for the MSA, not the City.

According to the California Employment Development Department, the unemployment rate for the City was 6.6% for December 2008 compared with an unadjusted unemployment rate of 9.1% for the State. See Table B-3 below for more information on the civilian labor of employment and unemployment in the MSA.

TABLE B-3

| CITY AND COUNTY OF SAN FRANCISCO Civilian Labor Force, Employment, and Unemployment ^{[1] [2]} December 2007 and December 2008 ^[3] | | | | |
|--|--------------------|-------------------|---------------------|--------------------------|
| Year and Area | Labor Force | Employment | Unemployment | Unemployment Rate |
| Dec 2008 | | | | |
| San Francisco | 449,300 | 419,900 | 29,500 | 6.6% |
| State | 18,612,800 | 16,324,700 | 1,088,000 | 9.1% |
| Dec 2007 | | | | |
| San Francisco | 438,900 | 419,700 | 19,200 | 4.4% |
| State | 18,352,600 | 17,272,300 | 1,080,300 | 5.9% |
| ^[1] Civilian labor force data are by place of residence; include self-employed individuals, unpaid family workers, household domestic workers, and workers on strike ^[2] San Francisco is in a multi-county Metropolitan Statistical Area (MSA) or Metropolitan Division (MD). Industry employment data are only available for the MSA or MD, not the City. The MSA Counties include: San Francisco, Marin, and San Mateo Counties. ^[3] Data not seasonally adjusted. | | | | |
| Source: Labor Market Information Division of the California Employment Development Department (EDD). | | | | |

TABLE B-4

| CITY AND COUNTY OF SAN FRANCISCO | | | | | |
|---|---------|---------|---------|---------|---------|
| Estimated Average Annual Employment by Sector in 2003-2007^[1] | | | | | |
| | 2003 | 2004 | 2005 | 2006 | 2007 |
| Professional and Business Services | 103,400 | 100,400 | 105,000 | 111,000 | 117,300 |
| Government | 83,700 | 81,700 | 82,600 | 83,800 | 89,200 |
| Leisure and Hospitality | 69,600 | 70,700 | 72,100 | 74,000 | 76,400 |
| Trade, Transportation and Utilities | 71,200 | 70,000 | 69,600 | 69,700 | 69,200 |
| Financial, Insurance & Real Estate | 59,100 | 57,000 | 57,300 | 58,000 | 58,900 |
| Educational and Health Services | 53,200 | 54,400 | 55,100 | 56,000 | 57,500 |
| Other Services | 21,700 | 21,100 | 21,300 | 21,400 | 21,900 |
| Information | 20,500 | 19,100 | 17,300 | 18,100 | 19,400 |
| Natural Resources, Mining & Construction | 17,300 | 16,000 | 16,600 | 17,500 | 18,300 |
| Manufacturing | 13,100 | 12,300 | 11,400 | 11,100 | 11,100 |
| Total | 512,800 | 502,700 | 508,300 | 520,600 | 539,200 |
| ^[1] San Francisco is a multi-county Metropolitan Statistical Area (MSA) or Metropolitan Division (MD). Most recent annual data available. | | | | | |
| Source: California Employment Development Department. | | | | | |

Table B-5 below lists the 10 largest employers in the City as of December 2008.

TABLE B-5

| CITY AND COUNTY OF SAN FRANCISCO | | |
|---|------------------------------|--------------------|
| Largest Employers in San Francisco | | |
| As of December 30, 2008 | | |
| Employer | Number of Employees in SF | Nature of Business |
| City and County of San Francisco | 26,657 | City government |
| University of California, San Francisco | 13,237 | Education |
| Wells Fargo & Co. | 9,269 | Financial services |
| California Pacific Medical Center | 6,782 | Health care |
| State of California | 5,768 | State government |
| San Francisco Unified School District | 5,313 | Education |
| United States Postal Service | 4,633 | Postal service |
| PG&E Corp. | 4,394 | Utility |
| Charles Schwab & Co. Inc. | 4,100 | Financial services |
| Gap Inc. | 3,930 | Specialty retailer |
| Source: San Francisco Business Times, Book of Lists 2008. | | |

Taxable Sales

The following table provides information on taxable sales for the City for calendar years 2003 through 2007. Total retail sales increased in calendar year 2007 by approximately \$274.0 million compared to calendar year 2006.

TABLE B-6

| CITY AND COUNTY OF SAN FRANCISCO | | | | | |
|--|-------------|--------------|--------------|--------------|---------------------|
| Taxable Sales - Calendar Year 2003-2007 | | | | | |
| (\$000s) | | | | | |
| | 2003 | 2004 | 2005 | 2006 | 2007 ^[1] |
| Apparel | \$760,715 | \$826,686 | \$880,718 | \$941,299 | 1,028,602 |
| General Merchandise | 1,065,160 | 1,143,657 | 1,199,308 | 1,280,908 | 1,349,158 |
| Food Stores | 405,673 | 419,286 | 439,472 | 454,970 | 480,587 |
| Eating/Drinking | 1,879,879 | 2,067,418 | 2,237,384 | 2,367,548 | 2,589,892 |
| Household | 484,455 | 527,519 | 575,985 | 598,279 | 608,766 |
| Building Materials | 320,316 | 353,002 | 397,218 | 428,795 | 459,332 |
| Automotive | 804,964 | 850,984 | 956,031 | 1,031,786 | 1,068,661 |
| Other Retail Stores | 135,582 | 141,906 | 151,142 | 162,146 | 2,421,574 |
| Retail Stores Total | \$5,856,744 | \$6,330,458 | \$6,837,258 | \$7,265,731 | \$10,006,572 |
| Business and | | | | | |
| Personal Services | \$945,689 | \$937,411 | \$939,108 | \$999,112 | \$1,001,472 |
| All Other Outlets | 2,784,369 | 2,855,315 | 3,037,078 | 3,304,556 | 3,606,692 |
| Total All Outlets | \$9,586,802 | \$10,123,184 | \$10,813,444 | \$11,569,399 | \$14,614,736 |
| ^[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-7 provides a summary of building activity in the City for fiscal years 2002-03 through 2006-07. According to the City's Department of Building Inspection, the total value of building permits was \$861.0 million in fiscal year 2006-07.

TABLE B-7

| CITY AND COUNTY OF SAN FRANCISCO | | | | |
|---|-----------------------|---------------------------|------------------------|--------------|
| Building Activity 2003-2007 (\$000s) | | | | |
| Fiscal Year Ended | Authorized New | Value of Building Permits | | |
| <u>June 30</u> | <u>Dwelling Units</u> | <u>Residential</u> | <u>Non-Residential</u> | <u>Total</u> |
| 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 |
| 2006 | 1,756 | 1,218,804 | 115,603 | 1,334,407 |
| 2007 | 2,085 | 471,206 | 389,774 | 860,980 |
| Source: San Francisco Department of Building Inspection, Central Permit Bureau. | | | | |

Banking and Finance

The City is a leading center for financial activity in California. The headquarters of the Twelfth Federal Reserve District are 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 2008 Report from CB Richard Ellis (“CBRE”), the Citywide vacancy rate for commercial real estate increased 220 basis points from the 3rd Quarter 2008 to 12.6%. According to the report, the City posted approximately 1.4 Million square feet of negative absorption in the 4th Quarter of 2008. Asking Rent for the Class A commercial property Citywide averages \$43.03 per square foot according to the 4th Quarter 2008 Report, which is a decrease from \$46.62 per square foot described in the 3rd quarter 2008 Report. Average Asking Rent for the Class A commercial property in the Civic Center also fell to \$34.00 per square foot according to CBRE.

Major Real Estate Development Projects

Major privately financed and owned projects currently under development include:

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 to 900 housing units. In early 2007, three of the parcels were sold to housing developers after an extensive Request for Proposals and public design review competition.

Transbay - In May 2008, the Transbay Joint Powers Authority selected the team of Pelli Clarke Pelli Architects and Hines to enter into exclusive negotiations. Hines offered \$350 million for the right to build a tower and transit hub at Mission and First Streets. Under the current proposal the tower will have approximately 1.6 million square feet.

Hunters Point Shipyard Phase 1 - Lennar/BVHP completed mass grading and has started infrastructure construction for the first phase of development on Parcel A, which will include 1,500 units (about 30% set aside as affordable), approximately 1.5 acres of improved land dedicated to community facilities, approximately 34 acres of improved open space, and numerous community benefits, including an estimated \$18 million Legacy Fund. Lennar is investing \$90 million in infrastructure; environmental remediation and grading for phase one. The first finished lots were delivered to homebuilders in 2008, with finished units on the first blocks available by late 2009.

Hunters Point Shipyard/Candlestick Point Phase 2 - There has been progress on efforts to redevelop Phase 2 of the Hunters Point Shipyard, expanding the development project area to include Candlestick Point. In mid-2007, the City’s Redevelopment Agency Commission and the Board of Supervisors endorsed the conceptual framework to guide the City, the Redevelopment Agency, and Lennar Communities in planning an integrated, mixed-use project at the Candlestick Point Area of the Bayview Hunters Point (“BVHP”) and the Hunters Point Shipyard Redevelopment Project Areas. The combined project includes 8,500 housing units, approximately 2.0 million square feet of Research & Development uses geared toward digital arts, green technology and biotechnology, 500,000-700,000 square feet of retail, approximately 350 acres of open space, and the rehabilitation and rebuild of public housing projects. \$82 million has been federally appropriated for Navy cleanup at Hunters Point Shipyard - a \$20 million increase over what the government has committed annually over the past several years. In addition, on June 3, 2008, City voters approved Proposition G which allows the replacing and updating of the 1997 bond authorization that approved \$100 million in public financing and land use rule changes to allow a new stadium for the 49ers, a professional football team, and shopping mall at Candlestick Park.

Treasure Island - Progress has been made at Treasure Island, including Board of Supervisors endorsement of the Term Sheet for the overall project in 2007. At the present stage of design and

negotiation, the proposed conceptual development program consists of approximately 300 acres of parks and open space slated for water-oriented, recreational, and natural and passive uses. Approximately 5,500 residential units are part of the proposed plan, 30 percent of which are below market rates and more than 400 of which are allotted for homeless San Franciscans – an effort coordinated in partnership with the Treasure Island Homeless Development Initiative. The development is clustered around a new ferry terminal, and is designed to prioritize walking, biking and transit. The proposed development includes a system of storm-water treatment wetlands, rigorous “green” building standards and maximization of renewable energy. The development plan for Treasure Island includes a mixed-use commercial district, including hotel accommodations, retail stores, entertainment venues and cultural exhibitions.

Mint Plaza - Adjacent to the Old Mint, opened in late 2007. The approximately 18,000 square foot portion of Jessie Street extending between 5th Street and Mint Street, now closed to automobile traffic, was redesigned to accommodate a wide range of uses, including art, theatre, live music, cafés, and street fairs. The museum is expected to reopen in late 2011.

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 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 San Francisco Bay. According to final data for calendar year 2007 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 year 2007-08, SFO served approximately 36.7 million passengers and handled 550,547 metric tons of cargo.

During fiscal year 2007-08, 59 airlines reported air traffic at SFO. Domestic air carriers provided scheduled non-stop and one-stop passenger service to over 100 destinations in the United States. Twenty-nine airlines provided nonstop and one-stop scheduled passenger service to over 50 international destinations.

United Airlines operates one of its three major U.S. hubs at SFO. During fiscal year 2007-08, United Airlines (including Ted, their low cost carrier operation (which has discontinued operations), and Skywest that operates as United Express) handled approximately 43.7% of the total enplaned passengers at SFO and accounted for approximately 21% of SFO’s total revenues.

The Bay Area Rapid Transit (“BART”) extension to SFO provides a convenient connection between SFO and the Bay Area 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 as well as the City. 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 also 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 parking garages, on Lot “D” to serve the rental car facility, and on McDonnell Road to serve the West Field area of SFO.

Table B-8 presents SFO passenger, cargo and mail data for the last five fiscal years.

TABLE B-8

| SAN FRANCISCO INTERNATIONAL AIRPORT Passenger, Cargo and Mail Data for Fiscal Years ending June 30, 2004 through 2008 | | | | |
|--|--|------------------------------------|--|--|
| Fiscal year Ended <u>30-Jun</u> | <u>Passengers</u> | | <u>Cargo Traffic</u> | |
| | Enplanements and <u>Deplanements</u> | Annual Percent <u>Change</u> | Freight and Express Air <u>(Metric Tons)</u> | U.S. and Foreign Mail <u>(Metric Tons)</u> |
| 2004 | 30,771,464 | 5.50% | 472,964 | 79,154 |
| 2005 | 32,648,635 | 6.00% | 512,800 | 74,717 |
| 2006 | 32,987,672 | 1.00% | 524,856 | 68,715 |
| 2007 | 33,855,382 | 2.60% | 513,726 | 58,599 |
| 2008 | 36,709,405 | 8.40% | 488,475 | 62,072 |
| 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” by the Port on behalf of all the people of California. The State transferred administrative 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 has no taxing power.

The Port posted an operating loss of (\$2.3) million for fiscal year 2007-08, as a direct result of a \$2.8 million charge for retiree medical benefits in accordance with an accounting requirement that became effective June 30, 2008. Net assets increased \$0.4 million for the year.

Port properties generated \$64.5 million in operating revenue for the fiscal year ended June 30, 2008, as shown in the table below.

TABLE B-9

| PORT OF SAN FRANCISCO FISCAL YEARS 2007 AND 2008 OPERATING REVENUES (\$000s) | | | | |
|--|--------------|---------------|--------------|---------------|
| Years Ended June 30, | 2007 | Percentage of | 2008 | Percentage of |
| Business Line | Revenue | 2007 Revenue | Revenue | 2008 Revenue |
| Commercial & Industrial Rent | \$36,496 | 59.6% | \$40,149 | 62.2% |
| Parking | 10,514 | 17.2% | 10,891 | 16.9% |
| Cargo | 4,152 | 6.7% | 4,383 | 6.8% |
| Fishing | 1,760 | 3.0% | 1,854 | 2.9% |
| Ship Repair | 1,332 | 2.2% | 884 | 1.4% |
| Harbor Services | 887 | 1.4% | 901 | 1.4% |
| Cruise | 1,763 | 2.9% | 1,296 | 2.0% |
| Other Maritime | 1,391 | 2.3% | 1,717 | 2.7% |
| Other | <u>2,898</u> | <u>4.7%</u> | <u>2,423</u> | <u>3.7%</u> |
| TOTALS | \$61,193 | 100.0% | \$64,498 | 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 City’s Planning Commission, the Board of Supervisors, and the San Francisco Bay Conservation and Development Commission to align waterfront policies. 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, a professional baseball team; a maritime office development on Pier 1; a renovation of the Port’s Ferry Building; the Downtown Ferry Terminal project; a historic rehabilitation of Piers 1½, 3, and 5; Rincon Park, a two-acre park and public open space located along the Embarcadero Promenade; and a restaurant development located at the south end of Rincon Park.

Major development projects currently in negotiation and/or construction include a mixed use recreation and historic preservation project at Piers 27-31, and the development of an interactive science museum at Piers 15/17.

The Port is also in the final stages of 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 derived from a combination of federal, State, and local grants, a capital contribution from Catellus Corporation, and Port funds.

The following development projects are in various stages of planning; i) a new cruise terminal development, ii) a new waterfront park known as Brannan Street Wharf, and iii) a 14 acre mixed-use development area located at Pier 70 in the Southern Waterfront.

Education

Elementary and secondary public education is provided in the City 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 71 elementary school sites, 15 middle schools, 19 senior high schools, one adult education program and 28 State-funded preschool sites. The SFUSD currently sponsors 10 independent charter schools.

Colleges and Universities

Within the City, the University of San Francisco and California State University, 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.

APPENDIX C

**COMPREHENSIVE ANNUAL FINANCIAL REPORT
OF THE CITY AND COUNTY OF SAN FRANCISCO
FOR THE FISCAL YEAR ENDED JUNE 30, 2008***

* The Comprehensive Annual Financial Report may be viewed online or downloaded from the City Controller's website at <http://www.sfgov.org/controller>



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**CITY AND COUNTY OF
SAN FRANCISCO, CALIFORNIA**

**Comprehensive Annual Financial Report
Year ended June 30, 2008**



Prepared by:
Office of the Controller

**Ben Rosenfield
Controller**



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CITY AND COUNTY OF SAN FRANCISCO
COMPREHENSIVE ANNUAL FINANCIAL REPORT
YEAR ENDED JUNE 30, 2008

CITY AND COUNTY OF SAN FRANCISCO

COMPREHENSIVE ANNUAL FINANCIAL REPORT
YEAR ENDED JUNE 30, 2008

TABLE OF CONTENTS (Continued)

| | | |
|--|------|-------------|
| INTRODUCTORY SECTION | | Page |
| Controller's Letter of Transmittal | i | |
| Certificate of Achievement - Government Finance Officers Association | xi | |
| City and County of San Francisco Organization Chart | xiii | |
| List of Principal Officials | xiv | |
| FINANCIAL SECTION | | |
| Independent Auditor's Report | 1 | 104 |
| Management's Discussion and Analysis (Required Supplementary Information) | 3 | 109 |
| Basic Financial Statements: | | |
| Government-wide Financial Statements: | | |
| Statement of Net Assets | 24 | 110 |
| Statement of Activities | 26 | 125 |
| Fund Financial Statements: | | |
| Balance Sheet - Governmental Funds | 27 | 127 |
| Reconciliation of the Governmental Funds Balance Sheet to the Statement of Net Assets | 28 | 128 |
| Statement of Revenues, Expenditures, and Changes in Fund Balances - Governmental Funds | 29 | 129 |
| Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund Balances of Governmental Funds to the Statement of Activities | 30 | 134 |
| Budgetary Comparison Statement - General Fund | 31 | 137 |
| Statement of Net Assets - Proprietary Funds | 34 | |
| Statement of Revenues, Expenses, and Changes in Fund Net Assets - Proprietary Funds | 36 | |
| Statement of Cash Flows - Proprietary Funds | 38 | |
| Statement of Fiduciary Net Assets - Fiduciary Funds | 40 | |
| Statement of Changes in Fiduciary Net Assets - Fiduciary Funds | 41 | |
| Notes to the Basic Financial Statements: | | |
| (1) The Financial Reporting Entity | 42 | 142 |
| (2) Summary of Significant Accounting Policies | 44 | 142 |
| (3) Reconciliation of Government-wide and Fund Financial Statements | 56 | 142 |
| (4) Budgetary Results Reconciled to Results in Accordance with Generally Accepted Accounting Principles | 60 | 143 |
| (5) Deposits and Investments | 62 | 148 |
| (6) Property Taxes | 72 | 149 |
| (7) Capital Assets | 74 | 150 |
| (8) Bonds, Loans, Capital Leases and Other Payables | 81 | 153 |
| Required Supplementary Information: | | |
| Employees' Retirement System - Schedule of Funding Progress | | 156 |
| California Public Employees' Retirement System - Schedule of Funding Progress | | 167 |
| Other Postemployment Benefits for City Employees - Schedule of Funding Progress | | 172 |
| Combining Financial Statements and Schedules: | | |
| Nonmajor Governmental Funds | | 173 |
| Combining Balance Sheet - Nonmajor Governmental Funds | | 174 |
| Balances - Nonmajor Governmental Funds | | 176 |
| Combining Statement of Revenues, Expenditures, and Changes in Fund Balances - Nonmajor Governmental Funds - Special Revenue | | 177 |
| Balances - Nonmajor Governmental Funds - Special Revenue | | 178 |
| Combining Schedule of Revenues, Expenditures, and Changes in Fund Balances - Budget and Actual - Budget Basis - Special Revenue Funds | | 181 |
| Schedule of Expenditures by Department - Budget and Actual - Budget Basis - Special Revenue Funds | | 182 |
| Combining Balance Sheet - Nonmajor Governmental Funds - Debt Service | | 183 |
| Combining Statement of Revenues, Expenditures, and Changes in Fund Balances - Nonmajor Governmental Funds - Debt Service | | 184 |
| Balances - Budget and Actual - Budget Basis - Debt Service | | 185 |
| Combining Schedule of Revenues, Expenditures and Changes in Fund Balances - Budget and Actual - Budget Basis - Debt Service | | 186 |
| Combining Balance Sheet - Nonmajor Governmental Funds - Capital Projects | | 187 |
| Combining Statement of Revenues, Expenditures, and Changes in Fund Balances - Nonmajor Governmental Funds - Capital Projects | | 188 |
| Internal Service Funds | | |
| Combining Statement of Net Assets - Internal Service Funds | | |
| Combining Statement of Revenues, Expenses and Changes in Fund Net Assets - Internal Service Funds | | |
| Combining Statement of Cash Flows - Internal Service Funds | | |
| Fiduciary Funds | | |
| Combining Statement of Fiduciary Net Assets - Fiduciary Funds | | |
| Combining Statement of Changes in Fiduciary Net Assets - Fiduciary Funds | | |
| Combining Statement of Changes in Assets and Liabilities - Agency Funds | | |

TABLE OF CONTENTS (Continued)

| | Page |
|---|-------------|
| STATISTICAL SECTION | |
| Net Assets by Component – Last Eight Fiscal Years | 192 |
| Changes in Net Assets – Last Eight Fiscal Years | 194 |
| Fund Balances of Governmental Funds – Last Ten Fiscal Years | 196 |
| Changes in Fund Balances of Governmental Funds – Last Ten Fiscal Years | 198 |
| Assessed Value of Taxable Property – Last Ten Fiscal Years | 200 |
| Direct and Overlapping Property Tax Rates – Last Ten Fiscal Years | 201 |
| Principal Property Assessors – Current Fiscal Year and Nine Fiscal Years Ago | 202 |
| Property Tax Levies and Collections – Last Ten Fiscal Years | 203 |
| Ratios of Outstanding Debt by Type – Last Ten Fiscal Years | 204 |
| Ratios of General Bonded Debt Outstanding – Last Ten Fiscal Years | 205 |
| Legal Debt Margin Information – Last Ten Fiscal Years | 206 |
| Direct and Overlapping Debt | 207 |
| Pledged-Revenue Coverage – Last Ten Fiscal Years | 208 |
| Demographic and Economic Statistics – Last Ten Fiscal Years | 210 |
| Principal Employers – Current Year and Six Years Ago | 211 |
| Full-Time Equivalent City Government Employees by Function | 212 |
| Operating Indicators by Function | 213 |
| Capital Asset Statistics by Function – Last Ten Fiscal Years | 214 |



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January 30, 2009

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, 2008 (FY 2007-2008), with the independent auditor's report. The report is submitted in compliance with City Charter sections 2.115 and 3.105, and California Government Code Sections 25250 and 25253. The Office of the Controller prepared the CAFR in conformance with the principles and standards for financial reporting set forth by the Governmental Accounting Standards Board (GASB).

The City is responsible for the accuracy of the data and for the completeness and fairness of its presentation. The existing comprehensive structure of internal accounting controls in the City provides reasonable assurance that the financial statements are free of any material misstatements. I believe that the reported data is accurate in all material respects and that its presentation fairly depicts the City's financial position and changes in its financial position as measured by the financial activity of its various funds. I am confident that the included disclosures 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. The records have been audited by Macias Gini & O'Connell LLP and are presented in this CAFR. The CAFR also incorporates financial statements for San Francisco International Airport, the San Francisco Water Enterprise, Hetch Hetchy Water and Power, the Municipal Transportation Agency, the San Francisco Wastewater Enterprise, the Port of San Francisco, the City of San Francisco Market Corporation, the City and County of San Francisco Finance Corporation, the San Francisco County Transportation Authority, the City and County of San Francisco Health Service System, the San Francisco City and County Employees' Retirement System, and the San Francisco Redevelopment Agency.

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

Key CAFR 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 report on all City financial operations, and also include fund financial statements that present information for all City funds. The independent auditor's report on the Basic Financial Statements is also included.

The financial statements of several enterprise activities and of all component units of government are included in this CAFR. Some component units' financials are blended with the City's, such as: the San Francisco County Transportation Authority, the San Francisco Finance Corporation, and the San Francisco Parking Authority. The reason for this is that the primary government is financially accountable for the operations of these agencies. In other instances, namely, for the San Francisco Redevelopment Agency and the Treasure Island Development Authority, financial reporting is shown separately.

Introductory Section

- Controller's Letter of Transmittal
- Certificate of Achievement – Government Finance Officers Association
- City and County of San Francisco Organization Chart
- List of Principal Officials



Supplemental combining statements and schedules for non-major governmental funds, internal service funds and fiduciary funds are also presented in the financial section.

The **Statistical Section** includes up to ten years of historical financial data and miscellaneous social and economic information that conforms to GASB standards for reporting—Statement No. 44. This section may be of special interest to prospective investors in our bonds.

Profile of San Francisco's Government

The City and County of San Francisco was established by Charter in 1850, and is the only legal subdivision of the State of California with the governmental powers of both a city and a county. The City's legislative power is exercised through a Board of Supervisors, while its executive power is vested upon a Mayor and other appointed and elected officials. Key public services provided by the City include public safety and protection, public transportation, construction and maintenance of all public facilities, water, parks, public health systems, social services and planning. The heads of most of these departments are appointed by the Mayor and advised by commissions and boards appointed by City elected officials.

Elected officials include the Mayor, Members of the Board of Supervisors, Assessor-Recorder, City Attorney, District Attorney, Public Defender, Sheriff, Superior Court Judges, and Treasurer. Since November 2000, the eleven-member Board of Supervisors has been elected through district elections. The eleven district elections are staggered for five and six seats at a time, and held in even-numbered years. Board members serve four-year terms and vacancies are filled by Mayoral appointment.

San Francisco's Budgetary Process

The City adopts annual budgets for all governmental funds and typically 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, and the department level and fund is 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 Economy: Outperforming the State

San Francisco's economy outperformed most other jurisdictions in California, and the State itself, during fiscal year 2007-2008. Since June 30, 2008, the rate of economic growth has slowed, and in several sectors actual losses versus the prior year have appeared. While unemployment remains well below that of the State, it increased to 6.6% by December 2008. Housing prices have also shown more significant declines, and after a strong first quarter of fiscal year 2008-2009, hotel room and occupancy rates decreased in November 2008.

To place San Francisco's economic performance in context, the State of California has seen a progressive deterioration in its economic performance since 2006. The clearest indication of this distress is the state's employment situation. During FY 2007-2008, California's unemployment rate rose by over one and one-half percentage points, from 5.3 percent (June 2007) to 7.0 percent (June 2008). By December 2008, it has risen to 9.3 percent.

The fundamental cause of the recession in California, as well as several other states in the United States, has been the downturn in the housing market. Housing prices in California have rapidly declined after more than a decade of double-digit annual appreciation.

Outside of San Francisco, this appreciation in housing prices was largely driven more by low-cost and widely-available home mortgages, than by a growth in incomes or any other fundamental indicator of housing demand. In particular, the proliferation of so-called sub-prime mortgages led to a great expansion in speculative home-building, and home-buying, in some areas of the state. Rising home prices also led to an expansion in home equity lines of credit, which also stimulated consumer spending and the retail sector in these areas.

Although San Francisco also experienced high levels of housing price appreciation for most of the past decade, there was a fundamental difference in the City's housing market and those in the fast-growing suburban areas of the state. Consequently, San Francisco's economy experienced a downturn much later than other parts of the state. While low mortgage rates certainly contributed to rising housing prices in San Francisco during the early years of the decade, the City has relatively few sub-prime mortgages, and its default rate on those mortgages has been far below the state average. During FY 2007-2008, San Francisco recorded 1,424 Notices of Default, which was only 0.4 percent of the state total of 389,138.² By contrast, San Francisco has approximately 2 percent of the state's population, suggesting a per capita default rate that was only one-fifth of the state average.

Furthermore, San Francisco's affluent population has been much less dependent on home equity lines of credit to supplement consumer spending, and the overall quality of consumer debt in San Francisco remains relatively strong. Finally, as a developed urban area, home building in San Francisco is a fairly expensive and time consuming process compared to suburban areas. Consequently, the City's rate of home construction has been comparatively low, and supply has arguably not kept pace with demand.

For these reasons, while San Francisco's housing prices have fallen, the rate of decline has been lower than the state average. Between June 2007 and June 2008, housing prices in California have fallen by an average of 16.2 percent, whereas in the San Francisco metropolitan division, they fell by only 5.9 percent during the same period.³ Since June 30, 2008, housing price declines have accelerated in both the state and the City, but the drops have remained lower in San Francisco.

At the time of writing, the sub-prime mortgage crisis has evolved into a broader credit crisis with economy-wide impacts far beyond the housing industry. Nevertheless, the historic resiliency of San Francisco's economy is likely to continue, suggesting a milder downturn locally than that experienced by either the state or nation. San Francisco's tax and fee revenues are similarly likely to be more stable than those of other jurisdictions.

It is, nevertheless, important to emphasize that San Francisco's strong economic performance during FY 2007-2008 is highly unlikely to continue throughout FY 2008-09. The credit crisis will likely affect the city's financial services and construction industries, in particular. Tourism has been a major source of strength, but a rising U.S. dollar and a global recession will lead to cutbacks in discretionary spending, including on tourism.

San Francisco's long-term economic fundamentals—the quality of its workforce, environment, technological base, and cultural amenities—are among the strongest of any city in the United States. These competitive advantages are likely to secure the City's continued prosperity during and after the economic recovery. Commercial property investors and developers agree; according to a recent report from the Urban Land Institute and PriceWaterhouseCoopers, San Francisco is the second best multifamily and office investment market in the country, ahead of New York, Washington D.C., San Jose, and Los Angeles.⁴ According to the same report, San Francisco leads the nation in residential and commercial development potential.

Key Economic Outcomes

Several aspects of San Francisco's recent economic performance over the past several years are discussed in more detail in the following sections.

Population: Continuing Recovery Since 2005

Since 2000, the California Department of Finance and the U.S. Census Bureau have released significantly different estimates of San Francisco's population. In 2007, for the first time since 2000, both sources indicated a rise in San Francisco's population over 2006 levels. The California Department of Finance reported the City's population at 824,525 as of January 1, 2008, a 1.5 percent increase over

2007. (U.S. Census figures for 2008 were not yet available at the time of publication, but the 2007 estimate of 764,976 was 2.8% higher than 2006).

Employment: Job Growth Rate Through March 2008 the 16th Highest in the U.S.

The wage and salaried employment base of San Francisco grew by 17,500 jobs between March 2007 and March 2008, the latest data available⁴. This 2.9 percent growth is the fastest rate of job increase since 1999-2000, and ranked San Francisco 16th in job growth among over 3,000 U.S. counties.⁵ San Francisco's recent job growth rate surpassed every other major county in the Bay Area.

Unemployment: Rising, but Far Below State Levels

San Francisco's average monthly unemployment rate for FY 2007-2008 rose to 4.6 percent, though the City remained far below the state's average monthly rate of 6.0 percent. Annual job growth remained positive in the San Francisco metropolitan division until December 2008, indicating that the rising unemployment could be partly caused by an in-migration of unemployed from nearby areas that have been harder-hit by the recession.

Bond Ratings: Moody's Upgrades San Francisco's General Obligation Bond Rating

The City's fiscal health remains strong, as reflected in investment grade bond ratings on the City's municipal debt. In August 2008, Moody's upgraded the City's general obligation bond rating to Aa2 and the rating outlook to Stable. Standard & Poor's and Fitch affirmed the City's general obligation bond ratings of AA and AA-, respectively. According to Moody's, "Among San Francisco's strengths were an above-average resident socioeconomic profile, a highly diverse and robust revenue base, an exceptionally strong balance sheet at close of fiscal year 2006-2007, and a moderate debt burden with relatively rapid, direct debt retirement."

San Francisco's Major Industries

San Francisco's economy is dependent on the global competitiveness of two sets of industry clusters: knowledge-based businesses centered around professional, financial, and information services, and experience-based businesses centered on tourism. San Francisco's continuing economic strength has been due to the competitiveness of these key elements of its economy, particularly in the tourism industry. In addition, a new set of emerging technology-based industries are diversifying the City's economy.

Financial, Professional, and Business Services: Local Growth in the Face of National Declines

The core of San Francisco's knowledge-based economy is its large downtown concentration of corporate headquarters, banks and financial services companies, and professional services such as law firms and consultants. The extraordinary strength of these industries is a significant source of San Francisco's current prosperity.

San Francisco's job growth rate is more than twice the national average

In March 2008, San Francisco held 188,064 jobs in financial activities and business and professional services⁶. As a group, employment in these industries grew at a 3.4 percent rate in San Francisco between March 2007 and March 2008, adding close to 6,000 jobs. Nationally, the same industries declined by a 0.2 percent rate during the same period. Later monthly data for San Francisco County is not available, but it is likely that that growth rates have significantly slowed since then.

Tourism and Hospitality: Hotel and Airport Data Remain Strong

The other major segment of San Francisco's economic base is the tourism and hospitality industry. Like the downtown office services, tourism has experienced a very strong recovery since the recession of the early 2000s. Even as tourism and associated retail spending has declined across the state and country,

San Francisco continued to see growth in its airport enplanements, hotel occupancy and daily rates, visitor spending and sales tax up until November, 2008.

Employment growth far outpacing the national average

There were 76,400 people working in arts, recreation, cultural services, accommodation, and food services in San Francisco at the end of 2007. This represents an increase of 2,600 jobs over CY 2006, for a 3.5 percent increase.¹ San Francisco's growth rate outpaced the national growth rate of 2.2 percent during that time.²

Visitor spending rose 5.7 percent in the past year

After a 0.4 percent increase in visitors between 2005 and 2006, the San Francisco Convention and Visitors Bureau (SFCVB) reported a 1.9 percent increase in San Francisco visitors between 2006 and 2007, with a total of 16.1 million visitors in 2007.³ These visitors spent an estimated \$8.2 billion in the City in 2007, a 5.7 percent increase in spending compared to 2006.

Hotel sector outperforming other areas

In line with the increasing number of visitors, the hotel sector continued its recovery, with both occupancy and average daily rate (ADR) increasing in FY 2007-2008, compared to the previous fiscal year. Hotels city-wide reported an ADR of \$192 in FY 2007-2008, an 8.7 percent increase from the prior fiscal year. During this same period, occupancy rates increased 2 percentage points, to 79 percent⁴. The hotel sector continued its strong performance until November 2008, at which point both occupancy and average daily rates began to show annual declines.

San Francisco International Airport: lower fees, more carriers and connections

San Francisco International Airport (SFO) also continued to experience rising usage during the past year. From July 2007 to June 2008, the airport served 36.7 million passengers, up 8.6 percent from the previous fiscal year. International passengers increased 5.9 percent over the prior year, emphasizing San Francisco's established role as an international business and leisure destination, as well as an expanding array of direct international connections. Domestic traffic increased nearly 10 percent over last fiscal year, largely due to three new low-cost carriers starting up SFO service in the past year (JetBlue, Virgin America and Southwest Airlines). In the early months of fiscal year 2008-2009, passenger growth has slowed and begun to show annual declines. International capacity should increase with the expansion of several international airline routes, including Aer Lingus' nonstop service between Dublin and SFO, Cathay Pacific Airways expansion of its SFO-Hong Kong route, several Indian airlines gearing up for service, including Kingfisher, and Dubai-based Emirates Airlines, which began non-stop daily service from Dubai to SFO on the new Airbus A380 in December 2008.

Port of San Francisco: complementing the City's tourism industry

The Port of San Francisco is a major west coast cruise ship destination. Passenger boardings, which increased significantly in recent years (nearly doubling between 2003 and 2006 to 223,605 passengers), saw a decline to about 185,000 passengers in 2007.

Retail sales growth outperforms the state

Retail sales are closely tied to the visitor industry in San Francisco. Sales growth was a strong 3.2 percent in FY 2007-2008, evidence of the strong tourism sector and overall economy during the fiscal year. San Francisco's positive gains are running counter to the State and most other Bay Area cities, which experienced flat or negative year-over-year growth. San Francisco's status as a destination city and a strong tourism sector contributed to this retail attraction.

Emerging Technology Industries

Information and digital media

Since the mid-1990s, the information sector⁵—consisting of software products, traditional and internet-based media publishing, film, music, digital media, and television—has emerged as an important component of San Francisco's economic base. The sector has fully recovered from the recession, posting

a 0.7 percent growth rate between March 2007 and March 2008. In March 2008, San Francisco had 19,322 jobs in the information sector, according to the U.S. Bureau of Labor Statistics.

Many information and digital media businesses have moved or expanded in San Francisco in the past year, including: LinkedIn, the social networking site, which opened a satellite office in the financial district in July; Meraki, a wireless networking firm, moved its headquarters from Mountain View bringing about 30 workers; and, Zinio Systems, which provides digital versions of magazines on the web, expanded its San Francisco footprint by 50%. Finally, in late 2007, Microsoft expanded its San Francisco presence when it relocated into 92,000 square feet in the Mid-Market area.

Clean Technology

Several early-stage clean technology firms have located in San Francisco in the past year, including: Potenco, a clean energy firm which hopes to bring clean and cheap energy to Third World countries with its people-powered "pull-cord generators"; Trina Solar, a leading Chinese manufacturer of solar photovoltaic products; Kaco Solar, a German-based company which makes inverters for solar power systems, expanded in the Presidio, and Suntech America, the China-based solar manufacturer which chose San Francisco for its North American headquarters in late 2007, expanded its workforce in 2008.

Biotechnology

Recombinant genetic engineering, the central innovation that created the biotechnology industry, was co-invented by a researcher at the University of California, San Francisco in the 1970s. Between UCSF, Stanford University, the University of California at Berkeley, and other local research institutions, the Bay Area is the leading biomedical research region in the world. The region is also home to many of the world's largest biotechnology companies, and also leads the world in venture capital investment in biotech.

Until recently, however, few biotechnology companies were located in San Francisco itself. This has begun to change with the growth of the Mission Bay redevelopment area. Mission Bay now houses a new UCSF campus, and growing amounts of lab and incubator space for researchers and start-up companies.

Significant activity by businesses in this sector include Sirta Therapeutics, which expanded into 40,000 square feet at 1700 Owens Street, a speculative building in Mission Bay that is now fully leased. Merck Pharmaceuticals bought Sirta for \$1.1 billion in 2006, bringing a global player into the heart of the City's biotech cluster. The world's largest drugmaker, Pfizer Inc. made its first play in Mission Bay in mid-2008 with an equity investment and drug-discovery deal with Five Prime Therapeutics Inc., which relocated its headquarters from South San Francisco in late 2004. Pfizer then announced it will move about 100 employees, including the headquarters of its new Biotherapeutics and Bioinnovation Center (or BBC), into a new structure in Mission Bay in 2010. FibroGen will relocate its corporate headquarters from South San Francisco to a new 450,000 square foot laboratory building in Mission Bay, bringing 250 employees by year-end, making it the largest biotech company to date to commit to the City.

As Mission Bay continues to develop, it is expected that San Francisco's biotechnology industry will continue to grow.

Key Economic Foundations and Government Initiatives

San Francisco's industry competitiveness and overall prosperity are underpinned by a number of local economic foundations that benefit City businesses, ranging from its real estate and transportation infrastructure, to its quality of life and business climate. In many different areas, the City government is taking steps to strengthen these advantages, and thereby helping to secure the City's continued prosperity. Some important initiatives are described in the sections that follow.

Housing and Commercial Development

San Francisco continued to make significant progress in developing new residential, commercial, and transportation infrastructure in FY 2007-2008.

Housing: continuing investment, and planning for future growth

The Mayor's 15/5 initiative (15,000 new units in five years) is addressing San Francisco's chronic housing shortage. In calendar year (CY) 2007, 2,567 housing units were constructed, indicating the continuing strength of San Francisco's housing market in the face of the national downturn. Another 1,969 units have been constructed in the first half of 2008, with 1,412 units authorized for construction. This totals 12,600 units authorized for construction and 8,300 completed in the past 3 1/2 years, making the Mayor's 15/5 goal well within reach.

Also in CY 2007, the Planning Department entitled 2,612 new residential units, down from previous years. These entitlements are laying the groundwork for strong housing production in the next few years. In total, there are about 54,000 residential units in various stages of planning, including the redevelopment of the former Naval Shipyard at Hunters Point, and the former Naval Station at Treasure Island.

Office and Retail: declining vacancy, rising rents, more green buildings

The office market also continued its recovery in FY 2007-2008, with the vacancy rate declining from 11.4 percent in the third quarter of 2007 to 10.2 percent in the second quarter of 2008. During the same period, office rental rates increased 6.5 percent to \$50.98 as of the second quarter of 2008. In addition, the market experienced about 750,000 square feet of net absorption during this time period. Office developers took advantage of this strong market: in FY 2007-2008 there was 1.4 million square feet of commercial space under construction, including a 33-story office tower at 555 Mission Street, the first high-rise office completed in San Francisco in five years.

Real estate investors have confidence in the City as well: more than half of downtown's office inventory traded hands in 2006 and 2007. However, the transaction pace has slowed dramatically: as of June 2008, there had been about \$1.5 billion in sales, compared to \$6.1 billion in sales in 2007. The slowing pace is due to tightening credit markets and the fact that much of the City's office inventory recently sold.

Treasure Island: a pioneering model for urban sustainable development

Over the last year, a forward-thinking plan for Treasure Island has emerged. By leveraging private capital and the City's entitlement power, the City will transform a closed military base into one of the greenest, most sustainable development projects in U.S. history, elements of which include a system of storm-water treatment wetlands, rigorous "green" building standards and maximization of renewable energy. The Treasure Island Plan will add 6,000 new residential units, including 1,800 at below market rate. In addition, without using any General Fund monies, a vibrant mixed-use commercial district, including 250,000 square feet of retail and commercial space, 450 hotel rooms, entertainment venues and cultural exhibitions, and a 300-acre park in the middle of San Francisco Bay will be created.

Bayview and Hunters Point: environmental restoration and economic development

A similar opportunity exists along San Francisco's southern waterfront, at Candlestick Point and the Hunters Point Shipyard. Current plans include up to 10,000 housing units, permanent artist studios, over 2,000,000 square feet of research and development space targeted to digital arts, green technology and biotech, and over 350 acres of open space and waterfront park land. A new 49ers stadium could be an element of that revitalization effort; plans are proceeding with, and without, a stadium alternative. Revitalizing these unique waterfront sites will create badly-needed jobs, affordable housing and parks and open space for the Hunters Point community, and the broader region.

On June 3, 2008 City voters overwhelmingly approved Proposition G, supporting the combined Hunters Point Shipyard Candlestick Point redevelopment project, affirming the actions of both the Redevelopment Agency Commission and the Board of Supervisors, who in mid-2007 endorsed the conceptual framework to plan for an integrated, mixed-use project in the southeast corner of the City. In addition, the Navy's

cleanup and transfer of the Shipyard parcels to the City are speeding up: the latest federal appropriation contained \$82 million for Navy cleanup at Hunters Point Shipyard - a 33% increase over what the government has committed annually over the past several years.

Transportation Infrastructure

San Francisco's ongoing growth and economic development is raising demand for transportation and creating a need for new investment. This growth is being experienced across all modes, including bus, rail, air, and water. Nevertheless, San Francisco is actually experiencing improving surface transportation performance, despite its growing population and strong economy.

The Transbay Transit Center: a Grand Central Station of the West

In 2006, the Transbay Transit Center project obtained Federal and State environmental approvals. The Center will initially feature an expanded terminal for buses to and from surrounding counties, and is planned to include a terminal for commuter rail from San Mateo County, high speed rail from Southern California, and pedestrian connections to the City's MUNI Metro, and Bay Area Rapid Transit (BART) subways.

The Transbay Center will include a mixed use Transit Tower, whose development will fund much of the transit infrastructure. That project's design and development competition resulted in five teams responding, including some of the world's most prominent architects and developers. In May 2008, the Transbay Joint Powers Authority Board of Directors officially agreed to hire Pelli Clarke Pelli Architects and its partner Hines to design the proposed Transbay Transit Center.

The Transbay Center is a singular expression of transit-oriented development. It includes plans for very tall nearby buildings that will effectively shift the heart of downtown, and create the "Grand Central Station of the West". The Center will be critical for the future of the local and regional economy. Rising freeway congestion in the Bay Area make it critical for the region to have the ability to rapidly bring large numbers of workers into a transit-accessible employment center. Downtown San Francisco can serve this function better than any other area in California, and the Transbay Center will significantly strengthen this capacity.

San Francisco International Airport: planned capital improvements

Anticipating a rise in air travel, San Francisco airport commissioners gave the green light to reopening the airport's former international wing, Terminal 2. SFO expect to spend \$383 million renovating the terminal thereby expanding the gate capacity for domestic airlines by 25 percent. Terminal 2, has been closed since 2000 when SFO finished construction of its \$2.85 billion international terminal. Plans to reopen Terminal 2 as a domestic facility were grounded when air travel slowed following the 2001 terrorist attacks and a softening economy. Virgin America already confirmed as the first tenant of Terminal 2.

Quality of Life

In recent years the City has added a number of new attractions that are largely supported by out-of-town visitors, but give residents a wealth of recreational and cultural opportunities they would not have elsewhere. The quality of life generated by these opportunities, in turn is vital to developing the highly-skilled creative talent pool that fuels the City's knowledge sector. Thus a high quality of life is not simply an indicator of successful economic development in San Francisco—it is a prerequisite for continuing economic development.

New museums broaden San Francisco's tourism appeal and improve the quality of life

Several museums recently opened or are currently in the works, broadening the base of cultural amenities for both visitors and residents alike. Chief among them is the new California Academy of Sciences in Golden Gate Park. Renzo Piano's 410,000-square foot facility, across from the de Young Museum, has an undulating living roof covered with plants; this and other green building features earned the museum LEED platinum status when it opened in September 2008. In June 2008, the Contemporary

Jewish Museum opened its new 63,000-square-foot Daniel Libeskind-designed facility in the heart of downtown San Francisco's Yerba Buena cultural district.

Designs for the San Francisco Museum and Historical Society's development of the historic Old Mint building are nearing completion; a third of the \$90 million fundraising goal has been met. Doris and Donald Fisher, co-founders of The Gap, plan to build a 100,000-square-foot Contemporary Art Museum of the Presidio to display their collection of contemporary art. Construction of the Walt Disney Family Museum and Library on the Presidio's Main Post started in September 2007 and is expected to open to visitors in September 2009. Finally, the renowned science museum The Exploratorium has started an environmental impact review for its anticipated move from the Palace of Fine Arts to Piers 15-17, a move that would allow the museum to double its footprint to 200,000 square feet.

Building a greener and more livable city

Several initiatives were started or expanded this year to provide for a cleaner and greener San Francisco to enhance both the visitor and resident experiences. The Livable City Initiative was expanded in order to green City streets and help define the unique characteristics of each neighborhood. The City has secured \$8 million dollars in federal and local funds to begin major streetscape improvements, including planting trees, improving median strips, repaving sidewalks, replacing street lamps. In addition to these streetscape improvements, 5,000 trees were planted in 2006, and another 5,000 are planned for the next 12 months.

Another successful tool to improve the City's neighborhood commercial corridors is the creation of more Community Benefit Districts (CBDs). Neighborhood groups and merchant associations now have the ability to form these CBDs to expand daily street cleaning, plant new trees, sponsor neighborhood festivals, provide new signage, and make other improvements.

Governance: Expanding the City's Enterprise Zone

In 2007, San Francisco expanded its enterprise zone along the eastern edge of the City, allowing potentially thousands more businesses to apply for millions of dollars in state tax breaks, including hiring tax credits, tax credits for purchasing machinery, and the ability to carry over operating losses from previous tax years. In 2008, the City strengthened its Enterprise Zone program to increase its utilization by (1) removing the requirement that a new job be created and, (2) expanding the list of qualifications to remove more barriers to employment.

Award

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, 2007. This was the twenty-sixth consecutive year (fiscal years ended June 30, 1982 – 2007) 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.

Acknowledgements

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 & O'Connell 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,


Ben Rosenfield
Controller

¹ Source: California Employment Development Department, Labor Market

² Source: DataQuick.

³ Source: Office of Federal Housing Enterprise Oversight Housing Price Index. The San Francisco Metropolitan Division includes San Francisco, San Mateo, and Marin counties.

⁴ *Emerging Trends in Real Estate 2009*, Urban Land Institute and PriceWaterhouseCoopers

⁵ Source: U.S. Bureau of Labor Statistics, Quarterly Census of Employment and Wages.

⁶ Including NAICS codes 52, 53, 54, 55, and 56. Source: Bureau of Labor Statistics.

⁷ Source: San Francisco Convention and Visitor Bureau, *Visitor Industry Economic Impacts, 2007*.

⁸ Source: PKF Consulting.

⁹ NAICS 51.

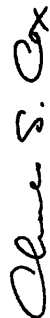
Certificate of Achievement for Excellence in Financial Reporting

Presented to
City and County
of San Francisco
California

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended
June 30, 2007

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.

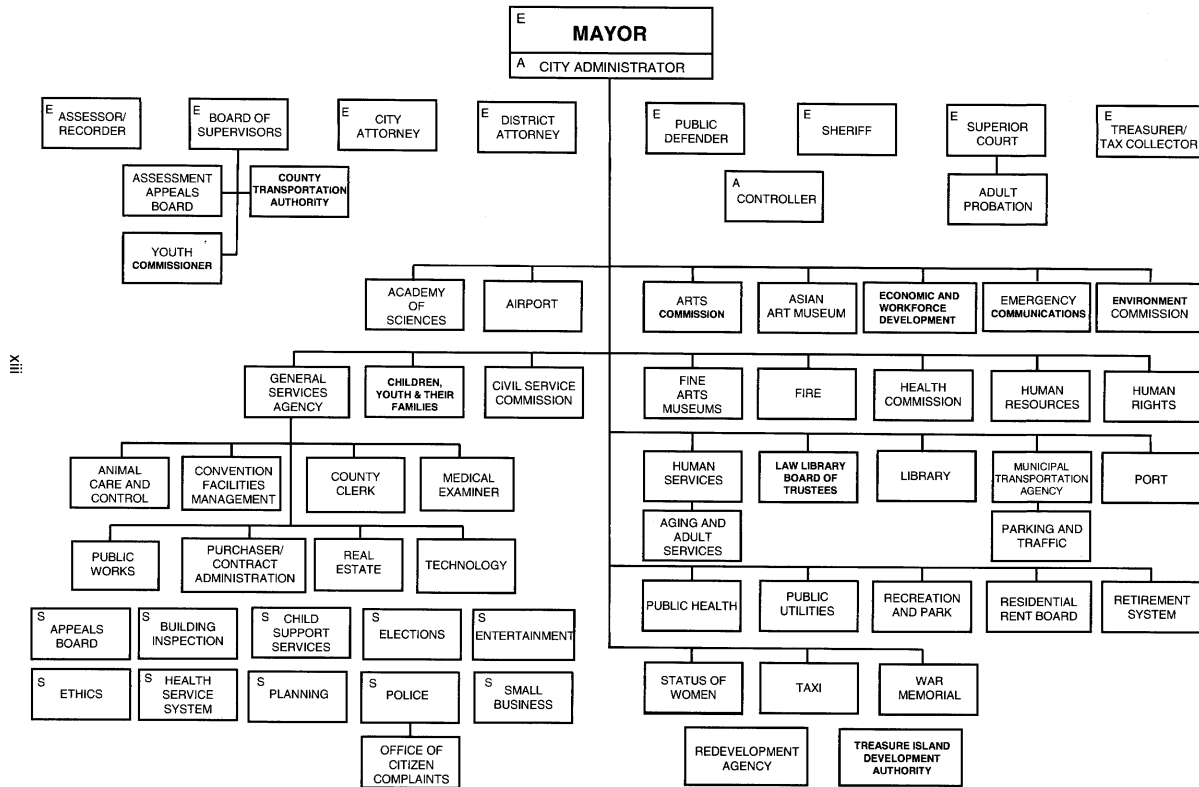



President


Executive Director

City and County of San Francisco Organization Chart

(As of June 30, 2008)



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



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CITY AND COUNTY OF SAN FRANCISCO

List of Principal Officials As of June 30, 2008

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 | Carmen Chu |
| Supervisor | Sophie Maxwell |
| Supervisor | Jake McGoldrick |
| Supervisor | Ross Mirkarimi |
| Supervisor | Gerardo Sandoval |
| Supervisor | Phil Ting |
| Assessor/Recorder | |
| City Attorney | Dennis J. Herrera |
| District Attorney | Kamala D. Harris |
| Public Defender | Jeff Adachi |
| Sheriff | Michael Hennessey |
| Superior Courts | |
| Presiding Judge | Judge David L. Ballati |
| Treasurer/Tax Collector | José Cisneros |

APPOINTED OFFICIALS

| | |
|--|------------------------------|
| City Administrator | Edwin M. Lee |
| Controller | Benjamin Rosenfield |
| | |
| Airport | John L. Martin |
| Appeals Board | Victor Pacheco (acting) |
| Arts Commission | Luis Cancel |
| Asian Art Museum | Jay Xu |
| Board of Supervisors | Angela Calvillo |
| Assessment Appeals Board | Dawn Duran |
| County Transportation Authority | José Luis Moscovich |
| Building Inspection | Isam Hasenin |
| California Academy of Sciences | Gregory C. Farrington, Ph.D. |
| Child Support Services | Karen M. Royle |
| Children, Youth and Their Families | Margaret Brodtkin |
| Civil Service | Anita Sanchez |
| Economic and Workforce Development | Michael Cohen |
| Elections | John Armitz |
| Emergency Management | Vicki Hennessey (acting) |

CITY AND COUNTY OF SAN FRANCISCO

DEPARTMENT DIRECTORS/ADMINISTRATORS (Continued)

| | |
|---|---------------------------|
| Entertainment | Robert Davis |
| Environment | Jared Blumenfeld |
| Ethics | John St. Croix |
| Fine Arts Museums | John E. Buchanan, Jr. |
| Fire | Joanne Hayes-White |
| General Services Agency | |
| Animal Care and Control | Carl Friedman |
| Convention Facilities Management | John Noguichi |
| County Clerk | Karen Hong Yee |
| Medical Examiner | Amy P. Hart, M.D. |
| Public Works | Ed Reiskin |
| Purchaser/Contract Administration | Naomi Kelly |
| Real Estate | Amy L. Brown |
| Department of Technology | Chris Vein |
| Health Service System | Bart Duncan |
| Human Resources | Mick Callahan |
| Human Rights | Chris Iglesias |
| Human Services | Trent Rohrer |
| Aging and Adult Services | Anne Hinton |
| Juvenile Probation | William P. Siffermann |
| Law Library Board of Trustees | Marcia Bell |
| Library | Luis Herrera |
| Municipal Transportation Agency | Nathaniel P. Ford, Sr. |
| Parking and Traffic | Bond M. Yee |
| Planning | John Rahaim |
| Police | Heather Fong |
| Office of Citizen Complaints | Joyce M. Hicks |
| Port | Monique Moyer |
| Public Health | Mitchell H. Katz, M.D. |
| Public Utilities | Edward Harrington |
| Recreation and Park | Yoni Agunbiade |
| Residential Rent Board | Delene Wolf |
| Retirement System | Clare M. Murphy |
| Small Business | Braja Norris |
| Status of Women | Emily Murase |
| Superior Court | Gordon Park-Li |
| Adult Probation | Patrick Boyd |
| Taxi | Jordanna Thigpen (acting) |
| War Memorial | Elizabeth Murray |

DISCRETELY PRESENTED COMPONENT UNITS

| | |
|---|----------------|
| Redevelopment Agency | Fred Blackwell |
| Treasure Island Development Authority | Miran Saez |

Financial Section

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



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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 (City), as of and for the year ended June 30, 2008, 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, San Francisco Water Enterprise, San Francisco Water and Power, San Francisco Municipal Railway, the Parking Garage Corporations, San Francisco Wastewater Enterprise, Port of San Francisco, 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/additions as of and for the year ended June 30, 2008.

| Opinion Unit | Assets | Net Assets/ Fund Balances | Revenues/ Additions |
|---|--------|------------------------------|------------------------|
| Governmental activities | 2% | 12% | 0% |
| Business-type activities | 94% | 91% | 69% |
| Discretely presented component units | 100% | 97% | 95% |
| Municipal Transportation Agency enterprise fund | 97% | 100% | 71% |
| Aggregate remaining fund information | 91% | 94% | 4% |

Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinions, insofar as they relate to the amounts included for those entities, are based solely on the reports of the other auditors. The prior year partial and summarized comparative information has been derived from the City's 2007 basic financial statements and, in our report dated December 21, 2007, 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 the 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, 2008, and the respective changes in financial position, and, where applicable, cash flows 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 basic financial statements, effective July 1, 2007, the City adopted the provisions of Governmental Accounting Standards Board (GASB) Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, and Statement No. 50, *Pension Disclosures - an Amendment of GASB Statements No. 25 and No. 27*.

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 basic financial statements for the year ended June 30, 2007, 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 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 in the audit of the basic financial statements and, accordingly, we express no opinion on them.

Macias Gini & O'Connell LLP
Certified Public Accountants

Walnut Creek, California
January 30, 2009

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, 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 (SFO or Airport), Port of San Francisco (Port), San Francisco Water Enterprise (Water), Hetch Hetchy Water and Power (Hetch Hetchy), Municipal Transportation Agency (MTA), Laguna Honda Hospital, San Francisco General Hospital Medical Center, and the San Francisco Wastewater Enterprise (Wastewater), 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 and other postemployment 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 and other postemployment benefits.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

Net Assets June 30, 2008 (in thousands)

| | Governmental activities | | Business-type activities | | Total |
|---|-------------------------|--------------|--------------------------|--------------|--------------|
| | 2008 | 2007 | 2008 | 2007 | |
| Assets: | | | | | |
| Current and other assets..... | \$ 1,905,426 | \$ 2,034,379 | \$ 2,109,649 | \$ 2,096,272 | \$ 4,015,075 |
| Capital assets..... | 2,931,077 | 2,900,769 | 8,867,534 | 8,867,534 | 11,768,303 |
| Total assets..... | 4,836,503 | 4,935,148 | 11,258,043 | 10,963,806 | 16,094,546 |
| Liabilities: | | | | | |
| Noncurrent liabilities outstanding..... | 2,324,641 | 2,201,025 | 5,558,339 | 5,529,934 | 7,882,980 |
| Other liabilities..... | 926,806 | 863,112 | 851,355 | 724,608 | 1,778,161 |
| Total liabilities..... | 3,251,447 | 3,064,137 | 6,409,694 | 6,254,542 | 9,561,141 |
| | | | | | 7,330,959 |
| | | | | | 1,587,720 |
| | | | | | 9,318,679 |
| Net assets: | | | | | |
| Invested in capital assets..... | 1,436,842 | 1,454,614 | 3,935,008 | 3,795,006 | 5,371,850 |
| net of related debt..... | 430,843 | 421,904 | 349,136 | 349,136 | 779,979 |
| Restricted..... | (281,897) | (14,448) | 491,437 | 567,122 | 229,540 |
| Unrestricted (deficit)..... | \$ 1,585,056 | \$ 1,871,011 | \$ 4,848,349 | \$ 4,711,264 | \$ 6,433,405 |
| Total net assets..... | | | | | \$ 6,582,275 |

Analysis of Net Assets

Net assets may serve as a useful indicator of the government's financial position. At the end of fiscal year 2007-2008, the City's total net assets exceeded liabilities by \$6.43 billion.

The largest portion of the net assets reflects the City's \$5.37 billion investment in capital assets (e.g. land, buildings, and equipment) less any outstanding debt related to the acquisition of these assets. This is 83.5 percent of the City's total net assets, a 2.3 percent increase over the prior year, and is largely due to growth in net capital assets at the MTA, Water, Wastewater, Laguna Honda Hospital, and General Hospital, which are business-type activities of the City. Since the government uses capital assets to provide services, these assets are not available for future spending. Further, the resources required to pay the debt related to these assets must come from other sources since the capital assets themselves cannot be liquidated to pay that liability.

Another portion of the City's net assets, \$832.0 million (12.9 percent) represents restricted resources that are subject to external limitations regarding their use. The remaining balance of \$229.5 (3.6 percent) reflects unrestricted net assets that may be used to meet the government's ongoing obligations to citizens and creditors. Combined, these two components of net assets totaled 16.5 percent at the end of the current fiscal year, or 20.3 percent less than the prior year. This change is due to increases in capital assets and expenses.

The government as a whole, and the business-type activities reported positive balances in all categories of net assets at the end of this fiscal year. For governmental activities, the balance of unrestricted net assets has a \$261.9 deficit, due in large part to recognition of other postemployment benefit expense, in conformance and compliance with GASB Statement Number 45 requirements. For a fuller discussion, see Footnote 9(d).

Changes in Net Assets Year Ended June 30, 2008 (in thousands)

| | Governmental activities | | Business-type activities | | Total | |
|---|-------------------------|---------------------|--------------------------|---------------------|---------------------|---------------------|
| | 2008 | 2007 | 2008 | 2007 | 2008 | 2007 |
| Revenues | | | | | | |
| Program revenues | | | | | | |
| Charges for services..... | \$ 461,625 | \$ 382,489 | \$ 1,973,961 | \$ 1,822,047 | \$ 2,435,586 | \$ 2,204,536 |
| Operating grants and contributions..... | 926,089 | 927,256 | 181,725 | 183,301 | 1,107,814 | 1,110,557 |
| Capital grants and contributions..... | 36,079 | 50,479 | 152,511 | 150,080 | 188,590 | 200,559 |
| General revenues: | | | | | | |
| Property taxes..... | 1,168,511 | 1,126,992 | - | - | 1,168,511 | 1,126,992 |
| Business taxes..... | 396,026 | 337,592 | - | - | 396,026 | 337,592 |
| Other local taxes..... | 686,174 | 686,174 | - | - | 686,174 | 686,174 |
| Interest and investment income..... | 57,829 | 67,217 | 85,692 | 91,711 | 143,521 | 159,925 |
| Other..... | 24,939 | 30,046 | 239,244 | 218,184 | 255,183 | 251,220 |
| Total revenues..... | 3,746,168 | 3,612,911 | 2,608,639 | 2,469,304 | 6,354,806 | 6,072,215 |
| Expenses | | | | | | |
| Public protection..... | 1,020,457 | 861,689 | - | - | 1,020,457 | 861,689 |
| Public works, transportation and commerce..... | 342,411 | 309,035 | - | - | 342,411 | 309,035 |
| Human welfare and neighborhood development..... | 848,195 | 751,034 | - | - | 848,195 | 751,034 |
| Community health..... | 567,410 | 516,321 | - | - | 567,410 | 516,321 |
| General administration and finance..... | 397,433 | 200,547 | - | - | 397,433 | 200,547 |
| General City responsibilities..... | 250,295 | 194,693 | - | - | 250,295 | 194,693 |
| General City responsibilities..... | 80,897 | 67,948 | - | - | 80,897 | 67,948 |
| Unallocated interest on long-term debt..... | 97,694 | 94,060 | - | - | 97,694 | 94,060 |
| Airport..... | - | - | 651,581 | 624,832 | 651,581 | 624,832 |
| Transportation..... | - | - | 830,411 | 726,053 | 830,411 | 726,053 |
| Port..... | - | - | 67,465 | 61,937 | 67,465 | 61,937 |
| Water..... | - | - | 252,902 | 236,824 | 252,902 | 236,824 |
| Power..... | - | - | 109,438 | 95,020 | 109,438 | 95,020 |
| Hospitals..... | - | - | 812,389 | 714,349 | 812,389 | 714,349 |
| Sewer..... | - | - | 182,712 | 168,954 | 182,712 | 168,954 |
| Market..... | - | - | 1,052 | 1,061 | 1,052 | 1,061 |
| Total expenses..... | 3,554,792 | 3,085,347 | 2,907,888 | 2,629,030 | 6,462,670 | 5,714,377 |
| Increase/(decrease) in net assets before special items and transfers..... | 191,386 | 527,564 | (299,230) | (169,726) | (107,844) | 357,838 |
| Special items..... | - | - | (41,026) | (17,386) | (41,026) | (17,386) |
| Transfers..... | (477,341) | (451,171) | 477,341 | 451,171 | - | - |
| Change in net assets..... | (285,955) | 76,393 | 137,085 | 289,831 | (148,870) | 375,224 |
| Net assets at beginning of year..... | 1,871,011 | 1,794,618 | 4,711,264 | 4,472,433 | 6,582,275 | 6,207,051 |
| Net assets at end of year..... | \$ 1,585,056 | \$ 1,871,011 | \$ 4,848,349 | \$ 4,711,264 | \$ 6,433,405 | \$ 6,582,275 |

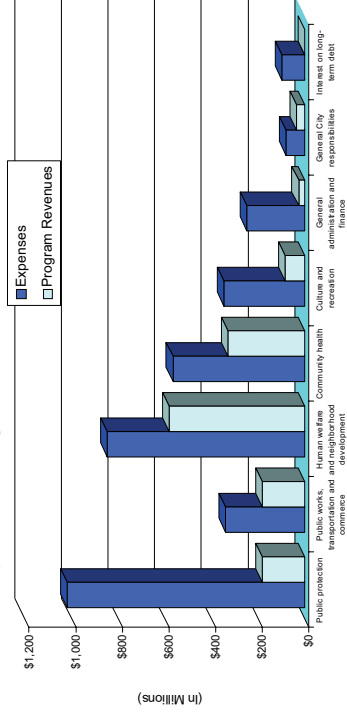
Analysis of Changes in Net Assets

The City's total net assets decreased by a total of \$148.9 million during fiscal year 2007-2008. The business-type activities realized net asset growth of \$137.1 million while the City's governmental activities reported a decrease of \$286.0 million. Six of the City's enterprises, including Laguna Honda Hospital, Water, Wastewater and MTA reported a combined total increase of \$173.1 million which was offset by decreases totaling \$36.0 million at the other business-type activities.

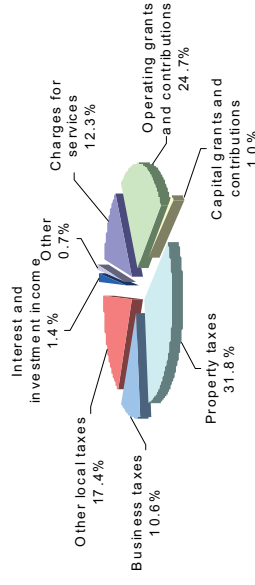
The City's governmental-type activities realized overall a 3.69 percent growth in total revenues with the more significant growth in revenues from property taxes, business taxes and charges for services offsetting declines from other sources. The City's governmental-type expenses also increased 15.2 percent this fiscal year. As noted above, an important component of this increase is the City's recognition this year of other postemployment benefit expense. In addition, growth in demand for the governmental services, personnel, labor and administrative costs was seen across functions. A

discussion of these and other changes is presented in the governmental activities and business-type activities sections that follow.

Expenses and Program Revenues - Governmental Activities



Revenues By Source - Governmental Activities



Governmental activities. Governmental activities decreased the City's total net assets by approximately \$286 million. Key factors contributing to this year's change are discussed below.

Overall, total revenues from governmental activities were \$3.75 billion, a \$133.3 million or 3.7 percent increase over the prior year. For the same period, expenses totaled \$3.55 billion before transfers of \$477.3 million, resulting in a total net asset decrease of \$286.0 million by June 30, 2008.

Revenues from property taxes grew \$62.5 million or 5.6 percent this year. This was primarily due to a 8.5 percent growth in assessed valuation in fiscal year 2007-2008 compared to fiscal year 2006-2007.

Business tax revenues also grew this year, realizing a \$58.4 million or 17.3 percent increase. Of this, \$11.7 million was due to increased collections of previously unidentified payroll taxes stemming from operational improvements in that function. The remaining increase, \$46.7 million, was related to moderate employment and wage growth in the sectors paying this tax. Notably, job growth in the professional and business services sectors was 4.5 percent in calendar 2007 compared to 2.3 percent overall.

Total revenues from hotel, sales, parking and utility users taxes totaled approximately \$566.8 million, a \$41.9 million increase over the prior year. Of this, hotel tax revenue rose \$24.8 million or 12.8 percent due primarily to an increase in hotel occupancy rates and a robust 8.7 percent average daily room rate increase. Sales taxes rose 3.3 percent or \$6.2 million and parking taxes improved by \$2.5 million, or 3.9 percent. In addition, an \$8.2 million increase in utility users tax stemmed from increases in natural gas prices and electricity rates, and growth in cellular phone use. During this same period, property transfer tax totaled \$86.2 million, a decline of \$57.8 million or 40.1 percent in real property transfer tax, a historically volatile revenue stream. This decrease was due to fewer large dollar commercial property sales as compared to the prior year when the City saw an unusual spike in those sales.

Total charges for services revenues reported significant increases this year, rising \$79.1 million, or 20.7 percent. The City's development impact fees contributed \$43.5 million or 55.0 percent to this growth due to an increase in construction of residential and commercial properties. Another \$6.7 million was due to improved estimates of uncollectible ambulance billings. The remaining \$28.9 million reflects growth in a range of governmental fee-based services including building permits, safety charges, inspection fees and others.

Interest and investment income revenue was down by \$28.3 million, 32.8 percent, due to decline in interest rates on the City's pooled investments from an average of 5.2 to 4.3 percent and lower daily cash balances during the fiscal year. In general, these returns reflect the City's concentration of investments in Treasury Bills and Notes and other short-term investments combined with the interest rate cuts made by the Federal Reserve. The Federal Funds rate was cut seven times during fiscal year 2007-2008, from 5.25 to 2.00 percent. At the end of the fiscal year, deposits and investments for governmental activities with the City Treasury were \$1.16 billion, a 13.9 percent decrease over the prior year.

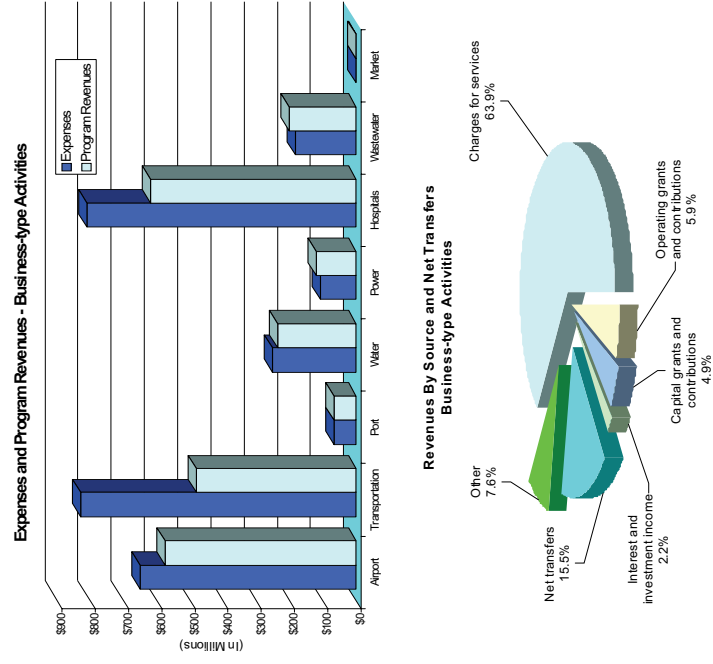
Revenues from capital grants and contributions totaled \$36.1 million this year compared to \$50.5 million last year. This \$14.4 million, 28.5 percent decrease was due largely to a \$21.1 million decline in state grants for streets, roads and park projects offset in part by \$2.6 million increase in earthquake safety grants and \$3.9 million for library capital program.

Net transfers to business-type activities were \$477.3 million, a 5.8 percent or \$26.2 million increase over the prior fiscal year. This includes an additional \$25.4 million to Laguna Honda Hospital, and \$4.8 million to San Francisco General Hospital associated with increased General Fund support; and a net decrease of \$11.2 million to MTA largely due to reduced capital and operation transfers from the San Francisco County Transportation Authority. In addition, the Airport's net transfers increased by \$2.5 and in the prior fiscal year (2006-2007) there was a one-time \$9.8 million net transfer from Water to governmental activities for a land sale. There was no such transfer in the current year.

The increase in total governmental expenses of \$469.4 million included an estimated \$164.8 million related to other postemployment benefit expenses. The City recorded this liability for the first time in fiscal year 2007-2008 to be in compliance with GASB Statement Number 45 which requires recognition of these liabilities. The remaining increase of \$304.6 million represents continued growth in demand for the government's services and the cost of living increase in the San Francisco Bay Area. Major components include \$74.0 million increases in police, fire and sheriff staffing levels and labor costs; an additional \$44.9 million in the human welfare and neighborhood services functions due to growth in medical and professional service contracts and a rise in labor and other administrative expenses; an \$11.0 million increase in cultural and recreational program expenses; an

\$11.6 million increase is related to an increased number of elections this year and new voting system expenses. In addition, \$26.4 million represents an increase of the City's Public Education Enrichment Fund expenses. This fund was established after San Francisco voters approved Proposition H in 2004, a local measure which increased the City's funding for certain public school programs for eleven years.

The charts on the previous page illustrate expenses and program revenues by functional area, and all revenues by source. As seen, public protection is the largest function (28.7 percent), followed by human welfare and neighborhood development (23.9 percent), community health (16.0 percent). General revenues are not shown by program or function because they are used to support activities citywide. The distribution of these revenues shows property tax (31.8 percent) as the single largest funding source, followed by operating grants and contributions (24.7 percent), other local taxes (17.4 percent), charges for services (12.3 percent), and business taxes (10.6 percent). This relative ranking is equivalent to the prior fiscal year and the actual percentage distributions showed only small differences. The largest change, for example, was in charges for services which accounted for 10.6 percent of funds last year compared to 12.3 percent this year.



Business-type activities increased the City's net assets by \$137.1 million. Key factors contributing to this improvement are:

- The Municipal Transportation Agency (MTA) had net assets of \$1.90 billion at the end of this fiscal year, a \$10.1 million increase for the period. The City's municipal railway, MUNI, accounts for 97.5 percent or \$1.86 billion of this. The remainder represents the combined net assets of the Department of Parking and Traffic and the Parking Authority. MUNI's net assets increased \$14.3 million, the result of \$717.8 million in total revenues and net transfers versus \$703.5 million in total expenses. Operating revenues from passenger fares grew by \$8.4 million due to increased ridership and revenues from advertising increased by \$7.1 million due to an improved transit shelter ad contract that began in December 2007. Federal and state capital contributions declined by a total of \$7.6 million; and net transfers rose \$9.9 million. Expenses increased by \$87.7 million, 14.2 percent over the prior year and approximately \$31.8 million of this increase represents MUNI's other postemployment benefit expense, recognized, in accordance with GASB Statement Number 45 as required, this year for the first time. Other personnel cost increases account for \$28.5 million. The remaining reflects increases in fuel costs, general administrative and depreciation expenses. This year, the City's General Fund total subsidy to MTA was \$204.1 million which consisted of \$154.6 million for MUNI and \$49.5 million for the Department of Parking and Traffic. This was a \$4.8 million and \$2.2 million increase, respectively, for each entity over the prior year.

- Laguna Honda Hospital, the City's skilled nursing care hospital, increased net assets by \$113.9 million or 42.3 percent this year, reflecting continued progress on construction of major new hospital complex. This increase is primarily related to a \$106.3 million transfer from the non-major governmental fund for the hospitals operating and capital activities. Laguna Honda Hospital also received a \$54.6 million subsidy transfer and a \$2.8 operating transfer offset by \$49.8 million in losses this year as compared to a \$26.6 million operating loss in the prior year.

- Hetch Hetchy operates San Francisco's water storage and power generating facilities in the Sierra Nevada Mountains and had total net assets of \$421.2 million at year's end, \$14.7 million or a 3.4 percent decrease over the prior year. The major factors for this slight decline are an increase in net operating income of \$27.0 million offset by the write-down of \$41.2 million of combustion turbine assets to reflect the agency's decision to end that project. On the operating side, total revenues were \$136.4 million, an increase of \$17.6 million due primarily to a \$11.6 million increase in electricity sales to the Modesto and Turlock Irrigation Districts and sales to other governments and City departments, plus a \$6.0 million increase in non-operating revenue. Total operating expenses were \$109.4 million, a \$14.4 million or 15.2 percent increase over the prior year. Increases in general, administrative and other operating expenses account for about \$9.3 million of this while the remainder is due to the net increase in power purchase costs of \$1.5 million and an increase of \$2.7 million in other postemployment benefit expenses.

- The City's Water Enterprise reported net assets of \$461.3 million, a \$22.8 million or 5.2 percent increase over the prior year. Since 2003, the enterprise has been engaged in a massive, multi-billion dollar, ten-year program to rebuild the City's water system. This year's \$193.8 million increase in net capital assets and the related use of \$181.5 of current assets, primarily cash restricted for this effort, reflects continued progress on this critical project, reported as a \$12.3 million growth in total assets. During this year, there was also a \$10.5 million net reduction in liabilities due largely to repayment of \$19.2 million in bond principal offset by the recognition of a \$15.0 million liability for other postemployment benefit expenses, consistent with the City's implementation of GASB Statement Number 45 this year.

- The City's Wastewater Enterprise had net assets of \$983.9 million at the end of this fiscal year, a \$24.7 million or 2.6 percent increase for the period. Total revenues for the year were \$207.5 million, a \$5.4 million or 2.7 percent increase over fiscal 2006-2007. This revenue growth included approximately \$11.5 million associated with an 8.0 percent rate increase, offset by a

decline of \$6.1 million in non operating, interest on investments, and other revenues. Total expenses increased by \$13.6 million due to personnel cost increases including \$5.7 million to reflect GASB Statement Number 45 other postemployment benefit expenses.

- The Airport's net assets were \$313.4 million at the end of fiscal year 2007-2008, representing only a small decrease, slightly more than one percent, over the prior year. This year, operating revenues totaled \$535.8 million, a \$31.8 million growth driven largely by a 8.4 percent growth in passenger enplanements. Aviation revenue increased \$9.9 million, concession revenues increased \$8.0 million and parking, transportation and net sales and service grew by a total of \$13.8 million. Total expenses increased by a net \$20.2 million due to personnel costs, repairs and maintenance and materials and supplies. As in all other City entities, the Airport's personnel related expenses included other postemployment benefits this year. The transfer from the Airport to the City's General Fund was \$25.9 million this year, a \$2.5 million growth over fiscal year 2006-2007.

As shown in the previous charts, the City's largest business-type activities, the MTA and the Airport, had total expenses of over \$800 million and \$600 million respectively, accounting for slightly more than 50 percent of all business-type activities. San Francisco's long term and acute care hospitals together also had total expenses over \$800 million. Together, these four enterprises make up 78.9 percent of total expense for business-type activities. As in the past, revenues from charges for services account for the largest share of funding for these 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 fund statements is to provide information on near-term inflows, outflows, and balances of resources available for future spending. Such information is useful in assessing the City's financing requirements. The 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.

At the end of the current fiscal year, the City reported combined ending governmental fund balances of \$971.7 million, a decrease of \$280.3 million over the prior year. While the City realized a growth in total governmental funds revenues, including growth in property and business tax revenues, the City also reported a decline in federal and state revenue and a decline in interest and investment income as discussed earlier. These factors, along with expenditures increasing at a faster rate than the net revenue gain contributed to the reduction in governmental funds combined ending fund balance.

Approximately \$55.0 million of the governmental funds balance represents 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, a measure of the fund resources already committed and not available for new spending. These commitments include support for (1) a General Fund "rainy day" reserve (\$117.8 million), (2) encumbrances for existing contracts and purchase orders (\$256.5 million), (3) funds continued for programs or projects in future fiscal years (\$463.9 million), and (4) assets not available for appropriation (\$31.2 million).

The General Fund is the chief operating fund of the City and had an unreserved fund balance of \$77.1 million and a total fund balance of \$405.6 million at the end of the fiscal year. For the year, the General Fund's total revenues exceeded expenditures by \$331.8 million, before transfers and other items of \$467.6 million. In the aggregate, the resulting total fund balance decreased by \$135.8 million for the fiscal year ended June 30, 2008. Overall, this was due to smaller than expected increase in revenues, particularly in real estate property transfer tax, grants and subventions, and an increased rate of expenditure growth due to growth in demand for services and personnel costs across City functions. These factors were partly offset by management controls on the General Fund expenditures put in place during the middle of this fiscal year.

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 this fiscal year, the unreserved fund balance of \$77.1 represents 3.2 percent of total General Fund expenditures of \$2.39 billion, and the total fund balance of \$405.6 million represents essentially 17.0 percent of that amount. At the end of the prior fiscal year, the General Fund's unreserved fund balance of \$141.0 million was 6.5 percent of total expenditures of \$2.16 billion, and the total fund balance represented approximately 25.1 percent of expenditure. This change also reflects the City's relatively higher use of budgetary use of balances and reserves in fiscal 2007-2008.

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 details.

At the end of the current fiscal year, the unrestricted net assets for the Airport were \$253.0 million, the Water Enterprise \$109.8 million, the Hetch Hetchy Water and Project were \$161.8 million, the Wastewater Program were \$42.0 million, and the Port were \$60.1 million. In addition, the MTA, the San Francisco General Hospital and Laguna Honda Hospital had deficits in unrestricted net assets of \$88.8 million, \$22.3 million and \$29.0 million, respectively.

The following table shows actual revenues, expenses and results of operations for the current fiscal year in the City's proprietary funds (in thousands). As seen here, the total net assets for these funds increased by approximately \$137.1 million. Reasons for this change are discussed in the previous section on the City's business-type activities.

| | Operating Revenues | Operating Expenses | Operating Income (Loss) | Non-Operating Revenues (Expense) | Capital Contributions Special Items, and Others | Interfund Transfers | Change In Net Assets |
|--------------------------------------|--------------------|--------------------|-------------------------|----------------------------------|---|---------------------|----------------------|
| Airport..... | \$ 535,771 | \$ 451,258 | \$ 84,513 | \$ (102,979) | \$ 41,000 | \$ (25,942) | (3,347) |
| Water..... | 234,216 | 223,052 | 11,164 | 11,595 | - | - | 22,759 |
| Hetch Hetchy..... | 119,855 | 109,436 | 10,419 | 16,586 | (41,224) | - | (14,689) |
| Municipal Transportation Agency..... | 257,241 | 827,183 | (569,942) | 235,654 | 107,509 | 236,744 | 10,065 |
| General Hospital..... | 419,405 | 603,350 | (183,945) | 62,698 | - | 103,261 | (17,989) |
| Wastewater Enterprise..... | 202,549 | 165,245 | 37,304 | (12,641) | - | - | 24,663 |
| Port..... | 64,898 | 66,813 | (2,315) | (839) | 4,140 | - | 989 |
| Laguna Honda Hospital..... | 138,762 | 206,268 | (69,506) | 19,695 | - | 163,728 | 113,917 |
| Market Corporation..... | 1,564 | 1,062 | 512 | 202 | - | - | 714 |
| Total..... | \$ 1,973,961 | \$ 2,655,657 | \$ (681,696) | \$ 239,955 | \$ 111,405 | \$ 477,341 | \$ 137,065 |

Fiduciary Funds

The City maintains fiduciary funds for the assets of the San Francisco Employee's Retirement System and Health Service System, and manages the investment of monies held in trust to benefit public service employees. At the end of the current fiscal year, the net assets of the Retirement System and Health Services System combined totaled \$15.9 billion, representing a \$1.14 billion decrease over the prior year, a 6.7 percent change. This decrease is essentially due to a decrease in the fair value of the Retirement System's investments. The Investment Trust Fund's net assets were \$538.4 million at year's end, compared to \$646.2 million at the end of the previous fiscal year. This 16.7 percent decrease represents an increase in withdrawals or distributions to external participants of the fund over additions in the current year.

General Fund Budgetary Highlights

The City's revised budget of \$3.4 billion includes \$422.5 million of budgetary revisions above the \$3.0 billion original budget. These revisions were made up of \$466.9 million in carry-forward appropriations for various programs and projects, \$16.6 million in supplemental appropriations approved during the fiscal year, offset by \$61.0 million in deappropriations of projects and reserves.

During the year, actual revenues and other resources were \$12.4 million less than budgeted. The City realized \$70.0 million more revenue than budgeted for property taxes, business taxes, other local taxes (excluding property transfer tax), licenses permits and franchises, fines forfeitures and penalties, rents and concessions, charges for services, and other resources. Those surpluses were

more than offset by a \$37.3 million shortfall in real property transfer tax, \$38.0 million shortfall in federal, state and other grants and subventions (linked to expenditure savings noted below), a \$4.3 million shortfall in interest and investment income, a \$1.6 million shortfall in charges for services, and a \$1.3 million shortfall in other financing sources, primarily proceeds from issuance of bonds and loans.

Differences between the final budget and the actual (budgetary basis) expenditures resulted in \$84.1 million in expenditure savings. Major factors include:

- \$43.3 million savings in the Human Services Agency, due largely to lower than budgeted client assistance costs and grants to community-based service organizations. These savings are partially offset by reductions in Human Service federal and state subvention revenues.
- \$15.2 million in savings due to close-out of unspent General Reserve not used for supplemental appropriation or other contingencies during fiscal year 2007-2008.
- \$12.6 million in savings on general administration and finance and other general city responsibilities.

An additional net \$33.3 million addition to budgetary reserves was provided by deappropriations of project carryforward budgets and unneeded reserves.

The net effect of expenditure savings and deappropriations of reserves and project expenditures exceeding revenue shortfalls was a positive unreserved budgetary fund balance available for subsequent year appropriation of \$105.1 million at the end of fiscal year 2007-2008. The City's fiscal year 2008-2009 Adopted Original Budget assumed an available balance of \$81.7 million, so an additional \$23.4 million remains available. (See also Note 4 to the Basic Financial Statements for additional fund balance details.)

Capital Assets and Debt Administration

Capital Assets

The City's capital assets for its governmental and business-type activities as of June 30, 2008, increased by \$311.2 million, 2.6 percent, to \$12.1 billion (net of accumulated depreciation). Capital assets include land, buildings and improvements, machinery and equipment, park facilities, roads, streets, and bridges. Governmental activities contributed \$30.3 million or 0.2 percent to this total while \$280.9 million or 2.4 percent was from business-type activities. Details are shown in the table below.

Capital Assets, Net of Accumulated Depreciation
(In thousands)

| | Business-Type Activities | | | Total |
|---------------------------------|--------------------------|--------------|--------------|---------------|
| | 2008 | 2007 | 2008 | |
| Land..... | \$ 151,917 | \$ 151,917 | \$ 195,722 | \$ 348,181 |
| Facilities and improvement..... | 2,188,543 | 2,108,289 | 6,042,922 | 8,303,536 |
| Machinery and equipment..... | 60,701 | 53,546 | 773,585 | 884,494 |
| Infrastructure..... | 281,329 | 281,179 | 794,180 | 1,075,509 |
| Property held under lease..... | - | - | 2,484 | 2,484 |
| Easements..... | - | - | 65,448 | 65,448 |
| Construction in progress..... | 249,587 | 325,828 | 1,194,252 | 1,442,839 |
| Total..... | \$ 2,831,077 | \$ 2,900,769 | \$ 8,867,534 | \$ 11,798,303 |

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

- Under governmental activities, net capital assets increased by \$30.3 million mainly due to the increase in construction-in-progress work at various park and recreational sites such as Academy of Science and Upper Noe Recreation Center, branch libraries, various street improvement and traffic signal upgrades. About \$173.4 million worth of construction-in-progress work was substantially completed and capitalized as facilities and improvement and infrastructure as appropriate. Of the completed projects, \$61.6 million is for the Juvenile Hall and approximately \$63.3 million for various Recreation Centers such as Ocean View, Joseph Lee and Moscone and various park improvement projects including the Golden Gate Park. The remaining completed projects includes public works and traffic signal projects.
- The Water Enterprise's net capital assets increased by \$193.7 million. Close to 57.8 percent, or \$112.0 million, of the change reflects the net increase in construction-in-progress on the enterprise's ten-year water system improvement project. This change includes a \$242.9 million increase in construction projects offset by \$121.3 million in transfers to facilities and improvements, \$1.7 million transfers to equipment, and \$7.9 million expensed for projects not continued. The increase included Sunset Reservoir North Basin and Standford Heights Reservoir Rehabilitation and Upgrade, East/West Transmission Main and others. Water System Improvement Program. The remaining net increase of \$81.8 million reflects the increase to facilities, improvements and equipment less increase to depreciation. Water had \$5.4 million in development costs and \$9.9 million in site acquisition as of June 30, 2008 for an office building located at 525 Golden Gate Avenue. The project was placed on hold in July 2008 to allow management to evaluate construction cost estimates and alternative course of action given current market conditions.
- MTA's net capital assets increased by \$31.3 million, was largely due to MUNI's purchase and modification of the passenger coaches, and completion of capital improvements at maintenance and other facilities. This totaled approximately \$38.3 million and was offset by an approximately \$7.0 million growth in depreciation expense for capital assets under Parking and Traffic and the Parking Garages.
- Laguna Honda Hospital's net capital assets increased by \$74.4 million due almost entirely to construction-in-progress on the capital project to rebuild the hospital. This work is principally funded by the Laguna Honda General Obligation Bonds.
- General Hospital's net capital assets increased by \$13.1 million, primarily due to the design and rebuild costs for the hospital in the amount of \$9.9 million, and for seismic retrofitting of \$3.3

million. General Hospital is beginning to rebuild its facilities and in November 2008, the voters approved a bond measure to fund the \$887.4 million project.

- The Wastewater Enterprise reported a net increase of \$25.4 million due to completion of the Mission/Mount Vernon Sewer Improvements, Oceanside Pump Station/Westside Bar Screens, and other capital projects throughout the system.
- Hetch Hetchy net capital assets decreased by a total of \$19.4 million due largely to the net effect of a \$14.8 million increase in structures, buildings and equipment offset by a \$34.6 net decrease to construction projects. The latter included the write-off of combustion turbines as that project was discontinued.
- The Airport's net capital assets decreased \$40.3 million or 1.1 percent largely due to the depreciation against completed projects of the Near Term Master Plan for the Airport in recent years. Major capital additions this fiscal year included Runway Overlay and Reconstruction, Boarding Area Gate Activation, Terminal Remodeling and Boarding Area Renovation.

At the end of the year, the City's business-type activities had approximately \$321.6 million in commitments for various capital projects. Of this, Water Enterprise had an estimated \$134.7 million, MTA had \$46.7 million, Wastewater had \$33.9 million, Airport had \$30.1 million, Hetch Hetchy had \$20.3 million, Port had \$5.4 million, Laguna Honda had \$50.5 million. In addition, there was approximately \$97.2 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 and commercial paper debt outstanding of \$7.7 billion. Of this amount, \$1.1 billion is general obligation bonds backed by the full faith and credit of the City and \$6.6 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 decreased by \$127.0 million during fiscal year 2007-2008, primarily due to maturities of existing debt exceeding the issuance of new debt in the governmental and business-type activities. Additional obligations, interest accretion and net increases in governmental activities were \$378.6 million. For the business type activities the additional obligations were \$1.26 billion which is the composed primarily of \$1.24 billion of revenue refunding bonds and \$28 million of commercial paper issued by the Airport. For governmental activities, maturities, retirements and net decreases for general obligation bonds, lease revenue bonds, certificates of participation, settlement obligations bonds were \$404.7 million and \$17.7 million for loans and capital leases. For business type activities, current maturities and net decreases for revenue bonds, lease revenue bonds and accreted interest were \$1.34 billion, and repaid \$10 million in commercial paper.

The City issued \$1.5 billion in refunding bonds. Of this amount, the City issued a total amount of \$271.4 million in general obligation refunding bonds to take advantage of the favorable interest rates to reduce debt payments. The Airport issued \$1.26 billion, of which \$291.3 million was refunded for savings and the \$963.9 million was refunded to stabilize rates. This was necessitated by the downgrade of various insurance companies by credit agencies in January 2008. In addition, the City issued \$31.1 million in general obligation bonds for the improvement of public libraries and made the second and third borrowing in the amount of \$7.7 million on the Seismic Safety Loan Program general obligation bonds under the Board of Supervisors Resolution No. 65-07 for loans to finance the seismic retrofitting of masonry buildings within the City. The City also issued, through the San Francisco Finance Corporation, \$11.9 million in lease revenue bonds to finance equipment and \$42.4 million to finance the design, construction and renovation of various parks located within the City. In addition, the City entered into a contract with the Department of Housing and Urban Development for a loan of \$1.8 million to finance the rehabilitation of the Hunter's Point Clubhouse Community Center. The Airport issued commercial papers in the amount of \$28 million and repaid \$10 million.

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 \$135 billion in value as of the close of the fiscal year. As of June 30, 2008, the City had \$1.1 billion in authorized, outstanding property tax-supported general obligation bonds, which is equal to approximately 0.78 percent of gross (0.81 percent of net) taxable assessed value of property. As of June 30, 2008, there were an additional \$490.3 million in bonds that were authorized but un-issued. If all of these general obligation bonds were issued and outstanding in full, the total debt burden would be approximately 1.13 percent of gross (1.18 percent of net) taxable assessed value of property.

The City's underlying ratings on general obligation bonds as of June 30, 2008 were:

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

During the fiscal year, Moody's Investors Service, Inc. affirmed its rating and its positive outlook and Standard and Poor's affirmed it rating with a stable outlook. Fitch Ratings affirmed its ratings and revised their rating outlook on all the City's outstanding bonds from positive to stable.

The City's enterprise activities maintained their underlying debt ratings this fiscal year. SFO's underlying debt ratings were upheld by Moody's Investors Services, Standard & Poor's, and Fitch Ratings at "A1", "A", and "A", respectively, with a stable rating outlook.

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

- By the end of fiscal year 2007-2008, San Francisco's economy had slowed, but was outperforming other Bay Area cities, and regions throughout the State. The fundamental cause of the recession in California, as well as several other states in the United States, has been the downturn in the housing market. Housing prices across California have rapidly declined after more than a decade of double-digit annual appreciation. Housing prices have declined by a much lower level in San Francisco.
- This slowing economic activity has resulted in projected General Fund tax revenue losses in the current fiscal year 2008-2009 of between \$90 and \$125 million, primarily due to slower than budgeted growth rates in hotel and sales taxes and real losses in property transfer tax. The Mayor, per Charter authorization to reduce spending in cases of revenue weakness, has adopted

targeted spending cuts, slowed capital spending, and instituted other measures to close this current year revenue shortfall. Considerable uncertainty exists regarding the severity or duration of this downturn and its corresponding effect on the fiscal year 2009-2010 budget.

- The wage and salary employment base of San Francisco grew by 17,500 jobs between March 2007 and March 2008, the latest data available¹. This 2.9 percent growth is the fastest rate of job increase since 1999-2000, and ranked San Francisco 16th in job growth among over 3,000 U.S. counties during that time. San Francisco's recent job growth rate surpassed every other major county in the Bay Area. However, since the end of fiscal year 2007-2008, annual job declines have been registered in the San Francisco metropolitan division, particularly at the end of calendar year 2008.
- Unemployment in San Francisco rose during fiscal year 2007-08 to an annual average of 4.6 percent, up from 4.1 percent in 2006-07. Nevertheless, this rate was far below the state average of 6.0 percent during that time, and further confirms the relative strength of the City's economy compared to the State. San Francisco's June 2008 unemployment rate of 5.4 percent was the 6th lowest among California's 58 counties.² It has risen to 6.6% by December, 2008, but was still the 4th lowest among California counties.
- The office market also remained healthy in fiscal year 2007-2008, with the vacancy rate declining from 11.4 percent in the third quarter of 2007 to 10.2 percent in the second quarter of 2008. During the same period, office rental rates increased 6.5 percent to \$50.98 as of the second quarter of 2008.³ In addition, the market experienced about 750,000 square feet of net absorption during this time period. Since the end of fiscal year 2007-2008, commercial rents have declined, and there has been a slight increase in vacancy rates, particularly in the fourth quarter of calendar year 2008.
- San Francisco's long-term economic fundamentals—the quality of its workforce, environment, technological base, and cultural amenities—are among the strongest of any city in the United States. These competitive advantages are likely to secure the City's continued prosperity during and after the economic recovery. Commercial property investors and developers agree, according to a recent report from the Urban Land Institute and PriceWaterhouseCoopers, San Francisco is the second best multifamily and office investment market in the country, ahead of New York, Washington D.C., San Jose, and Los Angeles⁴. According to the same report, San Francisco leads the nation in residential and commercial development potential.

¹ Source: U.S. Bureau of Labor Statistics, Quarterly Census of Employment and Wages.

² Source: State of California Employment Development Department (EDD).

³ Source: Grubb & Ellis.

⁴ Source: *Emerging Trends in Real Estate 2009*, Urban Land Institute and PriceWaterhouseCoopers

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

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

San Francisco Water Enterprise
Hetch Hetchy Water and Power
San Francisco Wastewater Enterprise
Director of Accounting Financial Services
1155 Market Street, 4th Floor
San Francisco, CA 94103

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

Municipal Transportation Agency
MTA Finance and Administration
1 South Van Ness Avenue, 7th Floor
San Francisco, CA 94103

Health Service System
1145 Market Street, Suite 200
San Francisco, CA 94103

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

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
One South Van Ness Avenue, 5th Floor
San Francisco, CA 94103

Blended Component Units Financial Statements

San Francisco County Transportation Authority
Deputy Director for Administration and Finance
100 Van Ness Avenue, 26th 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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CITY AND COUNTY OF SAN FRANCISCO
Statement of Net Assets
June 30, 2008
(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..... | \$ 1,162,391 | \$ 991,537 | \$ 2,153,928 | \$ - | \$ - | \$ 3,551 |
| Deposits and investments outside City Treasury..... | 49,076 | 9,109 | 58,185 | 270,247 | - | - |
| Receivables (net of allowance for uncollectible amounts of \$72,381 for the primary government): | | | | | | |
| Property taxes and penalties..... | 57,175 | - | 57,175 | 20,297 | - | - |
| Other local taxes..... | 197,381 | - | 197,381 | - | - | - |
| Federal and state grants and subventions..... | 156,543 | 36,623 | 193,166 | - | - | - |
| Charges for services..... | 54,864 | 206,507 | 261,371 | - | - | - |
| Interest and other..... | 20,816 | 43,107 | 63,923 | 5,215 | 15 | 15 |
| Loans receivable..... | - | 134 | 134 | - | - | - |
| Capital lease receivable from primary government..... | - | - | - | 14,840 | - | - |
| Due from component unit..... | 2,700 | - | 2,700 | - | - | - |
| Inventories..... | - | 56,248 | 56,248 | 662 | - | - |
| Deferred charges and other assets..... | 11,966 | 6,918 | 18,884 | - | - | - |
| Restricted assets: | | | | | | |
| Deposits and investments with City Treasury..... | - | 129,421 | 129,421 | - | - | - |
| Deposits and investments outside City Treasury..... | - | 47,388 | 47,388 | 91,833 | - | - |
| Grants and other receivables..... | - | 342 | 342 | 1,191 | - | - |
| Total current assets..... | 1,712,902 | 1,527,334 | 3,240,236 | 404,285 | 3,566 | 3,566 |
| Noncurrent assets: | | | | | | |
| Loans receivable (net of allowance for uncollectible amounts of \$453,577 and \$211,187 for the primary government and component unit, respectively)..... | 67,335 | 188 | 67,523 | 10,746 | - | - |
| Advance to component units..... | 6,460 | 2,599 | 9,059 | - | - | - |
| Capital lease receivable from primary government..... | - | - | - | 157,136 | - | - |
| Deferred charges and other assets..... | 23,002 | 60,413 | 83,415 | 13,560 | - | - |
| Restricted assets: | | | | | | |
| Deposits and investments with City Treasury..... | - | 191,989 | 191,989 | - | - | - |
| Deposits and investments outside City Treasury..... | 95,727 | 301,500 | 397,227 | 30,652 | - | - |
| Grants and other receivables..... | - | 25,626 | 25,626 | - | - | - |
| Property held for resale..... | - | - | - | 15,821 | - | - |
| Capital assets: | | | | | | |
| Land and other assets not being depreciated..... | 400,504 | 1,390,516 | 1,791,020 | 132,249 | - | - |
| Facilities, infrastructure, and equipment, net of depreciation..... | 2,530,573 | 7,757,878 | 10,288,451 | 141,193 | - | - |
| Total capital assets..... | 2,931,077 | 9,148,394 | 12,079,471 | 273,442 | - | - |
| Total noncurrent assets..... | 3,123,601 | 9,730,709 | 12,854,310 | 501,357 | - | - |
| Total assets..... | \$ 4,836,503 | \$ 11,258,043 | \$ 16,094,546 | \$ 905,642 | \$ 3,566 | (Continued) |

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

Basic Financial Statements

CITY AND COUNTY OF SAN FRANCISCO
Statement of Net Assets (Continued)

June 30, 2008
(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..... | \$ 240,585 | \$ 155,329 | \$ 395,914 | \$ 9,702 | \$ 2,809 | |
| Accrued payroll..... | 82,870 | 62,271 | 145,141 | 48 | 48 | |
| Accrued vacation and sick leave pay..... | 73,440 | 49,114 | 122,554 | 1,011 | - | |
| Accrued workers' compensation..... | 37,695 | 26,573 | 64,268 | - | - | |
| Estimated claims payable..... | 41,249 | 27,215 | 68,464 | - | - | |
| Bonds, loans, capital leases, and other payables..... | 299,066 | 207,029 | 506,095 | 36,684 | - | |
| Capital lease payable to component unit..... | 14,840 | - | 14,840 | - | - | |
| Accrued interest payable..... | 11,569 | 13,426 | 24,995 | 30,963 | - | |
| Unearned grant and subvention revenues..... | 15,494 | - | 15,494 | - | - | |
| Due to primary government..... | - | - | - | 2,700 | - | |
| Internal balances..... | 6,802 | (6,802) | - | - | - | |
| Deferred credits and other liabilities..... | 103,206 | 197,963 | 301,169 | 3,643 | 403 | |
| Liabilities payable from restricted assets: | | | | | | |
| Bonds, loans, capital leases, and other payables..... | - | 37,119 | 37,119 | - | - | |
| Accrued interest payable..... | - | 27,448 | 27,448 | - | - | |
| Other..... | - | 54,670 | 54,670 | - | - | |
| Total current liabilities..... | 926,606 | 851,355 | 1,777,961 | 84,751 | 3,212 | |
| Noncurrent liabilities: | | | | | | |
| Accrued vacation and sick leave pay..... | 64,763 | 37,499 | 102,262 | 1,066 | - | |
| Accrued workers' compensation..... | 166,645 | 120,703 | 287,348 | - | - | |
| Other postemployment benefits obligation..... | 164,766 | 120,383 | 285,169 | 493 | - | |
| Estimated claims payable..... | 72,955 | 65,523 | 138,478 | - | - | |
| Bonds, loans, capital leases, and other payables..... | 1,698,356 | 5,169,576 | 6,867,932 | 825,563 | 2,599 | |
| Advances from primary government..... | - | - | - | 6,460 | - | |
| Capital lease payable to component unit..... | 157,136 | - | 157,136 | - | - | |
| Accrued interest payable..... | - | - | - | 57,910 | - | |
| Deferred credits and other liabilities..... | 2,324,841 | 44,655 | 44,655 | 3,406 | - | |
| Total noncurrent liabilities..... | 5,558,339 | 7,882,960 | 894,898 | 894,898 | 2,599 | |
| Total liabilities..... | 3,251,447 | 6,409,694 | 9,651,141 | 979,649 | 5,811 | |
| NET ASSETS | | | | | | |
| Invested in capital assets, net of related debt..... | 1,436,842 | 3,935,008 | 5,371,850 | 66,728 | - | |
| Restricted for: | | | | | | |
| Reserve for rainy day..... | 117,792 | - | 117,792 | - | - | |
| Debt service..... | 23,130 | 282,187 | 305,317 | - | - | |
| Capital projects..... | - | 111,463 | 111,463 | - | - | |
| Community development..... | 95,136 | - | 95,136 | - | - | |
| Transportation Authority activities..... | 1,693 | - | 1,693 | - | - | |
| Grants and other purposes..... | 172,360 | 28,254 | 200,614 | - | - | |
| Unrestricted (deficit)..... | (261,697) | 491,437 | 229,740 | (140,735) | (2,245) | |
| Total net assets (deficit)..... | \$ 1,595,056 | \$ 4,946,349 | \$ 6,433,405 | \$ (74,007) | \$ (2,245) | |

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, 2008
(In Thousands)

| | Primary Government | | | Component Units | | |
|--|--------------------|--------------|----------------------|------------------------------------|-----------------------|------------------------------------|
| | Functions/Programs | Expenditures | Charges for Services | Operating Grants and Contributions | Capital Contributions | San Francisco Redevelopment Agency |
| Primary government activities: | | | | | | |
| Community development: | | | | | | |
| Public protection..... | \$ 1,020,457 | \$ 66,343 | \$ 116,042 | \$ - | \$ (838,072) | \$ - |
| Police..... | 342,411 | 115,939 | 42,779 | 23,941 | (159,752) | - |
| Human welfare and community health..... | 848,195 | 108,956 | 472,846 | 570 | (265,823) | - |
| Neighborhood development..... | 567,410 | 52,455 | 277,142 | 1,389 | (236,424) | - |
| Culture and recreation..... | 347,433 | 70,576 | 2,970 | 10,179 | (263,708) | - |
| General administration and finance..... | 250,295 | 20,376 | 6,526 | - | (223,393) | - |
| General City responsibilities..... | 80,887 | 26,890 | 7,784 | - | (46,123) | - |
| Unallocated interest on long-term debt..... | 97,694 | - | - | - | (97,694) | - |
| Total primary government..... | 3,554,782 | 461,825 | 926,089 | 36,079 | (2,130,989) | - |
| Business-type activities: | | | | | | |
| Port..... | 651,591 | 535,771 | - | 41,060 | (74,750) | - |
| Transportation..... | 830,411 | 257,341 | 118,522 | 107,509 | (347,039) | - |
| Water..... | 87,495 | 64,498 | - | 3,942 | 945 | - |
| Power..... | 252,802 | 234,216 | 1,958 | - | (16,628) | - |
| Hospitals..... | 109,436 | 119,655 | 52 | - | 10,471 | - |
| Sewer..... | 812,399 | 558,167 | 61,193 | - | (193,039) | - |
| Market..... | 182,712 | 202,549 | - | - | 19,837 | - |
| Total business-type activities..... | 2,907,888 | 1,973,951 | 181,725 | 152,511 | (599,691) | - |
| Total primary government..... | \$6,462,670 | \$2,435,586 | \$1,107,814 | \$186,590 | (599,691) | (149,437) |
| Component units: | | | | | | |
| San Francisco Redevelopment Agency..... | \$ 185,575 | \$ 22,189 | \$ 13,949 | \$ - | \$ - | 74 |
| Treasure Island Development Authority..... | 7,881 | 7,955 | - | - | - | (149,437) |
| Total component units..... | \$ 193,456 | \$ 30,144 | \$ 13,949 | \$ - | \$ - | 74 |
| General Revenues: | | | | | | |
| Taxes: | | | | | | |
| Property taxes..... | 1,189,511 | - | - | - | - | 102,559 |
| Business taxes..... | 396,025 | - | - | - | - | 5,393 |
| Other local taxes..... | 652,971 | - | - | - | - | 16,451 |
| Interest and investment income..... | 57,929 | 67,217 | - | - | - | 8,570 |
| Other..... | 25,939 | 233,244 | - | - | - | 1,742 |
| Special item..... | - | (41,026) | - | - | - | - |
| Transfers - internal activities of primary government..... | (477,341) | 477,341 | - | - | - | - |
| Total general revenues, special item and transfers..... | 1,845,034 | 736,776 | - | - | - | 132,973 |
| Change in net assets..... | (265,955) | 137,065 | - | - | - | (16,404) |
| Net assets (deficit) - beginning..... | 1,871,011 | 4,711,264 | - | - | - | (37,543) |
| Net assets (deficit) - ending..... | \$ 1,595,056 | \$ 4,848,349 | \$ 6,433,405 | \$ - | \$ - | \$ (2,245) |

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, 2008

(with comparative financial information as of June 30, 2007)

(In Thousands)

| | General Fund | | Other Governmental Funds | | Total Governmental Funds | |
|---|--------------|------------|--------------------------|--------------|--------------------------|--------------|
| | 2008 | 2007 | 2008 | 2007 | 2008 | 2007 |
| ASSETS | | | | | | |
| Deposits and investments with City Treasury..... | \$ 400,328 | \$ 489,610 | \$ 750,431 | \$ 849,221 | \$ 1,150,759 | \$ 1,338,831 |
| Deposits and investments outside City Treasury..... | 242 | 225 | 48,634 | 51,516 | 49,076 | 51,743 |
| Receivables..... | | | | | | |
| Property taxes and penalties..... | 47,312 | 48,348 | 9,863 | 11,330 | 57,175 | 59,678 |
| Other local taxes..... | 182,112 | 171,134 | 13,289 | 13,049 | 197,381 | 186,183 |
| Federal and state grants and subventions..... | 37,321 | 84,416 | 99,012 | 77,231 | 156,543 | 161,667 |
| Charges for services..... | 13,132 | 22,239 | 11,356 | 8,357 | 54,708 | 30,596 |
| Interest and other..... | 13,143 | 13,346 | 16,323 | 13,041 | 18,468 | 30,367 |
| Due from other funds..... | 18,890 | 30,115 | 11,378 | 16,644 | 28,468 | 46,759 |
| Due from combined unit..... | 6,381 | 3,707 | 2,379 | 958 | 5,160 | 6,665 |
| Loans receivable..... | 10 | - | 67,325 | 64,504 | 67,335 | 64,504 |
| amount of \$453,577 in 2008; \$414,545 in 2007..... | 6,486 | 7,823 | 3,819 | 1,789 | 10,305 | 9,612 |
| Deferred charges and other assets..... | | | | | | |
| Total assets..... | \$ 773,789 | \$ 874,963 | \$ 1,026,589 | \$ 1,111,662 | \$ 1,800,378 | \$ 1,986,625 |

LIABILITIES AND FUND BALANCES

| | | | | | | |
|---|------------|-----------|------------|-----------|------------|------------|
| LIABILITIES: | | | | | | |
| Accounts payable..... | \$ 118,109 | \$ 99,151 | \$ 114,889 | \$ 82,424 | \$ 232,998 | \$ 181,575 |
| Accrued payroll..... | 65,640 | 56,494 | 15,279 | 12,628 | 80,919 | 69,122 |
| Deferred tax, grant and subvention revenues..... | 83,973 | 44,122 | 59,457 | 22,899 | 143,430 | 67,021 |
| Due to other funds..... | 1,501 | 1,272 | 22,575 | 49,963 | 24,076 | 51,235 |
| Deferred credits and other liabilities..... | 98,931 | 132,463 | 98,355 | 83,270 | 197,286 | 215,733 |
| Bonds, loans, capital leases, and other payables..... | - | - | 150,000 | 150,000 | 150,000 | 150,000 |
| Total liabilities..... | 356,154 | 333,502 | 460,555 | 401,184 | 828,709 | 734,686 |

Fund balances:

| | | | | | | |
|--|------------|------------|--------------|--------------|--------------|--------------|
| Reserved for rainy day..... | 117,792 | 133,622 | - | - | 117,792 | 133,622 |
| Reserved for assets not available for appropriation..... | 11,358 | 12,665 | 19,814 | 19,413 | 31,172 | 32,078 |
| Reserved for debt service..... | - | - | 47,334 | 51,299 | 47,334 | 51,299 |
| Reserved for encumbrances..... | 63,068 | 60,948 | 193,461 | 288,948 | 256,529 | 349,896 |
| Reserved for appropriation carryforward..... | 99,959 | 161,127 | 314,051 | 292,234 | 414,010 | 453,361 |
| Reserved for subsequent years' budgets..... | 36,341 | 32,062 | 13,504 | 8,004 | 49,845 | 40,066 |
| Unreserved (deficit), reported in: | | | | | | |
| General fund..... | 77,117 | 141,037 | - | - | 77,117 | 141,037 |
| Special revenue funds..... | - | - | (27,758) | 47,445 | (27,758) | 47,445 |
| Capital project funds..... | - | - | 2,126 | (373) | 2,126 | (373) |
| Permanent fund..... | - | - | 3,502 | 3,508 | 3,502 | 3,508 |
| Total fund balances..... | 405,635 | 541,461 | 566,034 | 710,478 | 971,669 | 1,251,939 |
| Total liabilities and fund balances..... | \$ 773,789 | \$ 874,963 | \$ 1,026,589 | \$ 1,111,662 | \$ 1,800,378 | \$ 1,986,625 |

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, 2008

(In Thousands)

| | |
|--|--------------|
| Fund balances - total governmental funds | \$ 971,669 |
| 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. | 2,926,092 |
| Bond issue costs are not financial resources and, therefore, are not reported in the funds. | 16,473 |
| Long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds. | (2,350,679) |
| Interest on long-term debt is not accrued in the funds, but rather is recognized as an expenditure when due. | (8,865) |
| 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. | 226,288 |
| 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. | (195,922) |
| Net assets of governmental activities | \$ 1,585,056 |

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, 2008

(with comparative financial information for year ended June 30, 2007)

(In Thousands)

| | General Fund | | Other Governmental Funds | | Total Governmental Funds | |
|---|-------------------|-------------------|--------------------------|-------------------|--------------------------|---------------------|
| | 2008 | 2007 | 2008 | 2007 | 2008 | 2007 |
| Revenues: | | | | | | |
| Property taxes..... | \$ 939,812 | \$ 887,690 | \$ 239,876 | \$ 220,174 | \$ 1,179,688 | \$ 1,107,864 |
| Business taxes..... | 394,267 | 336,757 | 1,758 | 835 | 396,025 | 337,592 |
| Other local taxes..... | 519,867 | 540,695 | 133,104 | 128,129 | 652,971 | 668,824 |
| Licenses, permits and franchises..... | 23,212 | 19,539 | 7,731 | 7,789 | 30,943 | 27,428 |
| Fines, forfeitures and penalties..... | 6,396 | 4,720 | 4,819 | 4,131 | 13,217 | 8,871 |
| Interest and investment income..... | 15,779 | 30,089 | 38,477 | 53,757 | 54,256 | 83,846 |
| Rents and concessions..... | 19,490 | 18,449 | 50,670 | 34,044 | 70,160 | 52,493 |
| Intergovernmental: | | | | | | |
| Federal..... | 173,059 | 183,573 | 155,256 | 198,115 | 328,315 | 381,688 |
| State..... | 476,564 | 479,748 | 84,231 | 102,918 | 561,095 | 582,666 |
| Other..... | - | - | 15,907 | 15,689 | 15,907 | 15,689 |
| Charges for services..... | 135,473 | 125,682 | 153,216 | 147,375 | 288,689 | 273,057 |
| Other..... | 17,948 | 21,697 | 63,373 | 22,387 | 81,321 | 44,094 |
| Total revenues..... | 2,724,169 | 2,648,739 | 948,418 | 935,363 | 3,672,587 | 3,584,102 |
| Expenditures: | | | | | | |
| Current: | | | | | | |
| Public protection..... | 874,881 | 800,383 | 52,317 | 56,481 | 927,198 | 856,864 |
| Public works, transportation and commerce..... | 79,187 | 65,184 | 252,984 | 215,723 | 332,171 | 280,907 |
| Human welfare and neighborhood development..... | 613,135 | 568,241 | 215,758 | 171,930 | 828,903 | 740,171 |
| Community health..... | 454,936 | 410,169 | 88,111 | 99,575 | 543,046 | 509,844 |
| Culture and recreation..... | 105,036 | 93,992 | 204,576 | 192,143 | 309,612 | 286,135 |
| General administration and finance..... | 193,315 | 166,673 | 17,151 | 9,324 | 210,466 | 176,197 |
| General City responsibilities..... | 70,874 | 56,834 | 331 | 698 | 71,205 | 57,532 |
| Debt service: | | | | | | |
| Principal retirement..... | 864 | - | 105,716 | 98,169 | 106,580 | 98,169 |
| Interest and fiscal charges..... | 147 | - | 75,697 | 71,266 | 75,844 | 71,266 |
| Bond insurance costs..... | - | - | 1,090 | 3,683 | 1,090 | 3,683 |
| Capital outlay..... | - | - | 133,155 | 283,370 | 133,155 | 283,370 |
| Total expenditures..... | 2,392,374 | 2,161,476 | 1,146,896 | 1,202,662 | 3,539,270 | 3,384,138 |
| Excess (deficiency) of revenues over expenditures..... | 331,795 | 487,263 | (198,478) | (267,299) | 133,317 | 219,964 |
| Other financing sources (uses): | | | | | | |
| Transfers in..... | 70,969 | 71,277 | 173,801 | 146,021 | 244,770 | 217,298 |
| Transfers out..... | (543,640) | (486,600) | (180,532) | (182,247) | (724,172) | (668,847) |
| Issuance of bonds and loans..... | - | - | - | - | - | - |
| Face value of bonds and refunding bonds issued..... | - | - | 310,155 | 312,955 | 310,155 | 312,955 |
| Face value of loans issued..... | - | - | 1,829 | 141 | 1,829 | 141 |
| Premium on issuance of bonds..... | - | - | - | 3,521 | 13,071 | 3,521 |
| Discount on issuance of bonds..... | - | - | - | (1,856) | - | (1,856) |
| Payment to refunded bond escrow agent..... | - | - | (283,494) | (159,610) | (283,494) | (159,610) |
| Other financing sources-capital leases..... | 5,060 | 8,245 | 19,204 | 4,344 | 24,254 | 12,769 |
| Total other financing sources (uses)..... | (467,621) | (407,078) | 54,034 | 123,469 | (413,587) | (283,609) |
| Net change in fund balances..... | (135,829) | 80,185 | (144,444) | (143,830) | (280,270) | (63,645) |
| Fund balances at beginning of year..... | 541,461 | 461,276 | 710,478 | 854,308 | 1,251,939 | 1,315,584 |
| Fund balances at end of year..... | \$ 405,635 | \$ 541,461 | \$ 566,034 | \$ 710,478 | \$ 971,669 | \$ 1,251,939 |

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, 2008

(In Thousands)

Net change in fund balances - total governmental funds \$ (280,270)

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 plus assets donated to the City and acquired by funding from other revenues.

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 decrease 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.

Property tax revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds.

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.

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.

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 amount of property rent payments expended in the governmental funds that were reclassified as capital lease principal and interest payments in the current period.

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.

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 principal retirement exceeded bond and other debt proceeds in the current period.

Bond premiums and discounts are reported in the governmental funds when the bonds are issued, and are capitalized and amortized in the statement of net assets. This is the amount of bond premiums capitalized during the current period.

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.

The net revenues of certain activities of internal service funds is reported with governmental activities.

Change in net assets of governmental activities \$ (285,955)

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, 2008
(In Thousands)

| | Original Budget | Final Budget | Actual Budgetary Basis | Variance Positive (Negative) |
|--|--------------------|-----------------|------------------------------|------------------------------------|
| Budgetary Fund Balance, July 1 | \$ 142,392 | \$ 563,435 | \$ 563,435 | \$ - |
| Resources (Inflows): | | | | |
| Property taxes | 934,720 | 934,720 | 943,500 | 8,780 |
| Business taxes | 359,718 | 359,718 | 394,268 | 34,550 |
| Other local taxes: | | | | |
| Sales tax | 111,546 | 111,546 | 111,410 | (136) |
| Hotel room tax | 148,868 | 151,368 | 165,541 | 14,173 |
| Utility users tax | 80,208 | 80,208 | 86,984 | 6,776 |
| Parking tax | 64,820 | 64,820 | 67,265 | 2,445 |
| Real property transfer tax | 123,520 | 123,520 | 86,219 | (37,301) |
| Stadium admission tax | 2,958 | 2,958 | 2,447 | (511) |
| Licenses, permits, and franchises: | | | | |
| Licenses and permits | 7,278 | 7,278 | 7,512 | 234 |
| Franchise tax | 14,799 | 14,798 | 15,701 | 903 |
| Fines, forfeitures, and penalties | 3,899 | 6,496 | 8,398 | 1,902 |
| Interest and investment income | 35,481 | 35,519 | 31,173 | (4,346) |
| Rents and concessions: | | | | |
| Garages - Recreation and Park | 9,649 | 9,649 | 10,059 | 410 |
| Rents and concessions - Recreation and Park | 8,438 | 8,438 | 7,919 | (519) |
| Other rents and concessions | 1,718 | 1,718 | 2,101 | 383 |
| Intergovernmental: | | | | |
| Federal grants & subventions | 214,140 | 217,034 | 182,149 | (34,895) |
| State subventions: | | | | |
| Social service subventions | 101,039 | 101,248 | 107,848 | 6,800 |
| Health & mental health subventions | 114,686 | 115,237 | 111,802 | (3,435) |
| Health and welfare realignment | 170,166 | 170,166 | 166,624 | (3,542) |
| Public safety sales tax | 73,270 | 73,270 | 69,687 | (3,583) |
| Motor vehicle in-lieu - county | 5,294 | 5,294 | 3,529 | (1,765) |
| Other grants and subventions | 29,719 | 31,045 | 33,697 | 2,652 |
| Charges for services: | | | | |
| General government service charges | 40,665 | 41,054 | 38,757 | (1,287) |
| Public safety service charges | 27,000 | 27,000 | 24,860 | (2,140) |
| Recreation charges - Recreation and Park | 7,456 | 7,456 | 8,054 | 598 |
| MediCal, MediCare and health service charges | 62,046 | 61,593 | 62,969 | 1,276 |
| Other financing sources: | | | | |
| Transfers from other funds | 62,308 | 66,847 | 68,865 | 18 |
| Proceeds from issuance of bonds and loans | 1,278 | 1,278 | - | (1,278) |
| Other resources (inflows) | 14,932 | 9,308 | 9,922 | 616 |
| Total amounts available for appropriation | 2,974,011 | 3,406,017 | 3,393,595 | (12,422) |

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, 2008
(In Thousands)

| | Original Budget | Final Budget | Actual Budgetary Basis | Variance Positive (Negative) |
|---|--------------------|-----------------|------------------------------|------------------------------------|
| Charges to Appropriations (Outflows): | | | | |
| Public Protection | \$ 12,307 | \$ 12,203 | \$ 11,293 | \$ 910 |
| Adult Probation | 33,137 | 33,137 | 32,436 | 700 |
| District Attorney | 3,574 | 6,453 | 6,128 | 325 |
| Emergency Communications | 234,113 | 239,892 | 238,678 | 1,014 |
| Fire Department | 36,431 | 36,937 | 35,753 | 1,184 |
| Juvenile Probation | 341,241 | 347,973 | 347,972 | 1 |
| Police Department | 23,371 | 23,577 | 23,559 | 18 |
| Public Defender | 146,930 | 149,540 | 149,538 | 2 |
| Sheriff | 31,797 | 33,778 | 33,740 | 38 |
| Trial Courts | 884,901 | 883,539 | 879,297 | 4,242 |
| Subtotal - Public Protection | | | | |
| Public Works, Transportation and Commerce | 620 | 624 | 529 | 95 |
| Board of Appeals | 5,152 | 5,022 | 4,636 | 386 |
| Business and Economic Development | 49,779 | 65,771 | 63,787 | 1,984 |
| General Services Agency - Public Works | - | 585 | 571 | 14 |
| Police and Traffic Commission | - | 9 | - | 9 |
| Public Works Commission | - | 22 | 22 | - |
| Water Department | 55,531 | 72,035 | 69,246 | 2,789 |
| Subtotal - Public Works, Transportation and Commerce | | | | |
| Human Welfare and Neighborhood Development | 29,672 | 31,842 | 30,018 | 1,824 |
| Children, Youth and Their Families | 3,332 | 3,368 | 3,182 | 186 |
| Commission on the Status of Women | 76 | 76 | 76 | - |
| County Education Office | 1,467 | 1,084 | 986 | 108 |
| Environment | 1,060 | 1,077 | 823 | 254 |
| Human Rights Commission | 598,421 | 610,330 | 567,039 | 43,291 |
| Human Services | 634,028 | 647,787 | 602,124 | 45,663 |
| Subtotal - Human Welfare and Neighborhood Development | | | | |
| Community Health | 468,612 | 459,462 | 454,935 | 3,527 |
| Public Health | 3,955 | 3,955 | 3,918 | 37 |
| Culture and Recreation | 8,990 | 9,319 | 9,214 | 105 |
| Academy of Sciences | 6,757 | 7,087 | 7,960 | 7 |
| Asian Art Museum | 10,805 | 10,850 | 10,619 | 231 |
| Fine Arts Museum | 595 | 617 | 611 | 6 |
| Law Library | 70,754 | 70,446 | 70,446 | - |
| Recreation and Park Commission | 101,856 | 102,254 | 101,868 | 386 |
| Subtotal - Culture and Recreation | | | | |

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, 2008
(with comparative financial information as of June 30, 2007)
(In Thousands)

| | Business-type Activities - Enterprise Funds | | | | | | | | | | Other Fund | | | | | |
|---|---|--------------------------------|------------------------------|---------------------------------|---------------------------------|--------------------------------------|-----------------------|-----------------------|----------------------------------|-------|------------|------------|-----------|-----------|--|--|
| | Major Funds | | | | | | | | | | | | | | | |
| | San Francisco International Airport | San Francisco Water Enterprise | Hetch Hetchy Water and Power | Municipal Transportation Agency | General Hospital Medical Center | San Francisco Waste-water Enterprise | Port of San Francisco | Laguna Honda Hospital | San Francisco Market Corporation | Total | | | | | | |
| | 2008 | 2007 | 2008 | 2007 | 2008 | 2007 | 2008 | 2007 | 2008 | 2007 | | | | | | |
| ASSETS | | | | | | | | | | | | | | | | |
| Current Assets: | | | | | | | | | | | | | | | | |
| Deposits and investments with City Treasury..... | \$ 299,153 | \$ 138,654 | \$ 165,846 | \$ 197,677 | \$ 64,348 | \$ 44,361 | \$ 81,498 | \$ - | \$ - | \$ - | \$ 991,537 | \$ 809,548 | \$ 11,632 | \$ 11,029 | | |
| Deposits and investments outside City Treasury..... | 10 | 36 | 10 | 3,977 | 10 | - | 5 | 1 | 5,060 | - | 9,109 | 11,351 | - | - | | |
| Receivables (net of allowance for uncollectible amounts of \$30,750 and \$32,789 in 2008 and 2007, respectively): | | | | | | | | | | | | | | | | |
| Federal and state grants and subventions..... | - | 59 | - | 35,113 | - | - | 1,451 | - | - | - | 36,623 | 54,141 | - | - | | |
| Charges for services..... | 38,352 | 47,560 | 9,424 | 4,889 | 47,339 | 34,290 | 2,791 | 21,847 | 15 | - | 206,507 | 206,180 | 146 | - | | |
| Interest and other..... | 2,007 | 786 | 6,272 | 6,509 | 26,495 | 240 | 798 | - | - | - | 43,107 | 41,597 | 1,348 | 1,133 | | |
| Loans receivable..... | - | - | 134 | - | - | - | - | - | - | - | 134 | 562 | 26,999 | 23,332 | | |
| Due from other funds..... | 87 | 250 | 13,947 | 1,747 | - | 26 | 226 | - | - | - | 16,283 | 40,808 | - | - | | |
| Inventories..... | 73 | 1,872 | 296 | 46,697 | 5,077 | - | 1,034 | 1,199 | - | - | 56,248 | 51,147 | - | - | | |
| Deferred charges and other assets..... | 3,248 | - | 2,120 | 1,451 | - | - | 75 | - | 24 | - | 6,918 | 2,592 | - | - | | |
| Restricted assets: | | | | | | | | | | | | | | | | |
| Deposits and investments with City Treasury..... | 27,522 | - | - | - | - | - | 6,192 | 95,707 | - | - | 129,421 | 63,845 | - | - | | |
| Deposits and investments outside City Treasury... | 41,814 | - | - | - | - | - | 5,574 | - | - | - | 47,388 | 45,251 | - | - | | |
| Grants and other receivables..... | 311 | - | - | - | - | - | 31 | - | - | - | 342 | 774 | - | - | | |
| Total current assets..... | 412,577 | 189,217 | 198,049 | 298,060 | 143,269 | 78,917 | 99,675 | 118,754 | 5,099 | - | 1,543,617 | 1,327,796 | 40,125 | 35,494 | | |
| Noncurrent assets: | | | | | | | | | | | | | | | | |
| Deferred charges and other assets..... | 45,700 | 7,164 | - | 1,460 | - | 2,735 | 3,354 | - | - | - | 60,413 | 65,154 | 4,347 | 3,388 | | |
| Loans receivable..... | - | - | 188 | - | - | - | - | - | - | - | 188 | 324 | 257,699 | 227,865 | | |
| Due from component unit..... | - | - | 2,599 | - | - | - | - | - | - | - | 2,599 | 2,599 | - | - | | |
| Restricted assets: | | | | | | | | | | | | | | | | |
| Deposits and investments with City Treasury..... | 100,089 | 21,740 | - | 17,352 | - | 52,808 | - | - | - | - | 191,989 | 448,786 | - | - | | |
| Deposits and investments outside City Treasury... | 220,554 | 41,051 | - | 36,804 | 18 | 27 | 2,176 | 870 | - | - | 301,500 | 252,888 | 95,727 | 58,127 | | |
| Grants and other receivables..... | 17,900 | 260 | - | 6,830 | - | 252 | - | 384 | - | - | 25,626 | 41,533 | - | - | | |
| Capital assets: | | | | | | | | | | | | | | | | |
| Land and other assets not being depreciated..... | 57,937 | 440,949 | 29,111 | 289,876 | 22,212 | 84,762 | 154,218 | 311,448 | 3 | - | 1,390,516 | 1,250,411 | - | - | | |
| Facilities, infrastructure, and equipment, net of depreciation..... | 3,542,695 | 827,045 | 230,265 | 1,704,116 | 45,161 | 1,276,099 | 120,840 | 7,107 | 4,550 | - | 7,757,878 | 7,617,123 | 4,985 | 5,536 | | |
| Total capital assets..... | 3,600,632 | 1,267,994 | 259,376 | 1,993,992 | 67,373 | 1,360,861 | 275,058 | 318,555 | 4,553 | - | 9,148,394 | 8,867,534 | 4,985 | 5,536 | | |
| Total noncurrent assets..... | 3,984,875 | 1,338,209 | 262,163 | 2,056,438 | 67,391 | 1,416,683 | 280,588 | 319,809 | 4,553 | - | 9,730,709 | 9,678,818 | 362,758 | 294,916 | | |
| Total assets..... | 4,397,452 | 1,527,426 | 460,212 | 2,354,498 | 210,660 | 1,495,600 | 380,263 | 438,563 | 9,652 | - | 11,274,326 | 11,006,614 | 402,883 | 330,410 | | |

(Continued)

34

CITY AND COUNTY OF SAN FRANCISCO
Budgetary Comparison Statement - General Fund (Continued)
Year ended June 30, 2008
(In Thousands)

| | Original Budget | Final Budget | Actual Budgetary Basis | Variance Positive (Negative) |
|--|-----------------|--------------|------------------------|------------------------------|
| General Administration and Finance | | | | |
| Assessor/Recorder..... | \$ 12,475 | \$ 12,160 | \$ 11,646 | \$ 514 |
| Board of Supervisors..... | 10,573 | 10,377 | 10,210 | 167 |
| City Attorney..... | 11,867 | 12,381 | 12,369 | 12 |
| City Planning..... | 22,380 | 21,946 | 21,985 | 851 |
| Civil Service..... | 579 | 571 | 568 | 3 |
| Controller..... | 15,295 | 15,869 | 15,020 | 849 |
| Elections Commission..... | 19,199 | 21,701 | 21,480 | 221 |
| Ethics Commission..... | 3,592 | 2,945 | 2,494 | 51 |
| General Services Agency - Administrative Services..... | 66,612 | 53,202 | 51,184 | 2,018 |
| General Services Agency - Telecomm. and Info. Services..... | 3,976 | 3,351 | 3,115 | 236 |
| Health Services System..... | - | 27 | 27 | - |
| Human Resources..... | 11,100 | 20,477 | 20,300 | 107 |
| Mayor..... | 20,411 | 17,186 | 17,032 | 154 |
| Mayor - Designation of Housing Campaign Fund..... | (33,050) | - | 414 | - |
| Retirement Services..... | 508 | - | - | - |
| Treasurer/Tax Collector..... | 21,025 | 21,298 | 20,709 | 587 |
| Subtotal - General Administration and Finance..... | 186,540 | 213,433 | 207,663 | 5,770 |
| General City Responsibilities | | | | |
| General City Responsibilities..... | 75,518 | 76,161 | 69,287 | 6,874 |
| Other financing uses: | | | | |
| Debt Service..... | 1,011 | 1,011 | 1,011 | - |
| Transfers to other funds..... | 529,904 | 541,853 | 541,853 | - |
| Budgetary reserves and designations..... | 56,110 | 15,195 | - | 15,195 |
| Total charges to appropriations..... | 2,974,011 | 3,011,728 | 2,927,584 | 84,144 |
| Total Sources less Current Year Uses..... | - | 394,289 | 466,011 | 71,722 |
| Budgetary Reserves Carried Forward into Subsequent Year..... | - | (38,160) | (4,518) | 33,642 |
| Budgetary Fund Balance, June 30 | | \$ 356,124 | \$ 461,193 | \$ 105,069 |

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

| | |
|---|--------------|
| Source/inflows of resources | |
| Actual amounts (budgetary basis) "available for appropriation" | \$ 3,383,595 |
| 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..... | (563,435) |
| Property tax revenue - Teller Plan..... | (3,689) |
| Grants, subventions and other receivables received after 120-day recognition period..... | (26,071) |
| Unrealized gains/(loss) on investment..... | (22,254) |
| Interest earnings / charges from other funds are reclassified..... | (13,139) |
| Interest earnings from agency funds reclassified as other revenues..... | 8,026 |
| Transfers from other funds are inflows of budgetary resources but are not revenues for financial reporting purposes..... | (68,985) |
| Total revenues as reported on the statement of revenues, expenditures, and changes in fund balances - governmental funds..... | \$ 2,724,169 |
| Uses/outflows of resources | |
| Actual amounts (budgetary basis) "total charges to appropriations" | \$ 2,927,584 |
| Difference - budget to GAAP: | |
| Capital asset purchases funded under capital leases with Finance Corporation & Other Vendors..... | 5,050 |
| Recognition of expenditures for advances and imprest cash..... | 2,045 |
| Other budget to GAAP differences..... | 11 |
| Loans to Redevelopment Agency for Visitation Valley & Bay View Hunters Point..... | (465) |
| Transfers to other funds are outflows of budgetary resources but are not expenditures for financial reporting purposes..... | (541,853) |
| Total expenditures as reported on the statement of revenues, expenditures, and changes in fund balances - governmental funds..... | \$ 2,392,374 |

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

CITY AND COUNTY OF SAN FRANCISCO
Statement of Revenues, Expenses, and Changes in Fund Net Assets
Proprietary Funds
Year ended June 30, 2008
(with comparative financial information for year ended June 30, 2007)
(In Thousands)

| | Business-type Activities - Enterprise Funds | | | | | | | | | | Other Fund | | Governmental Activities-Internal Service Funds | | | |
|---|---|--------------------------------|------------------------------|---------------------------------|---------------------------------|--------------------------------------|-----------------------|-----------------------|----------------------------------|--------------|--------------|------------|--|---|---|--|
| | Major Funds | | | | | | | | Other Fund | | | | | | | |
| | San Francisco International Airport | San Francisco Water Enterprise | Hetch Hetchy Water and Power | Municipal Transportation Agency | General Hospital Medical Center | San Francisco Waste-water Enterprise | Port of San Francisco | Laguna Honda Hospital | San Francisco Market Corporation | 2008 | 2007 | 2008 | 2007 | | | |
| Operating revenues: | | | | | | | | | | | | | | | | |
| Aviation..... | \$ 306,348 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 306,348 | \$ 298,368 | \$ - | \$ - | - | - | |
| Water and power service..... | - | 216,819 | 119,630 | - | - | - | - | - | - | 336,449 | 310,796 | - | - | - | - | |
| Passenger fees..... | - | - | - | 148,886 | - | - | - | - | - | 149,886 | 141,518 | - | - | - | - | |
| Net patient service revenue..... | - | - | - | - | 406,003 | - | - | - | 137,991 | 543,964 | 505,064 | - | - | - | - | |
| Sewer service..... | - | - | - | - | - | 187,810 | - | - | - | 187,810 | 176,344 | - | - | - | - | |
| Rents and concessions..... | 96,268 | 9,645 | 225 | 49,532 | 2,635 | - | 51,184 | - | - | 209,489 | 180,748 | 14 | 19 | - | - | |
| Parking and transportation..... | 76,679 | - | - | 42,468 | - | - | 10,891 | - | - | 130,038 | 118,412 | - | - | - | - | |
| Other charges for services..... | - | - | - | 2,331 | - | - | - | - | - | 3,895 | 3,673 | 111,809 | 111,520 | - | - | |
| Other revenues..... | 56,476 | 7,752 | - | 13,124 | 10,767 | 14,739 | 2,423 | 771 | - | 106,052 | 89,134 | - | - | - | - | |
| Total operating revenues..... | 535,771 | 234,216 | 119,855 | 257,341 | 419,405 | 202,549 | 64,496 | 138,762 | 1,564 | 1,973,961 | 1,822,047 | 111,823 | 111,539 | - | - | |
| Operating expenses: | | | | | | | | | | | | | | | | |
| Personal services..... | 185,238 | 102,233 | 32,175 | 535,458 | 365,838 | 69,383 | 28,184 | 178,472 | 217 | 1,497,198 | 1,295,354 | 52,241 | 48,883 | - | - | |
| Contractual services..... | 51,914 | 11,292 | 3,972 | 49,361 | 143,598 | 11,973 | 4,917 | 6,739 | 549 | 284,315 | 270,957 | 37,987 | 35,662 | - | - | |
| Light, heat and power..... | 18,893 | - | 28,548 | 1,036 | - | - | 2,033 | - | - | 50,510 | 46,278 | - | - | - | - | |
| Materials and supplies..... | 11,319 | 11,508 | 2,291 | 50,437 | 60,480 | 9,539 | 1,628 | 13,710 | 3 | 160,913 | 153,203 | 16,783 | 18,404 | - | - | |
| Depreciation and amortization..... | 151,121 | 45,858 | 11,021 | 102,038 | 6,594 | 38,758 | 10,407 | 1,073 | 275 | 367,245 | 345,709 | 2,384 | 1,700 | - | - | |
| General and administrative..... | 1,610 | 8,209 | 20,997 | 40,424 | 273 | 1,719 | 856 | - | 7 | 74,097 | 64,251 | 514 | 406 | - | - | |
| Services provided by other departments..... | 10,863 | 34,698 | 3,701 | 44,055 | 26,444 | 26,021 | 12,069 | 8,274 | - | 166,125 | 153,054 | 5,889 | 5,072 | - | - | |
| Other..... | 20,300 | 9,156 | 6,731 | 4,374 | 123 | 7,852 | 6,717 | - | 1 | 55,254 | 48,856 | 642 | 2,698 | - | - | |
| Total operating expenses..... | 451,258 | 223,052 | 109,436 | 827,183 | 603,350 | 165,245 | 66,813 | 208,268 | 1,052 | 2,655,657 | 2,377,662 | 116,440 | 110,925 | - | - | |
| Operating income (loss)..... | 84,513 | 11,164 | 10,419 | (569,842) | (183,945) | 37,304 | (2,315) | (69,606) | 512 | (681,696) | (555,615) | (4,617) | 614 | - | - | |
| Nonoperating revenues (expenses): | | | | | | | | | | | | | | | | |
| Operating grants: | | | | | | | | | | | | | | | | |
| Federal..... | - | 1,958 | 52 | 6,446 | - | - | - | 853 | - | 9,109 | 9,007 | - | - | - | - | |
| State / other..... | - | - | - | 112,076 | 60,540 | - | - | - | - | 172,616 | 174,294 | - | - | - | - | |
| Interest and investment income..... | 29,368 | 12,456 | 6,420 | 7,080 | 2,335 | 4,099 | 3,613 | 1,644 | 202 | 67,217 | 85,692 | 11,183 | 9,362 | - | - | |
| Interest expense..... | (200,323) | (29,750) | - | (3,228) | (177) | (17,467) | (682) | (604) | - | (252,231) | (251,368) | (11,218) | (9,565) | - | - | |
| Other, net..... | 67,977 | 26,931 | 10,064 | 113,280 | - | 727 | (3,767) | 18,002 | - | 233,244 | 218,184 | 25 | - | - | - | |
| Total nonoperating revenues (expenses)..... | (102,978) | 11,595 | 16,566 | 235,654 | 62,698 | (12,641) | (836) | 19,695 | 202 | 229,955 | 235,809 | (10) | (203) | - | - | |
| Income (loss) before capital contributions, transfers and special item..... | (18,465) | 22,759 | 26,985 | (334,188) | (121,247) | 24,663 | (3,151) | (49,811) | 714 | (451,741) | (319,806) | (4,627) | 411 | - | - | |
| Capital contributions..... | 41,060 | - | - | 107,509 | - | - | 3,942 | - | - | 152,511 | 150,080 | - | - | - | - | |
| Transfers in..... | - | - | - | 248,823 | 142,690 | - | - | 163,728 | - | 555,241 | 524,786 | 2,061 | 550 | - | - | |
| Transfers out..... | (25,942) | - | (450) | (12,079) | (39,429) | - | - | - | - | (77,900) | (73,615) | - | - | - | - | |
| Income (loss) before special item..... | (3,347) | 22,759 | 26,535 | 10,065 | (17,986) | 24,663 | 791 | 113,917 | 714 | 178,111 | 281,445 | (2,566) | 961 | - | - | |
| Special item..... | - | - | (41,224) | - | - | - | 198 | - | - | (41,026) | 17,386 | - | - | - | - | |
| Change in net assets..... | (3,347) | 22,759 | (14,689) | 10,065 | (17,986) | 24,663 | 989 | 113,917 | 714 | 137,085 | 298,831 | (2,566) | 961 | - | - | |
| Net assets (deficit) at beginning of year..... | 316,742 | 439,574 | 435,845 | 1,893,292 | 59,659 | 959,250 | 329,698 | 269,369 | 8,615 | 4,711,264 | 4,412,433 | (275) | (1,236) | - | - | |
| Net assets (deficit) at end of year..... | \$ 313,395 | \$ 461,333 | \$ 421,156 | \$ 1,903,357 | \$ 41,673 | \$ 983,913 | \$ 330,687 | \$ 383,306 | \$ 9,329 | \$ 4,848,349 | \$ 4,711,264 | \$ (2,841) | \$ (275) | - | - | |

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

36

CITY AND COUNTY OF SAN FRANCISCO
Statement of Net Assets - Proprietary Funds (Continued)
June 30, 2008
(with comparative financial information as of June 30, 2007)
(In Thousands)

| | Business-type Activities - Enterprise Funds | | | | | | | | | | Other Fund | | | |
|---|---|--------------------------------|------------------------------|---------------------------------|---------------------------------|--------------------------------------|-----------------------|-----------------------|----------------------------------|--------------|--|------------|-----------|--|
| | Major Funds | | | | | | | | San Francisco Market Corporation | Total | Governmental Activities-Internal Service Funds | | | |
| | San Francisco International Airport | San Francisco Water Enterprise | Hetch Hetchy Water and Power | Municipal Transportation Agency | General Hospital Medical Center | San Francisco Waste-water Enterprise | Port of San Francisco | Laguna Honda Hospital | | | 2008 | 2007 | | |
| LIABILITIES | | | | | | | | | | | | | | |
| Current liabilities: | | | | | | | | | | | | | | |
| Accounts payable..... | \$ 28,995 | \$ 8,394 | \$ 12,726 | \$ 63,318 | \$ 24,862 | \$ 7,098 | \$ 4,675 | \$ 5,106 | \$ 157 | \$ 155,329 | \$ 158,041 | \$ 7,587 | \$ 10,077 | |
| Accrued payroll..... | 7,726 | 6,009 | 1,223 | 21,305 | 14,529 | 3,296 | 1,247 | 6,936 | - | 62,271 | 54,436 | 1,951 | 1,773 | |
| Accrued vacation and sick leave pay..... | 5,930 | 5,738 | 1,330 | 15,935 | 9,894 | 2,680 | 1,082 | 5,525 | - | 49,114 | 47,728 | 2,097 | 1,974 | |
| Accrued workers' compensation..... | 948 | 1,512 | 380 | 16,857 | 3,644 | 822 | 393 | 2,017 | - | 26,573 | 30,829 | 166 | 145 | |
| Estimated claims payable..... | 15 | 3,011 | 4,157 | 16,222 | - | 2,989 | 821 | - | - | 27,215 | 21,486 | - | - | |
| Due to other funds..... | 21 | - | - | 150 | 1,889 | - | 83 | 7,368 | - | 9,481 | 32,669 | 11,194 | 3,663 | |
| Deferred credits and other liabilities..... | 65,555 | 9,496 | 2,283 | 62,263 | 55,195 | - | 2,339 | 666 | 166 | 197,963 | 108,521 | 89,354 | 58,535 | |
| Accrued interest payable..... | - | 7,434 | - | 238 | - | 5,626 | 128 | - | - | 13,426 | 14,185 | 2,704 | 1,748 | |
| Bonds, loans, capital leases, and other payables..... | 73,271 | 25,520 | 110 | 6,951 | 1,139 | 99,430 | 92 | 516 | - | 207,029 | 202,176 | 23,775 | 21,510 | |
| Liabilities payable from restricted assets: | | | | | | | | | | | | | | |
| Bonds, loans, capital leases, and other payables..... | 32,934 | - | - | - | - | - | 4,185 | - | - | 37,119 | 19,087 | - | - | |
| Accrued interest payable..... | 27,301 | - | - | - | - | - | 147 | - | - | 27,448 | 25,411 | - | - | |
| Other..... | 13,453 | 27,322 | - | 1,497 | - | 4,605 | 6,720 | 1,073 | - | 54,670 | 50,847 | - | - | |
| Total current liabilities..... | 257,149 | 94,436 | 22,209 | 204,736 | 111,132 | 126,544 | 21,912 | 29,197 | 323 | 867,638 | 765,416 | 138,828 | 99,425 | |
| Noncurrent liabilities: | | | | | | | | | | | | | | |
| Accrued vacation and sick leave pay..... | 5,983 | 5,118 | 1,041 | 11,088 | 7,263 | 2,318 | 859 | 3,829 | - | 37,499 | 37,171 | 1,912 | 1,865 | |
| Accrued workers' compensation..... | 3,888 | 6,623 | 1,767 | 75,259 | 18,272 | 3,853 | 2,150 | 8,891 | - | 120,703 | 115,610 | 888 | 609 | |
| Other postemployment benefits obligation..... | 15,413 | 15,048 | 2,723 | 35,438 | 30,065 | 5,684 | 2,805 | 13,207 | - | 120,383 | - | 4,147 | - | |
| Estimated claims payable..... | 22 | 8,243 | 11,144 | 39,759 | - | 6,055 | 300 | - | - | 65,523 | 57,023 | - | - | |
| Deferred credits and other liabilities..... | - | 355 | - | 29,810 | - | 89 | 14,401 | - | - | 44,655 | 44,445 | - | - | |
| Bonds, loans, capital leases, and other payables..... | 3,801,602 | 936,270 | 172 | 55,051 | 2,055 | 367,144 | 7,149 | 133 | - | 5,169,576 | 5,275,685 | 259,949 | 228,786 | |
| Total noncurrent liabilities..... | 3,826,908 | 971,657 | 16,847 | 248,405 | 57,655 | 385,143 | 27,664 | 26,060 | - | 5,558,330 | 5,529,934 | 266,896 | 231,260 | |
| Total liabilities..... | 4,084,057 | 1,066,093 | 39,056 | 453,141 | 168,787 | 511,687 | 49,576 | 55,257 | 323 | 6,425,977 | 6,295,350 | 405,724 | 330,685 | |
| NET ASSETS | | | | | | | | | | | | | | |
| Invested in capital assets, net of related debt..... | (177,974) | 324,091 | 259,376 | 1,932,340 | 64,178 | 940,602 | 269,936 | 317,906 | 4,553 | 3,935,008 | 3,795,006 | 4,730 | 5,335 | |
| Restricted: | | | | | | | | | | | | | | |
| Debt service..... | 220,132 | 27,434 | - | 33,305 | - | 1,316 | - | - | - | 282,187 | 249,656 | - | - | |
| Capital projects..... | 18,212 | - | - | - | - | - | 617 | 92,634 | - | 111,463 | 75,771 | - | - | |
| Other purposes..... | - | - | - | 26,494 | - | - | - | 1,760 | - | 28,254 | 23,709 | - | - | |
| Unrestricted (deficit)..... | 253,025 | 109,808 | 161,780 | (88,782) | (22,305) | 41,995 | 60,134 | (28,994) | 4,776 | 491,437 | 567,122 | (7,571) | (5,610) | |
| Total net assets (deficit)..... | \$ 313,395 | \$ 461,333 | \$ 421,156 | \$ 1,903,357 | \$ 41,873 | \$ 983,913 | \$ 330,687 | \$ 383,306 | \$ 9,329 | \$ 4,848,349 | \$ 4,711,264 | \$ (2,841) | \$ (275) | |

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, 2008
(with comparative financial information for year ended June 30, 2007)
(In Thousands)

| | Business-type Activities - Enterprise Funds | | | | | | | | | | Other Fund | | | | | |
|--|---|--------------------------------|------------------------------|---------------------------------|---------------------------------|--------------------------------------|-----------------------|-----------------------|----------------------------------|--------------|--------------|------------|------------|--|------|------|
| | Major Funds | | | | | | | | San Francisco Market Corporation | | Total | 2008 | 2007 | Governmental Activities-Internal Service Funds | 2008 | 2007 |
| | San Francisco International Airport | San Francisco Water Enterprise | Hetch Hetchy Water and Power | Municipal Transportation Agency | General Hospital Medical Center | San Francisco Waste-water Enterprise | Port of San Francisco | Laguna Honda Hospital | | | | | | | | |
| Cash flows from operating activities: | | | | | | | | | | | | | | | | |
| Cash received from customers, including cash deposits..... | \$ 568,026 | \$ 222,676 | \$ 125,541 | \$ 407,693 | \$ 425,789 | \$ 198,895 | \$ 8,109 | \$ 146,175 | \$ 1,571 | \$ 2,104,475 | \$ 1,808,195 | \$ 142,820 | \$ 140,277 | | | |
| Cash received from tenants for rent..... | - | 9,749 | 225 | 3,185 | 2,635 | - | 55,247 | - | - | 71,041 | 66,758 | - | - | | | |
| Cash paid to employees for services..... | (168,587) | (85,633) | (28,647) | (498,723) | (330,407) | (61,696) | (25,200) | (164,111) | (218) | (1,363,222) | (1,293,729) | (47,444) | (47,253) | | | |
| Cash paid to suppliers for goods and services..... | (129,054) | (71,369) | (57,183) | (215,020) | (233,440) | (51,723) | (25,207) | (26,647) | (525) | (810,148) | (712,721) | (82,303) | (65,264) | | | |
| Cash paid for judgments and claims..... | - | (2,359) | (1,254) | (14,957) | - | (1,654) | - | - | - | (20,134) | (20,132) | - | - | | | |
| Net cash provided by (used in) operating activities..... | 270,385 | 73,064 | 38,892 | (317,822) | (135,423) | 83,922 | 12,949 | (44,583) | 828 | (17,988) | (151,829) | 12,873 | 27,760 | | | |
| Cash flows from noncapital financing activities: | | | | | | | | | | | | | | | | |
| Operating grants..... | - | 1,899 | 52 | 111,329 | 83,563 | - | - | - | - | 176,843 | 310,920 | - | - | | | |
| Transfers in..... | - | - | - | 376,226 | 142,690 | - | - | 163,727 | - | 682,643 | 404,490 | 2,081 | 550 | | | |
| Transfers out..... | (25,942) | - | (450) | (154,445) | (38,428) | - | - | - | - | (220,285) | (78,246) | - | - | | | |
| Transit Impact Development fees received..... | - | - | - | 169 | - | - | - | - | - | 169 | 1,309 | - | - | | | |
| Claims settlement proceeds..... | - | - | - | - | - | - | - | - | - | - | 2,293 | - | - | | | |
| Other noncapital financing increases..... | 6,827 | - | 9,903 | 3,981 | - | 900 | - | - | - | 21,611 | 20,800 | - | - | | | |
| Other noncapital financing decreases..... | - | - | - | (216) | - | - | - | (9,447) | - | (9,683) | (3,329) | - | - | | | |
| Net cash provided by (used in) noncapital financing activities..... | (19,115) | 1,899 | 9,505 | 337,260 | 166,609 | 900 | - | 154,280 | - | 851,338 | 658,237 | 2,061 | 550 | | | |
| Cash flows from capital and related financing activities: | | | | | | | | | | | | | | | | |
| Capital grants..... | 52,176 | - | - | 181,465 | - | - | 4,034 | 18,002 | - | 255,677 | 218,282 | - | - | | | |
| Transfers in..... | - | - | - | - | - | - | - | - | - | - | - | - | - | | | |
| Bond sale proceeds and loans received..... | - | - | - | - | - | - | - | - | - | - | - | 54,852 | 38,687 | | | |
| Proceeds from sale of capital assets..... | - | 24,402 | 55 | 35 | - | - | 1 | - | - | 24,493 | 8,714 | - | - | | | |
| Proceeds from commercial paper borrowings..... | 18,000 | - | - | - | - | - | - | - | - | 18,000 | 50,000 | - | - | | | |
| Proceeds from passenger facility charges..... | 72,594 | - | - | - | - | - | - | - | - | 72,594 | 66,166 | - | - | | | |
| Acquisition of capital assets..... | (116,450) | (234,624) | (32,284) | (148,458) | (19,734) | (62,087) | (14,005) | (75,430) | (238) | (703,310) | (657,036) | (1,307) | (2,547) | | | |
| Retirement of capital leases, bonds and loans..... | (75,510) | (19,170) | (108) | (19,165) | (169) | (47,837) | (4,158) | (468) | - | (166,585) | (193,491) | (21,567) | (20,533) | | | |
| Bond issue costs paid..... | - | - | - | - | - | - | - | - | - | - | (891) | (1,426) | (504) | | | |
| Interest paid on debt..... | (191,349) | (45,023) | - | (4,233) | (178) | (20,325) | (492) | (603) | - | (262,203) | (230,572) | (9,939) | (8,708) | | | |
| Other capital financing increases..... | - | - | - | 50,361 | - | 198 | - | - | - | 50,559 | 116,612 | - | - | | | |
| Other capital financing decreases..... | (37,571) | - | - | - | - | - | (1,123) | - | - | (38,694) | (9,198) | - | - | | | |
| Net cash provided by (used in) capital and related financing activities..... | (278,110) | (274,415) | (32,337) | 60,005 | (20,081) | (130,249) | (15,545) | (58,499) | (238) | (749,469) | (631,404) | 20,613 | 6,395 | | | |
| Cash flows from investing activities: | | | | | | | | | | | | | | | | |
| Purchases of investments with trustees..... | (2,806,847) | (50,153) | - | (3,924) | - | - | - | - | (12,915) | (2,873,839) | (1,197,355) | (159,000) | (56,540) | | | |
| Proceeds from sale of investments with trustees..... | 2,821,703 | 65,317 | - | - | - | - | - | - | 12,034 | 2,899,054 | 1,237,651 | 130,765 | 21,473 | | | |
| Interest and investment income..... | 35,152 | 16,600 | 3,814 | 7,676 | 2,334 | 5,396 | 4,634 | 1,643 | 198 | 77,447 | 79,575 | 2,978 | 1,791 | | | |
| Other investing activities..... | - | 2,827 | - | - | (1) | - | - | (91) | - | 2,735 | 1,933 | (322) | (416) | | | |
| Net cash provided by (used in) investing activities..... | 50,008 | 34,591 | 3,814 | 3,752 | 2,333 | 5,396 | 4,634 | 1,552 | (683) | 105,397 | 121,804 | (25,579) | (33,692) | | | |
| Net increase (decrease) in cash and cash equivalents..... | 23,168 | (164,861) | 19,674 | 83,195 | 13,438 | (40,031) | 2,038 | 52,750 | (93) | (10,722) | (2,992) | 9,968 | 1,013 | | | |
| Cash and cash equivalents-beginning of year..... | 403,606 | 325,291 | 146,182 | 167,598 | 50,920 | 137,227 | 91,145 | 42,958 | 554 | 1,365,481 | 1,368,473 | 34,089 | 33,076 | | | |
| Cash and cash equivalents-end of year..... | \$ 426,774 | \$ 160,430 | \$ 165,856 | \$ 250,793 | \$ 64,358 | \$ 97,196 | \$ 93,183 | \$ 95,708 | \$ 461 | \$ 1,354,759 | \$ 1,365,481 | \$ 44,057 | \$ 34,089 | | | |

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

(Continued)



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CITY AND COUNTY OF SAN FRANCISCO

Statement of Fiduciary Net Assets

Fiduciary Funds

June 30, 2008

(In Thousands)

| | Pension and Other Employee Benefit Trust Funds | Investment Trust Fund | Agency Funds |
|---|--|-----------------------------|-----------------|
| ASSETS | | | |
| Deposits and investments with City Treasury..... | \$ 53,713 | \$ 540,972 | \$ 84,365 |
| Deposits and investments outside City Treasury: | | | |
| Cash and deposits..... | 77,419 | 105 | 44 |
| Short term bills and notes..... | 879,724 | - | - |
| Debt securities..... | 4,540,986 | - | - |
| Equity securities..... | 7,365,206 | - | - |
| Real estate..... | 1,788,561 | - | - |
| Venture capital..... | 1,686,927 | - | - |
| Receivables: | | | |
| Employer and employee contributions..... | 32,135 | - | 44,677 |
| Brokers, general partners and others..... | 330,883 | - | - |
| Interest and other..... | 62,910 | 3,988 | 143,884 |
| Invested securities lending collateral..... | 1,567,442 | - | - |
| Deferred charges and other assets..... | - | - | 8,899 |
| Total assets..... | 18,385,916 | 545,065 | 281,879 |
| LIABILITIES | | | |
| Accounts payable..... | 32,267 | 6,706 | 37,010 |
| Estimated claims payable..... | 10,916 | - | - |
| Agency obligations..... | - | - | 244,869 |
| Obligations under fixed coupon dollar reverse repurchase agreements..... | 322,063 | - | - |
| Foreign currency contracts, net..... | 504 | - | - |
| Payable to brokers..... | 561,394 | - | - |
| Securities lending collateral..... | 1,567,442 | - | - |
| Deferred credits and other liabilities..... | 35,252 | - | - |
| Total liabilities..... | 2,529,836 | 6,706 | 281,879 |
| NET ASSETS | | | |
| Held in trust for pension and other employee benefits and external pool participants..... | \$ 15,856,078 | \$ 538,359 | |

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

CITY AND COUNTY OF SAN FRANCISCO
Statement of Cash Flows (Continued)
Proprietary Funds
Year ended June 30, 2008
(with comparative financial information for year ended June 30, 2007)
(In Thousands)

| | Business-type Activities - Enterprise Funds | | | | | | | | | Other Fund | | | | |
|---|---|--------------------------------|------------------------------|---------------------------------|---------------------------------|--------------------------------------|-----------------------|-----------------------|----------------------------------|--------------|--------------|--|------------|-----------|
| | Major Funds | | | | | | | | | | | Governmental Activities-Internal Service Funds | | |
| | San Francisco International Airport | San Francisco Water Enterprise | Hetch Hetchy Water and Power | Municipal Transportation Agency | General Hospital Medical Center | San Francisco Waste-water Enterprise | Port of San Francisco | Laguna Honda Hospital | San Francisco Market Corporation | Total | 2008 | 2007 | 2008 | 2007 |
| Reconciliation of operating income (loss) to net cash provided by (used in) operating activities: | | | | | | | | | | | | | | |
| Operating income (loss)..... | \$ 84,513 | \$ 11,164 | \$ 10,419 | \$ (569,842) | \$ (183,945) | \$ 37,304 | \$ (2,315) | \$ (69,506) | \$ 512 | \$ (681,696) | \$ (555,615) | | \$ (4,617) | \$ 613 |
| Adjustments for non-cash activities: | | | | | | | | | | | | | | |
| Depreciation and amortization..... | 151,122 | 45,958 | 11,021 | 102,038 | 6,594 | 38,758 | 10,407 | 1,072 | 275 | 367,245 | 345,708 | | 2,384 | 1,700 |
| Provision for uncollectibles..... | (1,038) | - | (2,193) | 75 | - | 120 | (1,111) | - | - | (4,147) | (2,512) | | - | - |
| Write-off of capital assets..... | - | 8,337 | 1,245 | - | - | 1,517 | - | - | - | 11,099 | 15,486 | | - | - |
| Other..... | 6,591 | (3,925) | (43) | 110,324 | - | - | (1,246) | - | - | 111,701 | 1,878 | | 26 | - |
| Changes in assets/liabilities: | | | | | | | | | | | | | | |
| Receivables, net..... | 1,038 | (762) | 2,845 | (3,040) | (10,574) | (3,775) | 1,496 | 7,398 | (3) | (5,377) | (8,074) | | 21,461 | 20,600 |
| Due from other funds..... | - | - | 1,150 | - | - | - | - | - | - | 1,150 | - | | (79) | - |
| Inventories..... | (13) | (308) | (26) | (3,813) | (1,131) | - | 211 | (20) | - | (5,100) | 1,903 | | - | - |
| Deferred charges and other assets..... | (1,754) | - | (2,120) | (1) | - | - | 1,916 | - | - | (1,959) | 3,215 | | (6) | 150 |
| Accounts payable..... | (3,510) | (884) | 1,058 | 9,420 | (1,391) | 2,602 | 360 | 2,097 | 35 | 9,785 | 30,222 | | (2,012) | 3,561 |
| Accrued payroll..... | 1,101 | 482 | 162 | 2,575 | 2,239 | 500 | 184 | 672 | - | 7,915 | 7,707 | | 179 | 171 |
| Accrued vacation and sick leave pay..... | 77 | (315) | 58 | 513 | 972 | 268 | 3 | 140 | - | 1,714 | 1,523 | | 171 | (92) |
| Accrued workers' compensation..... | 59 | (210) | (39) | (1,794) | 2,155 | 531 | (204) | 341 | - | 839 | (11,190) | | 300 | (351) |
| Other postemployment benefits obligation..... | 15,413 | 15,048 | 2,723 | 35,438 | 30,065 | 5,684 | 2,805 | 13,207 | - | 120,383 | - | | 4,147 | - |
| Estimated claims payable..... | - | 4,320 | 10,520 | (961) | - | 333 | 21 | - | - | 14,233 | 987 | | - | - |
| Due to other funds..... | - | (4,858) | - | - | 19,593 | - | 83 | - | - | 14,820 | 10,245 | | (1) | (177) |
| Deferred credits and other liabilities..... | 16,786 | (895) | 1,916 | 1,246 | - | 80 | 339 | 16 | 9 | 19,407 | 8,361 | | (9,080) | 1,585 |
| Total adjustments..... | 185,872 | 61,900 | 28,273 | 252,020 | 48,522 | 46,618 | 15,264 | 24,923 | 316 | 663,708 | 403,986 | | 17,490 | 27,147 |
| Net cash provided by (used in) operating activities..... | \$ 270,385 | \$ 73,064 | \$ 38,692 | \$ (317,822) | \$ (135,423) | \$ 83,922 | \$ 12,949 | \$ (44,583) | \$ 828 | \$ (17,988) | \$ (151,629) | | \$ 12,873 | \$ 27,760 |
| Reconciliation of cash and cash equivalents to the statement of net assets: | | | | | | | | | | | | | | |
| Deposits and investments with City Treasury: | | | | | | | | | | | | | | |
| Unrestricted..... | \$ 299,153 | \$ 138,654 | \$ 165,846 | \$ 197,677 | \$ 64,348 | \$ 44,361 | \$ 81,498 | \$ - | \$ - | \$ 991,537 | \$ 809,548 | | \$ 11,632 | \$ 11,029 |
| Restricted..... | 127,611 | 21,740 | - | 17,352 | - | 52,808 | 6,192 | 95,707 | - | 321,410 | 512,631 | | - | - |
| Deposits outside of City Treasury: | | | | | | | | | | | | | | |
| Unrestricted..... | 10 | 36 | 10 | 3,977 | 10 | - | 5 | 1 | 5,060 | 9,109 | 11,351 | | - | - |
| Restricted..... | 262,368 | 41,051 | - | 36,804 | 18 | 27 | 7,750 | 870 | - | 348,888 | 298,139 | | 95,727 | 58,127 |
| Total deposits and investments..... | 689,142 | 201,481 | 165,856 | 255,810 | 64,376 | 97,196 | 95,445 | 96,578 | 5,060 | 1,670,944 | 1,631,669 | | 107,359 | 69,156 |
| Less: Investments outside of City Treasury not meeting the definition of cash equivalents..... | (262,368) | (41,051) | - | (5,017) | (18) | - | (2,282) | (870) | (4,599) | (316,185) | (296,188) | | (63,302) | (35,067) |
| Cash and cash equivalents at end of year on statement of cash flows..... | \$ 426,774 | \$ 160,430 | \$ 165,856 | \$ 250,793 | \$ 64,358 | \$ 97,196 | \$ 93,183 | \$ 95,708 | \$ 461 | \$ 1,354,759 | \$ 1,365,481 | | \$ 44,057 | \$ 34,089 |

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, 2008

(In Thousands)

| | Pension and Other Employee Benefit Trust Funds | Investment Trust Fund |
|--|--|-----------------------------|
| Additions: | | |
| Employees' contributions..... | \$ 258,381 | - |
| Employer contributions..... | 619,910 | - |
| Contributions to pooled investments..... | - | 2,410,676 |
| Total contributions..... | 878,291 | 2,410,676 |
| Investment income: | | |
| Interest..... | 256,330 | 24,715 |
| Dividends..... | 183,940 | - |
| Net decrease in fair value of investments..... | (1,104,080) | - |
| Securities lending income..... | 54,550 | - |
| Fixed coupon dollar reverse repurchase agreement income..... | 8,638 | - |
| Total investment income..... | (600,622) | 24,715 |
| Less investment expenses: | | |
| Securities lending borrower rebates and expenses..... | (69,352) | - |
| Fixed coupon dollar reverse repurchase finance charges and expenses..... | (12,972) | - |
| Other expenses..... | (51,079) | - |
| Total investment expenses..... | (133,403) | - |
| Total additions, net..... | 144,256 | 2,435,391 |
| Deductions: | | |
| Benefit payments..... | 1,263,088 | - |
| Refunds of contributions..... | 8,449 | - |
| Distribution from pooled investments..... | - | 2,543,215 |
| Administrative expenses..... | 12,594 | - |
| Total deductions..... | 1,284,131 | 2,543,215 |
| Change in net assets..... | (1,139,865) | (107,824) |
| Net assets at beginning of year..... | 16,995,943 | 646,183 |
| Net assets at end of year..... | \$ 15,856,078 | \$ 538,359 |

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

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

(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 (The 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, for a period not to exceed 20 years, to fund essential traffic and transportation projects. In 2003, the voters approved Proposition K, extending the city-wide one-half of one percent sales tax with a new 30 year plan. A board consisting of the eleven members of the City's Board of Supervisors serving ex officio governs the Authority. The Authority is reported in a special revenue fund in the City's basic financial statements. Financial statements for the Authority can be obtained from their finance and administrative offices at 100 Van Ness Avenue, 26th Floor, San Francisco, CA 94102.

San Francisco City and County Finance Corporation (The 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 governed by a three-member board of directors approved by the Mayor and the Board of Supervisors. 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 (The 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 the MTA administrative offices at 1 South Van Ness Avenue, 7th Floor, San Francisco, CA 94102.

Discretely Presented Component Units

San Francisco Redevelopment Agency (The 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 blended component unit of the Agency. The

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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 May 2002, the Public Initiatives Development Corporation (PIDC) was formed to develop affordable housing on the Agency's behalf. The PIDC is reported as a blended component unit of the Agency, due to the Board of the PIDC being comprised of management of the Agency and other appointed individuals. Future funding will be dependent on the Agency and as such, the PIDC is reported as a blended component unit of the Agency.

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 finance department at 1 South Van Ness Avenue, San Francisco, CA 94103.

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 and 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 and the Bay Area Air Quality Management District, of which both are also excluded from the City's reporting entity.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

(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. 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.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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

The **Hetch Hetchy Water and Power Enterprise 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 Department of Parking and Traffic (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 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 **San Francisco General Hospital Medical Center Fund** accounts for the activities of the San Francisco General Hospital Medical Center (SFGH), a City-owned acute care hospital.

The **San Francisco Wastewater Enterprise Fund** (formerly known as the Clean Water Program) 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 operation, development, and maintenance of seven and one-half miles of waterfront property of the Port of San Francisco (Port). 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.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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 of the State of California 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 (GASB). 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 General Fund, Water Enterprise 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 nonoperating 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 nonoperating 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:

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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 issues 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 (school district), San Francisco Community College District (community college district), and the City are involuntary participants in the City's investment pool. As of June 30, 2008, involuntary participants accounted for approximately 95% of the pool. Voluntary participants accounted for 5% of the pool. Further, the school district, community college district, and the Trial Courts of the State of California are external participants of the City's pool. At June 30, 2008, \$538.4 million was held on behalf of these external participants. The total percentage share of the City's pool that relates to these three external participants is 17%. Internal participants accounted for 83% of 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 - 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.

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 based primarily on appraisals prepared by third-party appraisers. Such fair value estimates involve subjective judgments, and the actual market price of the real estate can only be determined by negotiation between independent third parties in a sales transaction.

The fair values of venture capital investments are estimated based primarily on audited financial statements provided to the individual fund managers. Such fair value estimates involve subjective judgments, and the actual market price of the investments can only be determined by negotiation between independent third parties in a sales transaction.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

The City Charter and Retirement System 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. The collateral may consist of cash or noncash; noncash collateral is generally U.S. treasuries or other U.S. government obligations. The Retirement System's securities custodians are agents in lending the Plan's domestic securities for cash collateral of 102% and international securities for cash collateral of 105%. 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 at June 30, 2008 is ninety-six 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 forty-two 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 Retirement System 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-upon buy back price, the Retirement System could suffer an economic loss if the securities have to be purchased at a higher price (than the agreed-upon buy back price) in the open market. This credit exposure at June 30, 2008 was approximately \$1.7 million.

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 fair 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 (The Agency) - The Agency pools deposits and investments, except for certain investments restricted for developers' deposits and pledged assets relating to specific projects. The Agency's investments are stated at fair value. Fair value has been obtained by using market quotes as of June 30, 2008. 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 of less than one year at the date of purchase or bank investment contracts) that have a remaining maturity of less than one year at the date of purchase are valued at the amortized cost, which approximates fair value as of June 30, 2008.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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, Investment 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 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

The Mayor's Office of Housing (MOH) and the Mayor's Office of Community Development (MOCD) administer several housing and small business subsidy programs and issues loans to qualified applicants. Management has determined through policy that many of these loans may be forgiven or renegotiated and extended long into the future if certain terms and conditions of the loans are met. At June 30, 2008, it was determined that \$453.6 million of the \$520.3 million loan portfolio is not expected to be ultimately collected.

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. 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 are both residential and commercial and are 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. Property held for sale may, during the period it is held by the Agency, generate rental income, which is recognized as it becomes due and is considered collectible.

(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

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

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 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.

(f) 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 and begins to sunset by June 30, 2010.

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 or 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.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

(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. San Francisco International Airport's bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the effective interest method. The remaining bond premiums, discounts, and issuance costs are calculated using the straight-line 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.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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. At June 30, 2008, the government-wide statement of net assets reported restricted assets of \$410.1 million in governmental activities and \$421.9 million in business-type activities. For governmental activities, \$1.7 million is restricted by 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, 2008.

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. At June 30, 2008, \$39.0 million was designated for litigation and contingencies which is included in the unreserved general fund balance.

Deficit Net Assets/Fund Balances

The Environmental Protection Fund, Public Protection Fund and Senior Citizens' Program Fund had deficits of \$0.3 million, \$1.7 million and \$1.0 million, respectively as of June 30, 2008. The deficits relate to increases of deferred tax, grant and subvention revenues on various programs which are expected to be collected beyond 120 days of the end of fiscal year 2008.

The San Francisco County Transportation Authority Fund had a \$3 million deficit as of June 30, 2008. The deficit relates to the Authority's capital projects which are scheduled to be implemented over the course of several fiscal periods and are funded with non-current revenues.

The Moscone Convention Center Fund had a \$3.9 million deficit as of June 30, 2008. The deficit will be covered as hotel tax revenues are realized.

The Central Shops Fund and Telecommunications and Information Internal Service Fund had deficits in total net assets of \$0.05 million and \$3.6 million, respectively as of June 30, 2008. The deficits of total net assets relate to the implementation of GASB Statement No. 45 related to other postemployment benefits in the fiscal year 2008. This deficit is expected to be reduced in future years through anticipated rate increases or reductions in the operating expenses. The rates are reviewed and updated annually.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

(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 2006-2007 Summarized Comparative Financial Information in the basic financial statements have been reclassified for comparative purposes to conform to the presentation in the 2007-2008 basic financial statements.

(q) Effects of New Pronouncements

During fiscal year 2008, the City implemented the following accounting standards:

The City implemented GASB 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. The City elected to report a zero net OPEB obligation at the beginning of the transition year, July 1, 2007, with the unfunded actuarial liability amortized over future periods. The City has adopted the maximum acceptable amortization period of thirty years. The disclosures required by GASB Statement No. 45 are provided in Note 9(c) and (d).

The City adopted the provisions of GASB Statement No. 48, *Sales and Pledges of Receivables and Future Revenues*. This statement establishes criteria that governments will use to determine whether the

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

proceeds received from either exchanging an interest in the future cash flows from collecting specific receivables or exchanging specific future revenues for immediate cash payments should be reported as revenue or as a borrowing with a related liability. The criteria should be used to determine the extent to which a transferor government either retains or relinquishes control over the receivables or future revenues. For the year ended June 30, 2008, the City did not enter into any transactions in which it would receive, or would be entitled to, resources in exchange for future cash flows generated by collecting specific receivables or specific future revenues. Furthermore, the City did not pledge or commit future cash flows generated by collecting specific future revenues for the year ended June 30, 2008.

The City implemented the provisions of GASB Statement No. 50, *Pension Disclosure – an Amendment of GASB Statements No. 25 and No. 27*. This statement more closely aligns the financial reporting requirements for pensions with those of other postemployment benefits (OPEB) and, in doing so, enhances information disclosed in notes to financial statements or presented as required supplementary information (RSI) by pension plans and by employers that provide pension benefits. This statement amends GASB Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers*, to conform to requirements of GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*. The disclosures required by GASB Statement No. 50 are provided in Note 9(a).

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

In December 2006, GASB issued Statement No. 49 *Accounting and Financial Reporting for Pollution Remediation Obligations*. This statement issued a standard that will require state and local governments to provide the public with better information about the financial impact of environmental cleanups. This statement is effective for the City's fiscal year ending June 30, 2009.

In June 2007, GASB issued Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*. This Statement requires that all intangible assets not specifically excluded by its scope provisions be classified as capital assets. Accordingly, existing authoritative guidance related to the accounting and financial reporting for capital assets should be applied to these intangible assets, as applicable. This Statement also provides authoritative guidance that specifically addresses the nature of these intangible assets. Such guidance should be applied in addition to the existing authoritative guidance for capital assets. Application of this statement is effective for the City's fiscal year ending June 30, 2010.

In June 2008, GASB issued Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*. The Statement specifically requires governments to measure and report most derivative instruments at fair value in their financial statements that are prepared using the economic resources measurement focus and the accrual basis of accounting. The requirement of reporting the derivative instruments at fair value on the face of financial statements gives the users of financial statements a clearer look into the risks their governments are sometimes exposed to when they enter into these transactions and how those risks are managed. The Statement also addresses hedge accounting requirements and improves disclosures, providing a summary of the government's derivative instrument activity, its objectives for entering into derivative instruments, and their significant terms and risks. Application of this Statement is effective for the City's fiscal year ending June 30, 2010.

(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.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

(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, \$971,669, differ from net assets of governmental activities, \$1,585,056, 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 funds balance sheets and the consolidation of the internal service funds.

| Balance Sheet/Statement of Net Assets (in thousands) | | | | | |
|---|--------------------------|-----------------------------------|----------------------------|------------------------------------|--------------------------------|
| | Total Governmental Funds | Long-term Assets, Liabilities (1) | Internal Service Funds (2) | Reclassifications and Eliminations | Statement of Net Assets Totals |
| Assets | | | | | |
| Deposits and investments with City Treasury | \$ 1,150,759 | \$ - | \$ 11,632 | \$ - | \$ 1,162,391 |
| Deposits and investments outside City Treasury | 49,076 | - | 95,727 | - | 144,803 |
| Receivables, net | | | | | |
| Property taxes and penalties | 57,175 | - | - | - | 57,175 |
| Other local taxes | 197,381 | - | - | - | 197,381 |
| Federal and state grants and subventions | 156,543 | - | - | - | 156,543 |
| Charges for services | 54,708 | - | 146 | - | 54,854 |
| Interest and other | 19,468 | - | 1,348 | - | 20,816 |
| Due from other funds | 28,468 | - | - | (28,468) | - |
| Due from component unit | 9,160 | - | - | - | 9,160 |
| Loans receivable, net | 67,335 | - | - | - | 67,335 |
| Capital assets, net | - | 2,926,092 | 4,985 | - | 2,931,077 |
| Deferred charges and other assets | 10,305 | 16,473 | 8,190 | - | 34,968 |
| Total assets | \$ 1,800,378 | \$ 2,942,585 | \$ 122,028 | \$ (28,468) | \$ 4,836,503 |
| Liabilities | | | | | |
| Accounts payable | \$ 232,998 | \$ - | \$ 7,587 | \$ - | \$ 240,585 |
| Accrued payroll | 80,919 | - | 1,951 | - | 82,870 |
| Accrued vacation and sick leave pay | - | 134,194 | 4,009 | - | 138,203 |
| Accrued workers' compensation | - | 203,276 | 1,054 | - | 204,330 |
| Other postemployment benefits obligation | - | 160,639 | 4,147 | - | 164,786 |
| Estimated claims payable | - | 114,204 | - | - | 114,204 |
| Accrued interest payable | - | 8,865 | 2,704 | - | 11,569 |
| Deferred tax, grant and subvention revenues | 143,430 | (127,936) | - | - | 15,494 |
| Due to other funds/internal balances | 24,076 | - | 11,194 | (28,468) | 6,802 |
| Deferred credits and other liabilities | 197,286 | (65,660) | 1,580 | - | 103,206 |
| Bonds, loans, capital leases, and other payables | 150,000 | 1,735,674 | 283,724 | - | 2,169,398 |
| Total liabilities | 828,709 | 2,133,256 | 317,950 | (28,468) | 3,251,447 |
| Fund balances/net assets | | | | | |
| Total fund balances/net assets | 971,669 | 809,309 | (195,922) | - | 1,585,056 |
| Total liabilities and fund balances/net assets | \$ 1,800,378 | \$ 2,942,585 | \$ 122,028 | \$ (28,468) | \$ 4,836,503 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

- (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..... | \$ 3,743,971 |
| Accumulated depreciation..... | (817,879) |
| | <u>\$ 2,926,092</u> |

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.

| | |
|--|------------------|
| | <u>\$ 16,473</u> |
|--|------------------|

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..... | \$ (134,194) |
| Accrued workers' compensation..... | (203,276) |
| Other postemployment benefits obligation..... | (160,639) |
| Estimated claims payable..... | (114,204) |
| Bonds, loans, capital leases, and other payables..... | (1,735,674) |
| Deferred credits and other liabilities..... | (2,692) |
| | <u>\$ (2,350,679)</u> |

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

| | |
|--|-------------------|
| | <u>\$ (8,965)</u> |
|--|-------------------|

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..... | \$ 127,936 |
| Deferred credits and other liabilities..... | 98,352 |
| | <u>\$ 226,288</u> |

- (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..... | (2,841) |
| Adjustments for internal balances with San Francisco Finance Corporation: | |
| Capital lease receivables from other governmental and enterprise funds..... | (284,698) |
| Deferred charges and other assets..... | 3,843 |
| Deferred credits and other liabilities..... | 87,774 |
| | <u>\$ (195,922)</u> |

In addition, intrafund receivables and payables among various internal service funds of \$91 are eliminated.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

- (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, (\$280,270), differs from the change in net assets for governmental activities (\$285,955), 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/ Expenditures(3) | Capital- related Items(4) | Internal Service Funds(5) | Long-term Debt Transactions(6) | Statement of Activities Totals |
|---|--------------------------------|---|---------------------------------|---------------------------------|--------------------------------------|--------------------------------------|
| Revenues | | | | | | |
| Property taxes..... | \$ 1,179,688 | \$ 9,823 | \$ - | \$ - | \$ - | \$ 1,189,511 |
| Business taxes..... | 395,025 | - | - | - | - | 395,025 |
| Other local taxes..... | 652,971 | - | - | - | - | 652,971 |
| Licenses, permits and franchises..... | 30,943 | (108) | - | - | - | 30,835 |
| Fees, forfeitures and penalties..... | 13,217 | - | - | - | - | 13,217 |
| Interest and investment income..... | 54,256 | 330 | - | 3,343 | - | 57,929 |
| Rents and concessions..... | 70,180 | 284 | - | - | - | 70,464 |
| Intergovernmental..... | | | | | | |
| Federal..... | 328,315 | 31,502 | - | - | - | 359,817 |
| State..... | 651,095 | 27,083 | - | - | - | 678,178 |
| Other..... | 18,307 | (181) | - | - | - | 18,126 |
| Charges for services..... | 288,889 | 962 | - | - | - | 289,851 |
| Other revenues..... | 81,321 | 483 | - | - | - | 81,804 |
| Total revenues..... | <u>3,672,597</u> | <u>70,238</u> | <u>-</u> | <u>3,343</u> | <u>-</u> | <u>3,746,188</u> |
| Expenditures/Expenses | | | | | | |
| Expenditures: | | | | | | |
| Public protection..... | 927,198 | 77,476 | 19,513 | (3,730) | - | 1,020,457 |
| Public works, transportation and commerce..... | 332,171 | 12,035 | 8,840 | (10,639) | - | 342,411 |
| Human welfare and neighborhood development..... | 828,903 | 18,674 | 618 | - | - | 848,195 |
| Community health..... | 543,046 | 23,045 | 1,319 | - | - | 567,410 |
| Culture and recreation..... | 309,612 | 16,769 | 51,526 | (11,259) | (19,338) | 347,433 |
| General administration and finance..... | 210,466 | 23,036 | 20,380 | (3,977) | - | 250,295 |
| General City responsibilities..... | 71,205 | 4,691 | - | 4,018 | 973 | 80,887 |
| Debt service: | | | | | | |
| Principal retirement..... | 105,590 | - | - | - | (106,590) | - |
| Interest and fiscal charges..... | 75,844 | - | - | 11,718 | - | 87,562 |
| Bond issuance costs..... | 1,090 | - | - | - | (1,090) | - |
| Capital outlay..... | 133,155 | - | (133,155) | - | - | - |
| Total expenditures/expenses..... | <u>3,639,270</u> | <u>175,726</u> | <u>(30,859)</u> | <u>(13,952)</u> | <u>(115,403)</u> | <u>3,554,762</u> |
| Other financing sources (uses)/changes in net assets | | | | | | |
| Net transfers (to) from other funds..... | (479,402) | - | - | 2,061 | - | (477,341) |
| Issuance of bonds and loans..... | | | | | | |
| Face value of bonds issued..... | 310,155 | - | - | - | (310,155) | - |
| Face value of loans issued..... | 1,829 | - | - | - | (1,829) | - |
| Premium on issuance of bonds..... | 13,071 | - | - | - | (13,071) | - |
| Payment to escrow for refunded debt..... | (283,494) | - | - | - | 283,494 | - |
| Other financing sources - capital leases..... | 24,254 | - | - | (24,254) | - | - |
| Total other financing sources (uses)/changes in net assets..... | <u>(413,597)</u> | <u>-</u> | <u>-</u> | <u>(22,193)</u> | <u>(41,551)</u> | <u>(477,341)</u> |
| Net change for the year..... | <u>\$ (280,270)</u> | <u>\$ (105,488)</u> | <u>\$ 30,859</u> | <u>\$ (4,589)</u> | <u>\$ 73,842</u> | <u>\$ (285,955)</u> |

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

(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.

\$ 9,823

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.

60,415

\$ 70,238

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 decrease in long-term liabilities exceeded expenses reported in the statement of activities that do not require the use of current financial resources.

\$ (173,573)

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 expenditures are not reported in the statement of activities.

(2,153)

\$ (175,726)

(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, the loss on disposal of capital assets and capital asset acquired or funded by donation and other revenues.

\$ 120,861

(74,238)

(5,830)

(9,734)

\$ 30,859

(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 funds' costs for the year.

\$ (4,888)

(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.

\$ 19,338

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.

\$ 1,090

(973)

\$ 117

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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.

\$ (13,071)

Repayment of bond principal and the payment to 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.

\$ 106,560

283,494

390,074

Bond and loan 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 increases long-term liabilities in the statement of net assets and do not affect the statement of activities. Proceeds were received from:

General obligation bonds..... (38,760)

Refunding general obligation bonds..... (271,395)

Loans..... (1,829)

(311,984)

\$ 78,090

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 not 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..... \$ (1,832)

Bond issue cost..... (810)

Interest payment on capital lease obligations on the Moscone Convention Center..... (8,561)

Amortization of bond premiums, discounts and refunding losses..... 1,389

Increase in arbitrage rebate liability..... (818)

\$ (10,632)

(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 generally accepted accounting principles (GAAP). 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. As shown below, \$2.6 million in unrealized losses on investments are deducted from budgetary fund balance for GAAP reporting purposes. \$34.6 million in property tax fine and penalty revenues accrued under the Teeter plan (see note 6) and \$26.1 million in delayed health and human services payments due from the State of California, and other miscellaneous delayed accounts receivable have been deducted from budgetary fund balance for GAAP reporting purposes because they are

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

anticipated to be received more than 120 days after the end of the fiscal period. These deductions are partially offset by \$11.4 million in loans receivable, advances and other miscellaneous items considered assets for GAAP purposes, but not available for budgetary appropriation.

The fund balance of the General Fund as of June 30, 2008 on a Budget basis is reconciled to the fund balance on a GAAP basis as follows (in thousands):

| | General Fund |
|---|--------------|
| Fund Balance - Budget Basis..... | \$ 461,193 |
| Unrealized Gains/(Losses) on Investments..... | (2,629) |
| Cumulative Excess Property Tax Revenues Recognized on a Budget Basis..... | (34,629) |
| Cumulative Excess Health, Human Service, Franchise Tax and Other Revenues Recognized on a Budget Basis..... | (25,071) |
| Deferred amounts on loan receivables..... | (3,587) |
| Reserved for Assets Not Available for Appropriation..... | 11,358 |
| Fund Balance - GAAP Basis..... | \$ 405,635 |

General Fund Budget basis fund balance at June 30, 2008 is composed of the following (in thousands):

| | |
|--|------------|
| Reserved for Rainy Day - Economic Stabilization Reserve..... | \$ 117,556 |
| Reserved for Rainy Day - One-Time Spending Account..... | 236 |
| Reserved for Encumbrances..... | 63,068 |
| Reserved for Appropriation Carryforward..... | 99,959 |
| Reserved for Subsequent Years' Budgets: | |
| Baseline Appropriation Funding Mandates..... | 1,491 |
| Budget Savings Incentive Program - Citywide..... | 16,181 |
| Budget Savings Incentive Program - Recreation and Park..... | 3,266 |
| Litigation..... | 2,626 |
| Salaries and benefits costs (MOU)..... | 12,777 |

Total Reserved Fund Balance..... \$ 317,160

| | |
|--|---------|
| Designated for Litigation and Contingencies..... | 38,969 |
| Unreserved, Undesignated Fund Balance - Available for Appropriation..... | 105,064 |

| | |
|---|------------|
| Total Unreserved Amounts..... | 144,033 |
| Fund Balance, June 30, 2008 - Budget basis..... | \$ 461,193 |

Of the \$105.1 million unreserved, undesignated fund balance - available for appropriation, \$81.7 million has been subsequently appropriated as part of the General Fund budget for use in fiscal year 2008-2009.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

DEPOSITS AND INVESTMENTS

(a) Cash, Deposits and Investments Presentation

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

| | Governmental Activities | Primary Government Business-type Activities | Fiduciary Funds | Total | Component Units |
|---|-------------------------|---|-----------------|---------------|-----------------|
| Deposits and investments with City Treasury..... | \$ 1,162,391 | \$ 991,537 | \$ 679,050 | \$ 2,832,978 | \$ 3,551 |
| Deposits and investments outside City Treasury..... | 49,076 | 9,109 | 16,338,982 | 16,397,167 | 270,247 |
| Restricted assets: | | | | | |
| Deposits and investments with City Treasury..... | - | 321,410 | - | 321,410 | - |
| Deposits and investments outside City Treasury..... | 95,727 | 346,888 | 1,567,442 | 1,969,657 | 122,485 |
| Invested securities lending collateral..... | - | - | - | - | - |
| Total deposits and investments..... | \$ 1,307,194 | \$ 1,670,944 | \$ 18,585,474 | \$ 21,563,612 | \$ 396,283 |
| Cash and deposits..... | \$ 86,073 | \$ 104,462 | \$ 60,181 | \$ 250,716 | \$ 55,252 |
| Investments..... | 1,221,121 | 1,566,482 | 18,525,293 | 21,312,896 | 341,031 |
| Total deposits and investments..... | \$ 1,307,194 | \$ 1,670,944 | \$ 18,585,474 | \$ 21,563,612 | \$ 396,283 |

¹ Includes deposits and investments with the City Treasury of total governmental funds (\$1,150,759) and internal service funds (\$11,632).

² Includes deposits and investments with the City Treasury of pension and other employee benefit trust funds (\$53,713), investment trust fund (\$540,972), and agency funds (\$84,365).

³ Includes deposits and investments outside the City Treasury of total governmental funds (\$49,076) and internal service funds (\$95,727).

(b) Cash and Deposits

The City had cash and deposits at June 30, 2008, as follows (in thousands):

| | Governmental Activities | Primary Government Business-type Activities | Fiduciary Funds | Component Units |
|-------------------------------------|-------------------------|---|-----------------|-----------------|
| Cash on hand..... | \$ 4,917 | \$ 662 | \$ 45 | \$ 1 |
| Federally insured deposits..... | 500 | 1,764 | 100 | 200 |
| Collateralized deposits*..... | 80,656 | 106,384 | 23,608 | 55,051 |
| Uninsured and uncollateralized..... | - | 1,635 | 36,428 | - |
| | \$ 86,073 | \$ 106,894 | \$ 115,973 | \$ 55,252 |
| | | | \$ 60,181 | \$ 39,190 |

* Under the City's cash management policy, investments are converted to cash as checks are presented for payment. At June 30, 2008, the carrying amount of collateralized deposits has been reduced by the amount of outstanding checks and other distribution accounts of approximately \$111.5 million.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

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, 2008, \$1.6 million and \$36.4 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 safety, 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, purchases of treasury bonds are 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 sixty 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 thirty 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.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

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 Bills | N/A | None | None |
| U.S. Treasury Notes | N/A | None | None |
| U.S. Treasury Bonds | N/A | 5% | None |
| C.S. Agency Securities | N/A | 60% | None |
| Commercial Paper | 180 days | 40% | 10% |
| U.S. Government Deposits of Deposit | 5 years | 30% | None |
| Public Time Deposit | 1 year | None | None |
| Public Demand Accounts | N/A | None | None |
| Bankers Acceptances | 180 days | 40% | 30% |
| Repurchase Agreements | 30 days | None | None |
| Reverse Repurchase Agreements | 45 days | Up to Current State limit (\$40 million) | \$75 million |
| Local Agency Investment Fund | N/A | N/A | N/A |

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 fair 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.

The investment policy permits investments in domestic and international debt and equity securities, real estate, and alternative investments, which include investments in a variety of commingled partnership vehicles.

San Francisco 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 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 fair value for the entire pool. The Agency has used a multiplier provided by LAIF to determine estimated fair values. In addition, the 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.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

(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, 2008 (in thousands). The Employees' Retirement System's interest rate risk information is discussed in section (f) of this note.

| | Fair Value | Investment Maturities | | | |
|---|----------------------|-----------------------|-----------------|------------------|-----------------------|
| | | Less than 1 year | 1 to 5 years | 5 to 10 years | More than 10 years |
| Primary Government: | | | | | |
| Investments with City Treasury: | | | | | |
| U.S. Treasury Bills | \$ 98,997 | \$ 98,997 | \$ - | \$ - | \$ - |
| U.S. Treasury Notes | 619,774 | 273,514 | 345,860 | - | - |
| U.S. Agencies - Coupon | 814,318 | 295,330 | 518,988 | - | - |
| U.S. Agencies - Discount | 466,965 | 466,965 | - | - | - |
| Commercial paper | 647,179 | 647,179 | - | - | - |
| Negotiable certificates of deposits | 325,146 | 325,146 | - | - | - |
| Public time deposits | 24,943 | 24,943 | - | - | - |
| Less: Treasury Island Development Authority Investments with City Treasury | (3,283) | (3,283) | - | - | - |
| Subtotal Investments in City Treasury | 2,984,039 | \$ 2,120,191 | \$ 864,848 | \$ - | \$ - |
| Investments Outside City Treasury: (Governmental and Business-Type) | | | | | |
| U.S. Treasury Notes | 11,798 | \$ 5,008 | \$ 6,152 | \$ - | \$ - |
| U.S. Treasury Bills | 19,554 | 19,554 | - | - | - |
| U.S. Agencies - Coupon | 75,223 | 40,228 | 34,997 | - | - |
| U.S. Agencies - Discount | 262,449 | 262,449 | - | - | - |
| Money market mutual funds | 103,557 | 103,557 | - | - | - |
| Equity securities | 770 | 770 | - | - | - |
| Guaranteed investment contract | 15,959 | - | 15,959 | - | - |
| Commercial paper | 732 | 732 | - | - | - |
| Subtotal Investments outside City Treasury | 490,001 | \$ 432,894 | \$ 57,107 | \$ - | \$ - |
| Employee Retirement System Investments | 17,628,856 | - | - | - | - |
| Total Primary Government | 21,312,895 | | | | |
| Component Units: | | | | | |
| Redevelopment Agency: | | | | | |
| U.S. Agencies - Coupon | 58,354 | \$ 40,742 | \$ 17,612 | \$ - | \$ - |
| U.S. Agencies - Discount | 68,205 | 68,205 | - | - | - |
| Bankers' acceptances | 21,236 | 21,236 | - | - | - |
| Commercial paper | 19,509 | 19,509 | - | - | - |
| State Local Agency Investment Fund | 62,733 | 62,733 | - | - | - |
| Money market mutual funds | 69,596 | 69,596 | - | - | - |
| Guaranteed investment contracts | 38,176 | 3,342 | 19,598 | - | 14,876 |
| Subtotal Redevelopment Agency | 337,749 | \$ 285,303 | \$ 37,570 | \$ - | \$ 14,876 |
| Treasure Island Development Authority: Investments with City Treasury | 3,283 | \$ 3,283 | \$ - | \$ - | \$ - |
| Subtotal Treasure Island Development Authority | 3,283 | \$ 3,283 | \$ - | \$ - | \$ - |
| Total Component Units | 341,032 | | | | |
| Total Investments | \$ 21,653,928 | | | | |

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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. All security transactions including collateral for repurchase agreements, entered into by the Treasurer are conducted on a deliver-versus-payment basis pursuant to approved custodial safekeeping agreements. Securities are held by a third party custodian designated by the Treasurer and evidenced by safekeeping receipts.

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 is 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, 2008 for each investment type in the City's Treasury.

| Investment Type | Minimum Legal Rating | Standard & Poor's Rating | Total Investment Portfolio |
|-------------------------------------|-------------------------|--------------------------------|----------------------------------|
| U.S. Treasury Bills | N/A | A-1 | 3% |
| U.S. Treasury Notes | N/A | AAA/A-1 | 21% |
| U.S. Agencies | N/A | AAA/A-1 | 43% |
| Commercial Paper | A-1 | A-1 | 21% |
| Negotiable Certificates of Deposits | N/A | A-1 | 11% |
| Public Time Deposits | N/A | A-1 | 1% |

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 | 17% |
| U.S. Agencies - Discount | AAA | 20% |
| Commercial paper | A-1/P-1 | 6% |
| State Local Agency Investment Fund | Not rated | 19% |
| Money market mutual funds | AAAm | 21% |
| Guaranteed investment contracts | A- or Higher | 11% |
| Bankers' acceptances | Not rated | 6% |

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, the City 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.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

The Agency does not have a formal investment policy for custodial credit risk for investments. As of June 30, 2008, \$0.8 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 single issuer limitation. As of end of June 30, 2008, the City Treasurer has investments in U.S. Agencies that represent 5% or more of the total Pool in the following: Federal Home Loan Bank, Federal Home Loan Bank Floater, Federal National Mortgage Association Notes, and Federal Home Loan Mortgage Corporation Notes. These investments represent 9%, 18%, 7%, and 7%, respectively. Investments in commercial paper are with Union Bank, ING Group, Bank of America, Nestle Corporation, Bank of Scotland, American International Group, Inc. (AIG), and International Lease Finance Corporation. Negotiable certificates of deposit are with Wells Fargo Bank, J.P. Morgan, Chase, and Bank of America.

In addition, 54.9% of Airport's investments with its trustees are held in Federal National Mortgage Association, 21.7% in Federal Home Loan Bank and 15.9% in Federal Home Loan Mortgage. The Finance Corporation's investments with its trustee are held in Federal Home Loan Bank for 44.3%, and Federal Farm Credit Bank for 12.8%. The Redevelopment Agency held investments with AIG Matched Funding Corporation, Federal Farm Credit Bank, Federal Home Loan Bank, and GE Capital representing 7.6%, 6.9%, 25.6% and 5.3%, respectively, of its investment portfolio.

(e) 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, 2008 (in thousands):

| Statement of Net Assets | | | |
|---|--|--------------|--|
| Net assets held in trust for all pool participants..... | | \$ 3,157,781 | |
| Equity of internal pool participants..... | | 2,619,422 | |
| Equity of external pool participants..... | | 538,359 | |
| Total equity..... | | \$ 3,157,781 | |
| Statement of Changes in Net Assets | | | |
| Net assets at July 1, 2007..... | | \$ 3,450,364 | |
| Net change in investments by pool participants..... | | (292,583) | |
| Net assets at June 30, 2008..... | | \$ 3,157,781 | |

The following provides a summary of key investment information for the Treasurer's Pool as of June 30, 2008 (in thousands):

| Types of investment | Rates | Maturities | Par Value | Carrying Value |
|--|---------------|-------------------|--------------|----------------|
| U.S. government securities..... | 1.68% - 5.04% | 07/31/08-03/31/13 | \$ 726,100 | \$ 718,771 |
| Federal agencies..... | 2.09% - 4.92% | 07/21/08-01/28/13 | 1,286,778 | 1,281,283 |
| Negotiable certificate of deposits..... | 1.85% - 4.60% | 08/19/08-11/13/08 | 325,000 | 325,146 |
| Commercial paper..... | 1.80% - 6.09% | 07/22/08-12/09/08 | 655,000 | 647,179 |
| Public time deposits..... | 2.55% - 5.63% | 07/16/08-01/18/09 | 25,200 | 24,943 |
| | | | \$ 3,018,078 | 2,997,322 |
| Carrying amount of deposits in Treasurer's Pool..... | | | | 160,459 |
| Total cash and investments in Treasurer's Pool..... | | | | \$ 3,157,781 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

(f) Retirement System Investments

The Retirement System's investments as of June 30, 2008 are summarized as follows (in thousands):

| | |
|--|----------------------|
| Fixed Income Investments: | \$ 879,724 |
| Short-term bills and notes | |
| Debt securities: | |
| U.S. Government and agencies | 1,358,339 |
| U.S. Corporate | 2,907,858 |
| International government | 64,847 |
| International corporate and others | 209,952 |
| Subtotal debt securities | 4,540,996 |
| Total fixed income investments | 5,420,720 |
| Equity securities: | |
| Domestic | 4,138,513 |
| International | 3,226,693 |
| Total equity securities | 7,365,206 |
| Real estate holdings | 1,788,561 |
| Venture capital | 1,686,927 |
| Investment in lending agent's short-term investment pool | 1,567,442 |
| Total Retirement System Investments | \$ 17,828,856 |

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.

Below is a table depicting the segmented time distribution for fixed income investments based upon the expected maturity (in years) as of June 30, 2008 (in thousands):

| Investment Type | Fair Value | Less than 1 year | 1-5 years | 6-10 years | 10+ years |
|---|---------------------|------------------|---------------------|---------------------|---------------------|
| Asset Backed Securities | \$ 175,587 | \$ 1,273 | \$ 62,285 | \$ 15,291 | \$ 96,708 |
| Commercial Mortgage-Backed Securities | 744,787 | - | 107,374 | 133,777 | 503,636 |
| Corporate Bonds | 1,527,709 | 32,542 | 648,081 | 619,369 | 227,717 |
| Corporate Convertible Bonds | 170,505 | 2,910 | 47,400 | 7,791 | 112,404 |
| Government Agencies | 157,403 | - | 512 | 154,193 | 2,698 |
| Government Bonds | 276,575 | 3,516 | 34,456 | 144,012 | 94,591 |
| Government Mortgage-Backed Securities | 934,878 | - | - | 2,622 | 932,256 |
| Index Linked Government Bonds | 29,285 | - | 7,035 | 14,631 | 7,619 |
| Loans | 26,974 | 5,287 | 8,639 | 13,048 | - |
| Mortgages | 158 | - | - | 158 | - |
| Municipal/Provincial Bonds | 25,046 | 61 | - | 4,056 | 20,929 |
| Non-Government Backed Collateralized Mortgage Obligations | 316,775 | 919 | 1,785 | 8,630 | 305,441 |
| Other Fixed Income | 309,504 | - | 306,425 | - | 3,079 |
| Short-term Bills and Notes | 15,426 | 15,426 | - | - | - |
| Total | \$ 4,710,592 | \$ 61,934 | \$ 1,224,002 | \$ 1,117,578 | \$ 2,307,078 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Credit Risk

Fixed income investment managers typically are limited within their portfolios to no more than 5% 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, 2008 (amounts in thousands):

| Investment Type | Fair Value | AAA | AA | A | BBB | BB | B | C | Not Rated |
|---|---------------------|---------------------|-------------------|-------------------|-------------------|-------------------|-------------------|------------------|---------------------|
| Asset Backed Securities | \$ 175,597 | \$ 101,125 | \$ 4,193 | \$ 32,993 | \$ 25,671 | \$ 4,742 | \$ 2,922 | \$ 2,252 | \$ 2,289 |
| Commercial Mortgage-Backed | 744,788 | 325,384 | 17,335 | 22,674 | 73,762 | 44,786 | 24,983 | 6,574 | 228,310 |
| Corporate Bonds | 1,527,709 | 22,699 | 78,977 | 182,345 | 298,581 | 96,927 | 167,274 | 48,800 | 631,106 |
| Corporate Convertible Bonds | 170,505 | - | 9,741 | 46,831 | 44,377 | 24,809 | 15,800 | 2,995 | 26,152 |
| Government Agencies | 157,402 | 155,640 | - | 1,377 | 395 | - | - | - | - |
| Government Bonds | 53,506 | - | 936 | 3,047 | 14,097 | 10,283 | 8,573 | 1,830 | 14,740 |
| Government Mortgage-Backed Securities | 934,878 | 934,878 | - | - | - | - | - | - | - |
| Index Linked Government Bonds | 9,636 | - | - | - | - | - | - | - | 9,636 |
| Mortgages | 158 | - | - | - | - | - | - | - | 158 |
| Municipal/Provincial Bonds | 25,046 | 3,232 | 13,651 | 7,427 | - | 325 | - | 411 | - |
| Bank Loans | 26,973 | - | - | - | - | - | - | - | 26,973 |
| Collateralized Bonds | 3,059 | - | 427 | 1,685 | 946 | - | - | - | - |
| Non-Government Backed-Collateralized Mortgage Obligations | 316,774 | 267,146 | 3,790 | 14,298 | 4,381 | 4,557 | 7,597 | 1,949 | 12,358 |
| Other Fixed Income - Commingled Funds | 308,426 | - | - | - | - | - | - | - | 308,426 |
| Short-term bills and notes | 15,227 | 6,948 | - | - | - | - | - | - | 8,279 |
| Total | \$ 4,487,653 | \$ 1,817,032 | \$ 128,050 | \$ 311,625 | \$ 462,800 | \$ 186,429 | \$ 227,249 | \$ 65,611 | \$ 1,267,407 |

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, 2008, \$9.0 million 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.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

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, 2008, 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 for fiscal year ended June 30, 2008 is as follows (in thousands):

| Currency | Cash | Equity | Fixed Income | Venture Capital | Real Estate | Swaps | Total |
|------------------------|-------------------|---------------------|------------------|-------------------|------------------|------------------|---------------------|
| Argentine peso | \$ 5,375 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 5,375 |
| Australian dollar | 135,485 | 115,760 | - | - | - | - | 251,245 |
| Brazilian real | 3,805 | 39,062 | 17,424 | - | - | 12,961 | 73,252 |
| British pound sterling | 68,189 | 437,062 | - | 1,282 | - | (269) | 506,264 |
| Canadian dollar | 84,802 | 108,742 | 3,124 | - | - | - | 196,668 |
| Chilean peso | 2,922 | - | - | - | - | - | 2,922 |
| Chinese yuan renminbi | 92,728 | - | - | - | - | - | 92,728 |
| Columbian peso | 333 | - | 3,483 | - | - | - | 3,816 |
| Czech koruna | 9,594 | 10,962 | - | - | - | - | 20,546 |
| Danish krone | (4,871) | 36,756 | - | - | - | - | 31,785 |
| Egyptian pound | 2,863 | 15,868 | 2,674 | - | - | - | 21,405 |
| Euro | (245,192) | 831,880 | 1,347 | 207,884 | - | (1,030) | 794,889 |
| Hong Kong dollar | (10,103) | 108,138 | - | - | - | - | 98,035 |
| Hungarian forint | 7,108 | 14,129 | 2,082 | - | - | - | 23,319 |
| Indian rupee | 42,498 | 178 | - | - | - | - | 42,676 |
| Indonesian rupiah | 5,318 | 1,418 | 4,124 | - | - | 1,491 | 12,351 |
| Japanese yen | 32,314 | 531,759 | - | - | 46,355 | - | 610,428 |
| Kenyan shilling | (1,001) | - | - | - | - | - | (1,001) |
| Kuwaiti dinar | 1,193 | - | - | - | - | - | 1,193 |
| Malaysian ringgit | 14,509 | 12,084 | 2,113 | - | - | - | 29,116 |
| Mexican peso | 50,033 | 12,850 | 782 | - | - | - | 63,665 |
| New Israeli shekel | 6,131 | 4,698 | 3,557 | - | - | - | 14,386 |
| New Taiwan dollar | 25,351 | 5,183 | 936 | - | - | - | 31,470 |
| New Zealand dollar | (83,749) | 3,573 | - | - | - | - | (80,176) |
| Nigerian naira | 711 | - | 1,680 | - | - | 571 | 2,962 |
| Norwegian krone | 124,973 | 34,077 | - | - | - | - | 159,050 |
| Peruvian nuevo sol | 2,968 | - | - | - | - | 1,274 | 4,242 |
| Philippine peso | 4,122 | - | 836 | - | - | - | 4,958 |
| Polish zloty | 4,384 | 13,480 | - | - | - | - | 17,864 |
| Russian ruble (new) | 63,219 | - | 3,035 | - | - | 2,838 | 69,092 |
| Singapore dollar | 35,869 | 41,025 | - | - | - | - | 76,894 |
| South African rand | 7,103 | 22,459 | - | - | - | - | 29,562 |
| South Korean won | 4,259 | 67,689 | - | - | - | - | 71,948 |
| Swedish krona | (6,137) | 56,563 | - | - | - | - | 50,426 |
| Swiss franc | (21,482) | 176,753 | - | - | - | 14 | 155,285 |
| Thai baht | 3,767 | 11,382 | - | - | - | - | 15,149 |
| Turkish lira | 1,046 | 13,666 | 2,050 | - | - | - | 16,762 |
| Vietnamese dong | 1,798 | - | - | - | - | - | 1,798 |
| United Arab dirham | 3,970 | 794 | 6,002 | - | - | - | 10,766 |
| Total | \$ 476,495 | \$ 2,728,000 | \$ 55,249 | \$ 209,166 | \$ 46,355 | \$ 17,850 | \$ 3,533,115 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Investments in forward currency contract investments are commitments to purchase or sell stated amounts of foreign currency. Changes in fair value of open contracts are immediately recognized as gains or losses. The fair values of forward currency contracts are determined by quoted currency prices from national exchanges. As of June 30, 2008, the fair value of open contracts is summarized as follows (in thousands):

| | |
|--------------------|-----------------|
| Purchase contracts | \$ 5,828,832 |
| Sales contracts | (5,829,336) |
| Net fair value | <u>\$ (504)</u> |

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 | \$ (1,321,906) |
| Contracts used to increase investment exposure in a foreign currency or to settle trades, net | 1,321,402 |
| Net fair value | <u>\$ (504)</u> |

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 \$1.95 billion in securities and received collateral of \$0.45 billion and \$1.57 billion in securities and cash, respectively, from borrowers. The Retirement System's securities lending transactions as of June 30, 2008, 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 Equities | \$ 395,790 | \$ 416,023 | \$ - |
| International Corporate Fixed | 1,536 | 1,592 | - |
| International Government Fixed | 10,197 | 10,684 | - |
| U.S. Agencies | 203,309 | 208,186 | - |
| U.S. Corporate Fixed | 183,061 | 188,052 | - |
| U.S. Equities | 502,300 | 516,671 | - |
| U.S. Government Fixed | 221,316 | 226,234 | - |
| Securities Loaned with Non-Cash Collateral: | | | |
| International Equities | 399,808 | - | 424,681 |
| International Government Fixed | 196 | - | 224 |
| U.S. Equities | 28,195 | - | 29,051 |
| Total | \$ 1,946,708 | \$ 1,567,442 | \$ 453,956 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

The Retirement System does not have the ability to pledge or sell collateral securities unless a borrower defaults. As of June 30, 2008, 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.

(g) **Supplemental disclosure of non-cash investing, capital and financing activities**

San Francisco International Airport

During fiscal year ended June 30, 2008, the San Francisco International Airport (Airport) issued Second Series Variable Rate Refunding Bonds Issue 34 A/B, 34C/D/E/F, 36A/B, 36C/D, 37A/B, 37C/D for a total of \$1,255 million to refund certain revenue bonds previously issued.

Other Non-Cash Transactions

The following represents the other non-cash transactions as of June 30, 2008 (in thousands):

| | San Francisco International Airport | San Francisco Water | San Francisco Hospital | San Francisco Medical Center | San Francisco Port of Service | San Francisco Enterprise | San Francisco Funds | Total |
|--|-------------------------------------|---------------------|------------------------|------------------------------|-------------------------------|--------------------------|---------------------|-------------------|
| Acquisition of capital assets on accounts payable and capital leases | \$ 16,437 | \$ 27,322 | \$ 6,895 | \$ 1,098 | \$ 4,605 | \$ 951 | \$ 11,226 | \$ 68,604 |
| Loss on abandonment of property and equipment | - | - | 41,274 | - | - | 3,733 | - | 44,957 |
| Total | \$ 16,437 | \$ 27,322 | \$ 48,119 | \$ 1,098 | \$ 4,605 | \$ 4,684 | \$ 11,226 | \$ 113,561 |

(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 levied 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 adjusted 1975-1976 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 or be adjusted 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-

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

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 \$134 million for the year ended June 30, 2008.

Taxable valuation for the year ended June 30, 2008 (net of non-reimbursable exemptions, reimbursable exemptions, and tax increment allocations to the Redevelopment Agency) was approximately \$124 billion, an increase of 6.2%. The secured tax rate was \$1,141 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 \$0.141 for bond debt service. Delinquencies in the current year on secured taxes and unsecured taxes amounted to 2.44% and 4.33%, respectively, of the current year tax levy, for an average delinquency rate of 2.52% 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, 2008 was \$14.3 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, 2008

(7) CAPITAL ASSETS

Primary Government

Capital asset activity of the primary government for the year ended June 30, 2008 was as follows (in thousands):

Governmental Activities:

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|------------|--------------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 151,917 | \$ - | \$ - | \$ 151,917 |
| Construction in progress..... | 325,828 | 96,202 | (173,443) | 248,587 |
| Total capital assets, not being depreciated..... | 477,745 | 96,202 | (173,443) | 400,504 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 2,632,750 | 135,195 | (8,252) | 2,759,693 |
| Machinery and equipment..... | 297,675 | 28,005 | (10,082) | 315,598 |
| Infrastructure..... | 282,801 | 27,755 | - | 310,556 |
| Property held under lease..... | 139 | - | (139) | - |
| Total capital assets, being depreciated..... | 3,213,365 | 190,955 | (18,473) | 3,385,847 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 524,451 | 50,717 | (4,018) | 571,150 |
| Machinery and equipment..... | 244,129 | 18,013 | (7,245) | 254,897 |
| Infrastructure..... | 21,622 | 7,605 | - | 29,227 |
| Property held under lease..... | 139 | - | (139) | - |
| Total accumulated depreciation..... | 790,341 | 76,335 | (11,402) | 855,274 |
| Total capital assets, being depreciated, net..... | 2,423,024 | 114,620 | (7,071) | 2,530,573 |
| Governmental activities capital assets, net..... | \$ 2,900,769 | \$ 210,822 | \$ (180,514) | \$ 2,931,077 |

Business-type Activities:

Capital asset activity of the business enterprises for the year ended June 30, 2008, was as follows (in thousands):

San Francisco International Airport

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|-----------|--------------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 2,316 | \$ 471 | \$ - | \$ 2,787 |
| Construction in progress..... | 68,615 | 117,084 | (130,549) | 55,150 |
| Total capital assets, not being depreciated..... | 70,931 | 117,555 | (130,549) | 57,937 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 4,920,229 | 117,826 | (140) | 5,037,915 |
| Machinery and equipment..... | 63,239 | 5,981 | (2,385) | 66,835 |
| Easements..... | 139,367 | - | - | 139,367 |
| Total capital assets, being depreciated..... | 5,122,835 | 123,807 | (2,525) | 5,244,117 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 1,430,895 | 142,180 | (140) | 1,572,935 |
| Machinery and equipment..... | 54,966 | 1,987 | (2,385) | 54,568 |
| Easements..... | 66,964 | 6,955 | - | 73,919 |
| Total accumulated depreciation..... | 1,552,825 | 151,122 | (2,525) | 1,701,422 |
| Total capital assets, being depreciated, net..... | 3,570,010 | (27,315) | - | 3,542,695 |
| Capital assets, net..... | \$ 3,640,941 | \$ 90,240 | \$ (130,549) | \$ 3,600,632 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

San Francisco Water Enterprise

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|------------|--------------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 18,277 | \$ - | \$ (391) | \$ 17,886 |
| Construction in progress..... | 311,098 | 242,954 | (130,989) | 423,063 |
| Total capital assets, not being depreciated..... | 329,375 | 242,954 | (131,380) | 440,949 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 1,166,073 | 121,331 | - | 1,287,404 |
| Machinery and equipment..... | 122,584 | 6,835 | (681) | 128,738 |
| Total capital assets, being depreciated..... | 1,288,657 | 128,166 | (681) | 1,416,142 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 458,981 | 37,905 | - | 496,886 |
| Machinery and equipment..... | 84,796 | 8,053 | (618) | 92,231 |
| Total accumulated depreciation..... | 543,777 | 45,958 | (618) | 589,117 |
| Total capital assets, being depreciated, net..... | 744,880 | 82,208 | (43) | 827,045 |
| Capital assets, net..... | \$ 1,074,255 | \$ 325,162 | \$ (131,423) | \$ 1,267,994 |

Hetch Hetchy Water and Power

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|-----------|-------------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 4,215 | \$ 379 | \$ - | \$ 4,594 |
| Construction in progress..... | 59,125 | 31,298 | (65,866) | 24,517 |
| Total capital assets, not being depreciated..... | 63,340 | 31,637 | (65,866) | 29,111 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 464,657 | 19,910 | - | 484,567 |
| Machinery and equipment..... | 42,764 | 5,907 | (170) | 48,501 |
| Total capital assets, being depreciated..... | 507,421 | 25,817 | (170) | 533,058 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 261,598 | 9,353 | - | 270,951 |
| Machinery and equipment..... | 30,343 | 1,668 | (159) | 31,852 |
| Total accumulated depreciation..... | 291,941 | 11,021 | (159) | 302,803 |
| Total capital assets, being depreciated, net..... | 215,480 | 14,796 | (11) | 230,265 |
| Capital assets, net..... | \$ 278,820 | \$ 46,433 | \$ (65,877) | \$ 259,376 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Municipal Transportation Agency

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|------------|--------------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 26,245 | \$ - | \$ - | \$ 26,245 |
| Construction in progress..... | 297,436 | 140,795 | (174,600) | 263,631 |
| Total capital assets, not being depreciated..... | 323,681 | 140,795 | (174,600) | 289,876 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 405,816 | 10,102 | (84) | 415,834 |
| Machinery and equipment..... | 1,069,320 | 59,598 | (18,617) | 1,140,301 |
| Infrastructure..... | 1,003,194 | 98,663 | - | 1,101,857 |
| Total capital assets, being depreciated..... | 2,508,330 | 168,363 | (18,701) | 2,657,992 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 170,686 | 9,245 | (84) | 179,847 |
| Machinery and equipment..... | 421,193 | 62,571 | (17,412) | 466,352 |
| Infrastructure..... | 277,465 | 30,212 | - | 307,677 |
| Total accumulated depreciation..... | 869,344 | 102,028 | (17,496) | 953,876 |
| Total capital assets, being depreciated, net..... | 1,638,986 | 66,335 | (1,205) | 1,704,116 |
| Capital assets, net..... | \$ 1,962,667 | \$ 207,130 | \$ (175,805) | \$ 1,993,992 |

San Francisco General Hospital Medical Center

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|-----------|-----------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 542 | \$ - | \$ - | \$ 542 |
| Construction in progress..... | 5,720 | 16,538 | (588) | 21,670 |
| Total capital assets, not being depreciated..... | 6,262 | 16,538 | (588) | 22,212 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 134,159 | 1,072 | - | 135,231 |
| Machinery and equipment..... | 54,117 | 2,713 | - | 56,830 |
| Total capital assets, being depreciated..... | 188,276 | 3,785 | - | 192,061 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 95,209 | 3,744 | - | 98,953 |
| Machinery and equipment..... | 45,097 | 2,850 | - | 47,947 |
| Total accumulated depreciation..... | 140,306 | 6,594 | - | 146,900 |
| Total capital assets, being depreciated, net..... | 47,970 | (2,809) | - | 45,161 |
| Capital assets, net..... | \$ 54,232 | \$ 13,729 | \$ (588) | \$ 67,373 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

San Francisco Wastewater Enterprise

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|-----------|-------------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 22,168 | \$ - | \$ (381) | \$ 21,787 |
| Construction in progress..... | 42,856 | 63,315 | (43,196) | 62,975 |
| Total capital assets, not being depreciated..... | 65,024 | 63,315 | (43,577) | 84,762 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 2,018,942 | 38,883 | - | 2,057,825 |
| Machinery and equipment..... | 46,224 | 5,734 | (375) | 51,583 |
| Total capital assets, being depreciated..... | 2,065,166 | 44,417 | (375) | 2,109,208 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 770,443 | 36,595 | - | 807,038 |
| Machinery and equipment..... | 24,277 | 2,163 | (369) | 26,071 |
| Total accumulated depreciation..... | 794,720 | 38,758 | (369) | 833,109 |
| Total capital assets, being depreciated, net..... | 1,270,446 | 5,659 | (6) | 1,276,099 |
| Capital assets, net..... | \$ 1,335,470 | \$ 68,974 | \$ (43,583) | \$ 1,360,861 |

Port of San Francisco

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|-----------|-------------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 121,045 | \$ 464 | \$ - | \$ 121,509 |
| Construction in progress..... | 33,962 | 14,078 | (15,331) | 32,709 |
| Total capital assets, not being depreciated..... | 155,007 | 14,542 | (15,331) | 154,218 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 295,610 | 12,123 | - | 307,733 |
| Machinery and equipment..... | 14,915 | 1,770 | (137) | 16,548 |
| Total capital assets, being depreciated..... | 310,525 | 13,893 | (137) | 324,281 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 183,139 | 9,275 | - | 192,414 |
| Machinery and equipment..... | 10,031 | 1,133 | (137) | 11,027 |
| Total accumulated depreciation..... | 193,170 | 10,408 | (137) | 203,441 |
| Total capital assets, being depreciated, net..... | 117,355 | 3,485 | - | 120,840 |
| Capital assets, net..... | \$ 272,362 | \$ 18,027 | \$ (15,331) | \$ 275,058 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Laguna Honda Hospital

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|-----------|-----------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 914 | \$ - | \$ - | \$ 914 |
| Construction in progress..... | 235,877 | 74,657 | - | 310,534 |
| Total capital assets, not being depreciated..... | 236,791 | 74,657 | - | 311,448 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 28,107 | 21 | - | 28,128 |
| Machinery and equipment..... | 13,538 | 666 | - | 14,204 |
| Property held under lease..... | 2,845 | 86 | - | 2,931 |
| Total capital assets, being depreciated..... | 44,490 | 773 | - | 45,263 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 24,277 | 668 | - | 24,945 |
| Machinery and equipment..... | 12,446 | 298 | - | 12,744 |
| Property held under lease..... | 361 | 106 | - | 467 |
| Total accumulated depreciation..... | 37,084 | 1,072 | - | 38,156 |
| Total capital assets, being depreciated, net..... | 7,406 | (299) | - | 7,107 |
| Capital assets, net..... | \$ 244,197 | \$ 74,358 | \$ - | \$ 318,555 |

Other Fund - San Francisco Market Corporation

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|---|----------------------------|-----------|-----------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Construction in progress..... | \$ - | \$ 3 | \$ - | \$ 3 |
| Total capital assets, being depreciated..... | - | 3 | - | 3 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 9,638 | 234 | - | 9,872 |
| Machinery and equipment..... | 56 | - | - | 56 |
| Total capital assets, being depreciated..... | 9,694 | 234 | - | 9,928 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 5,081 | 266 | - | 5,347 |
| Machinery and equipment..... | 23 | 8 | - | 31 |
| Total accumulated depreciation..... | 5,104 | 274 | - | 5,378 |
| Total capital assets, being depreciated, net..... | 4,590 | (40) | - | 4,550 |
| Capital assets, net..... | \$ 4,590 | \$ (37) | \$ - | \$ 4,553 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Total Business-type Activities

| | Balance July 1, 2007 | Increases* | Decreases* | Balance June 30, 2008 |
|---|----------------------------|------------|--------------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Land..... | \$ 195,722 | \$ 1,314 | \$ (772) | \$ 196,264 |
| Construction in progress..... | 1,054,689 | 700,682 | (551,119) | 1,194,252 |
| Total capital assets, not being depreciated..... | 1,250,411 | 701,996 | (551,891) | 1,399,516 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 9,443,231 | 321,302 | (224) | 9,764,309 |
| Machinery and equipment..... | 1,456,757 | 88,204 | (22,345) | 1,523,616 |
| Infrastructure..... | 1,003,194 | 98,663 | - | 1,101,857 |
| Property held under lease..... | 2,845 | 86 | - | 2,931 |
| Easements..... | 139,367 | - | - | 139,367 |
| Total capital assets, being depreciated..... | 12,045,384 | 509,255 | (22,569) | 12,532,080 |
| Less accumulated depreciation for: | | | | |
| Facilities and improvements..... | 3,400,309 | 249,231 | (224) | 3,649,316 |
| Machinery and equipment..... | 683,172 | 80,731 | (21,080) | 742,823 |
| Infrastructure..... | 277,465 | 30,212 | - | 307,677 |
| Property held under lease..... | 361 | 106 | - | 467 |
| Easements..... | 66,994 | 6,955 | - | 73,949 |
| Total accumulated depreciation..... | 4,428,271 | 367,235 | (21,304) | 4,774,202 |
| Total capital assets, being depreciated, net..... | 7,617,123 | 142,020 | (1,265) | 7,757,878 |
| Capital assets, net..... | \$ 8,867,534 | \$ 844,016 | \$ (653,156) | \$ 9,148,394 |

* The increases and decreases include transfers of categories of capital assets from construction in progress to depreciable categories.

Depreciation expense was charged to functions/programs of the primary government as follows (in thousands):

| | | |
|--|----|---------|
| Governmental activities | \$ | 12,680 |
| Public protection..... | | 12,529 |
| Public works, transportation, and commerce..... | | 515 |
| Human welfare and neighborhood development..... | | 1,116 |
| Community health..... | | 30,274 |
| Culture and recreation..... | | 17,144 |
| General administration and finance..... | | 2,097 |
| Capital assets held by the City's internal service funds charged to the various functions on a prorated basis..... | | 76,335 |
| Total depreciation expense - governmental activities | \$ | 151,122 |
| Business-type activities: | | |
| Airport..... | | 45,958 |
| Water..... | | 11,021 |
| Power..... | | 102,028 |
| Transportation..... | | 7,666 |
| Hospitals..... | | 38,758 |
| Sewer..... | | 10,408 |
| Port..... | | 274 |
| Market..... | | 367,235 |
| Total depreciation expense - business-type activities..... | \$ | 637,138 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Equipment is generally estimated to have useful lives of 2 to 40 years, except for certain equipment of the Water Enterprise 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 Enterprise, Hetch Hetchy Water and Power (Hetch Hetchy), the Wastewater Enterprise, the Municipal Transportation Agency (MTA), 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, and pier substructures of the Port, which totaled \$1.6 billion as of June 30, 2008. In addition, the Water Enterprise had utility type assets with useful lives over 100 years, which totaled \$4.5 million as of June 30, 2008.

During the fiscal year ended June 30, 2008, the City's enterprise funds incurred total interest expense and interest income of approximately \$273.5 million and \$67.2 million, respectively. Of these amounts, interest expense of approximately \$21.2 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, 2008, the Water Enterprise, Hetch Hetchy, and the Wastewater Enterprise expensed \$7.9 million, \$42.5 million, and \$1.5 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 expenses and as a special item in the accompanying financial statements.

Component Unit - Redevelopment Agency

Capital asset activity of the Redevelopment Agency for the year ended June 30, 2008 was as follows (in thousands):

| | Balance July 1, 2007 | Increases | Decreases | Balance June 30, 2008 |
|--|----------------------------|-----------|------------|-----------------------------|
| Capital assets, not being depreciated: | | | | |
| Property held under lease..... | \$ 111,472 | \$ 5,853 | \$ - | \$ 117,325 |
| Construction in progress..... | 14,997 | 3,572 | (3,645) | 14,924 |
| Total capital assets, not being depreciated/amortized..... | 126,469 | 9,425 | (3,645) | 132,249 |
| Capital assets, being depreciated: | | | | |
| Facilities and improvements..... | 172,534 | 3,721 | - | 176,655 |
| Machinery and equipment..... | 8,068 | 35 | - | 8,103 |
| Leasehold improvements..... | 22,202 | - | - | 22,202 |
| Total capital assets, being depreciated..... | 203,204 | 3,756 | - | 206,960 |
| Less accumulated depreciation and amortization for: | | | | |
| Facilities and improvements..... | 44,394 | 4,415 | - | 48,809 |
| Machinery and equipment..... | 7,783 | 68 | - | 7,852 |
| Leasehold improvements..... | 8,662 | 444 | - | 9,106 |
| Total accumulated depreciation and amortization..... | 60,839 | 4,928 | - | 65,767 |
| Total capital assets, being depreciated, net..... | 142,365 | (1,172) | - | 141,193 |
| Redevelopment Agency capital assets, net..... | \$ 268,834 | \$ 8,253 | \$ (3,645) | \$ 273,442 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

(8) BONDS, LOANS, CAPITAL LEASES AND OTHER PAYABLES

Short-Term Obligations

The following is a summary of short-term obligations of the City as of June 30, 2008 (in thousands):

| Type of Obligation | Final Maturity Date | Interest Rates | Amount |
|--------------------------------------|---------------------|----------------|------------------|
| Governmental activities: | | | |
| Commercial paper: | 2008 | 1.3 to 1.6% | \$ 150,000 |
| Enterprise activities: | | | |
| Commercial paper: | | | |
| San Francisco International Airport: | 2008 | 1.57% | \$ 18,000 |
| San Francisco Wastewater Enterprise: | 2008 | 1.05 to 2.2% | 50,000 |
| | | | <u>\$ 68,000</u> |

Changes in Short-Term Obligations

The changes in short-term obligations for governmental and enterprise activities for the year ended June 30, 2008, are as follows (in thousands):

| | July 1, 2007 | Additional Obligations | Current Maturities | June 30, 2008 |
|--|-------------------|------------------------|---------------------|-------------------|
| Governmental activities: | | | | |
| Commercial paper: | \$ 150,000 | \$ 150,000 | \$ (150,000) | \$ 150,000 |
| Governmental activities short-term obligations: | <u>\$ 150,000</u> | <u>\$ 150,000</u> | <u>\$ (150,000)</u> | <u>\$ 150,000</u> |
| Enterprise activities: | | | | |
| Commercial paper: | | | | |
| San Francisco International Airport: | \$ - | \$ 28,000 | \$ (10,000) | \$ 18,000 |
| San Francisco Wastewater Enterprise: | 50,000 | 185,000 | (185,000) | 50,000 |
| Business-type activities short-term obligations: | <u>\$ 50,000</u> | <u>\$ 213,000</u> | <u>\$ (195,000)</u> | <u>\$ 68,000</u> |

San Francisco County Transportation Authority Commercial Paper Notes

In March 2004, the San Francisco County Transportation Authority (the Authority) issued an initial tranche of \$50 million, and in September 2004, the Authority issued 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 Sales Tax 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. On July 12, 2005, the expiration date of the irrevocable LOC was extended from April 14, 2007 to December 29, 2015 through Authority Board Resolution 06-01. The commercial paper notes are secured by a first lien gross pledge of the Authority's sales tax. The principal and interest on the commercial paper notes is payable at each maturity.

As of June 30, 2008, \$150 million in commercial paper notes was outstanding and maturing within 1 to 120 days after year-end with interest rates ranging from 1.3% to 1.6%.

San Francisco International Airport

On May 20, 1997, the Airport authorized the issuance of its subordinate commercial paper notes (CP) in an aggregate principal amount not to exceed the lesser of \$400 million or the stated amount of the letter of credit. On May 9, 2006, the Airport obtained a letter of credit issued by State Street Bank and Trust Company, with a maximum principal amount of \$200 million. Wells Fargo Bank, N.A. is the CP program's issuing and paying agent for fiscal year 2008.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

As of June 30, 2008, the outstanding principal amount of CP was \$18 million. The proceeds of the notes will be used by the Airport to pay capital costs, costs of CP issuance and other incidental costs, certain extraordinary expenditures for which Airport funds are not otherwise available and principal and interest on maturing CP. For fiscal year ended June 30, 2008, interest rates on the taxable CP ranged from 2.45% to 2.65%; interest rate on tax exempt, subject to Alternative Minimum Tax (AMT), CP was 1.57%.

San Francisco Wastewater Enterprise

The San Francisco Public Utilities Commission and Board of Supervisors have authorized the issuance of up to \$150 million in commercial paper under the voter-approved 2002 Proposition E for the purpose of reconstructing, expanding, repairing or improving the Wastewater Enterprise's facilities. The commercial paper program is supported by a letter of credit issued by BNP Paribas and is dated as of February 2007 with the U.S. Bank Trust N.A., as agent bank. As of June 30, 2008, Wastewater had \$50 million in commercial paper notes outstanding with interest rates ranging from 1.05% to 2.2%.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Long-Term Obligations

The following is a summary of long-term obligations of the City as of June 30, 2008 (in thousands):

| GOVERNMENTAL ACTIVITIES | | | |
|--|---------------------|--------------------------|--------------|
| Type of Obligation and Purpose | Final Maturity Date | Remaining Interest Rates | Amount |
| GENERAL OBLIGATION BONDS (a): | | | |
| Affordable housing..... | 2014 | 4.0 to 6.75% | 7,930 |
| California Academy of Sciences..... | 2025 | 3.0 to 5.25% | 77,895 |
| Laguna Honda Hospital..... | 2030 | 3.25 to 5.0% | 291,005 |
| Branch Libraries..... | 2028 | 2.75 to 5.0% | 80,830 |
| Parks and playgrounds..... | 2024 | 2.4 to 5.25% | 80,285 |
| Schools..... | 2023 | 2.4 to 5.0% | 23,780 |
| Seismic safety loan program..... | 2027 | 5.09 to 5.83% | 9,358 |
| Steinhart Aquarium..... | 2025 | 3.0 to 5.0% | 20,140 |
| Zoo facilities..... | 2025 | 2.75 to 5.0% | 11,480 |
| Refunding..... | 2021 | 2.85 to 5.0% | 480,230 |
| General obligation bonds - governmental activities..... | | | 1,098,913 |
| LEASE REVENUE BONDS: | | | |
| San Francisco Finance Corporation (b), (e) & (f)..... | 2030 | 2.4 to 5.875%** | 282,490 |
| Lease revenue bonds - governmental activities..... | | | 282,490 |
| OTHER LONG-TERM OBLIGATIONS: | | | |
| Certificates of participation (c) & (d)..... | 2040 | 3.0 to 5.3% | 412,200 |
| Loans (c), (d) & (f)..... | 2025 | 2.0 to 7.488% | 12,495 |
| Capital leases payable (c) & (f)..... | 2025 | 2.5 to 7.05% | 174,149 |
| Settlement Obligation Bonds (d)..... | 2011 | 2.4 to 3.05% | 20,585 |
| Accrued vacation and sick leave (d) & (f)..... | | | 138,203 |
| Accrued workers' compensation (d) & (f)..... | | | 204,330 |
| Estimated claims payable (d) & (f)..... | | | 114,204 |
| Other postemployment benefits obligation..... | | | 164,786 |
| Other long-term obligations - governmental activities..... | | | 1,240,952 |
| DEFERRED AMOUNTS: | | | |
| Bond issuance premiums..... | | | 37,977 |
| Bond issuance discounts..... | | | (3,967) |
| Bond refunding..... | | | (15,441) |
| Deferred amounts..... | | | 18,566 |
| Governmental activities total long-term obligations..... | | | \$ 2,640,921 |

Debt service payments are made from the following sources:

- Property tax recorded in the Debt Service Fund.
- Leases from participating departments in the General, Special Revenue and Enterprise Funds.
- Revenues recorded in the Special Revenue Funds.
- Revenues recorded in the General Fund.
- Hold taxes and other revenues recorded in the General and Special Revenue Funds.
- 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 and Series 2005 I are fixed rate bonds. Series 2005 B, C and D are variable rate bonds that reset weekly. The remaining interest rates stated above are for Series 2005 A and Series 2005 I. The average interest rate for the variable rate bonds from issuance date of May 26, 2005 through June 30, 2008 was 3.27%. The rate at June 30, 2008 was 6.41%. Series 2005 B, C and D were subsequently refunded by \$118.1 million Government Obligation Bonds (Laguna Honda Hospital) Series 2008-R3 on July 30, 2008 with interest rates ranging from 4.625% to 5.0%

- 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, 2008 was 2.26%. The rate at June 30, 2008 was 6.42%.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

BUSINESS-TYPE ACTIVITIES

| Entity and Type of Obligation | Final Maturity Date | Remaining Interest Rates | Amount |
|---|---------------------|--------------------------|--------------|
| San Francisco International Airport: | | | |
| Revenue bonds..... | 2032 | 3.0 to 6.75%* | \$ 3,943,470 |
| San Francisco Water Enterprise: | | | |
| Revenue bonds..... | 2036 | 3.125 to 5.0% | 946,910 |
| Accrued interest..... | 2019 | 7.0% | 3,380 |
| Helix Helix Water and Power: | | | |
| Notes, loans, and other payables..... | 2011 | 3.0% | 282 |
| Municipal Transportation Agency: | | | |
| Parking and Traffic | | | |
| Revenue bonds..... | 2020 | 4.20 to 5.0% | 15,880 |
| Lease revenue bonds..... | 2022 | 4.0 to 5.5% | 7,310 |
| Notes, loans and other payables**..... | 2010 | 3.0 to 5.25% | 6,980 |
| Downtown Parking - parking revenue refunding bonds..... | 2018 | 4.0 to 5.375% | 9,330 |
| Elite-Of-Ancient - parking revenue refunding bonds..... | 2017 | 3.5 to 4.7% | 4,215 |
| Uplown Parking - revenue bonds..... | 2031 | 4.5 to 6.0% | 17,450 |
| San Francisco General Hospital Medical Center: | | | |
| Capital leases..... | 2013 | 2.4 to 4.0% | 3,194 |
| San Francisco Wastewater Enterprise: | | | |
| Revenue bonds..... | 2026 | 3.0 to 5.25% | 328,325 |
| State of California - Revolving fund loans..... | 2021 | 2.8 to 3.5% | 89,101 |
| Port of San Francisco: | | | |
| Revenue bonds..... | 2010 | 2.5 to 4.0% | 8,505 |
| Notes, loans and other payables..... | 2029 | 4.5% | 3,107 |
| Laguna Honda Hospital: | | | |
| Capital leases..... | 2013 | 2.4 to 4.0% | 649 |
| Accrued vacation and sick leave..... | | | 85,613 |
| Accrued workers' compensation..... | | | 147,276 |
| Estimated claims payable..... | | | 92,738 |
| Other postemployment benefits obligation..... | | | 120,383 |
| Deferred amounts: | | | |
| Bond issuance premiums..... | | | 100,911 |
| Bond issuance discounts..... | | | (8,428) |
| Bond refunding..... | | | (134,847) |
| Business-type activities total long-term obligations..... | | | \$ 5,792,734 |

- * Includes Second Series Revenue Bonds Issue 34 A / B, 36 A / B, 36 C / D, 37 A / B and 37 C / D, which were initially issued as variable rate bonds in a weekly mode. The average interest rate on the Issue 34 A and B was 1.473% and 1.575% respectively for the period April 2008 to June 2008; for Issue 36 A and B was 1.509% and 1.594% respectively for the period May 2008 through June 2008; for Issue 36 C and D was 1.651% and 1.521% respectively for the period May 2008 to June 2008, for Issue 37 A and B was 1.729% for the period May 2008 to June 2008 and for Issue 37 C and D was 1.594% and 1.330% respectively for the period May 2008 to June 2008.

Sources of funds to meet debt service requirements are revenues derived from user fees and charges for services recorded in their respective enterprise funds.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

COMPONENT UNIT

| Entity and 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 | 2.6 to 7.05% | \$ 121,955 |
| Hotel Tax Revenue Bonds (b) | 2026 | 4.5 to 6.75% | 59,725 |
| Financing Authority Bonds: | | | |
| Tax Allocation Revenue Bonds (c) | 2038 | 2.0 to 8.3% | 663,396 |
| South Beach Harbor Variable Rate Refunding Bonds (d) | 2017 | Variable (1.57% at 6/30/08) | 6,300 |
| Less deferred amounts: | | | |
| Bond issuance premiums | | | 10,527 |
| Bond issuance discounts | | | (2,721) |
| Refunding loss | | | (4,927) |
| Sub-total | | | 854,255 |
| California Department of Boating and Waterways Loan (e) | 2037 | 4.5% | 7,992 |
| Accrued interest payable | | | 69,746 |
| Accrued vacation and sick leave pay | | | 2,077 |
| Other postemployment benefits obligation | | | 493 |
| Component unit total long-term obligations | | | \$ 934,563 |

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.

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, 2008, the City's debt limit (3% of valuation subject to taxation) was \$4.1 billion. The total amount of debt applicable to the debt limit was \$1.1 billion. The resulting legal debt margin was \$3 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 certificates of participation and has recognized an arbitrage liability of \$2.7 million as of June 30, 2008. 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 \$0.5 million was reported in the deferred credits and other liabilities in the Internal Service Fund as of June 30, 2008. 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

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

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, 2008, the aggregate outstanding obligation of such bonds was \$104.1 million.

Changes in Long-Term Obligations

The changes in long-term obligations for governmental activities for the year ended June 30, 2008, are as follows (in thousands):

| | July 1, 2007 | Additional Obligations, Interest Accretion and Net Increases | Current Maturities, Retirements, and Net Decreases | June 30, 2008 | Amounts Due Within One Year |
|---|--------------|--|--|---------------|-----------------------------|
| Governmental activities: | | | | | |
| Bonds payable: | | | | | |
| General obligation bonds | \$ 1,155,944 | \$ 310,155 | \$ (357,186) | \$ 1,098,913 | \$ 106,162 |
| Lease revenue bonds | 249,550 | 54,320 | (21,380) | 282,490 | 23,845 |
| Certificates of participation | 420,620 | - | (8,420) | 412,200 | 10,330 |
| Settlement obligation bonds | 27,065 | - | (6,510) | 20,555 | 6,895 |
| Less deferred amounts: | | | | | |
| For issuance premiums | 26,997 | 13,602 | (2,622) | 37,977 | - |
| For issuance discounts | (4,107) | - | 140 | (3,967) | - |
| On refunding | (10,321) | (6,406) | 1,283 | (15,444) | - |
| Total bonds payable | 1,865,778 | 371,671 | (404,655) | 1,832,754 | 146,832 |
| Loans | 11,640 | 1,829 | (974) | 12,495 | 1,166 |
| Capital leases | 185,736 | 5,147 | (16,734) | 174,149 | 15,907 |
| Accrued vacation and sick leave pay | 134,213 | 91,665 | (87,675) | 138,203 | 73,510 |
| Accrued workers' compensation | 194,689 | 50,393 | (40,752) | 204,330 | 37,865 |
| Estimated claims payable | 114,431 | 23,239 | (23,466) | 114,204 | 41,249 |
| Other postemployment benefits obligation | - | 164,766 | - | 164,766 | - |
| Governmental activities long-term obligations | \$ 2,506,467 | \$ 708,720 | \$ (574,296) | \$ 2,640,921 | \$ 316,349 |

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, 2008, \$283.5 million of lease revenue bonds, \$0.3 million of capital leases, \$4.0 million of accrued vacation

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

and sick leave pay, \$1.1 million of accrued workers' compensation and \$4.1 million of other postemployment benefits obligation 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, 2008, are as follows (in thousands):

| | 2007 | Net Increases | Net Decreases | 2008 | One Year |
|---|--------------|---------------|----------------|--------------|-----------|
| San Francisco International Airport | | | | | |
| Bonds payable: | | | | | |
| Revenue bonds..... | \$ 3,892,300 | \$ 1,255,205 | \$ (1,264,053) | \$ 3,943,452 | \$ 88,205 |
| Less deferred amounts: | | | | | |
| For insurance premiums..... | 48,129 | 10,998 | (3,447) | 55,680 | - |
| For insurance discounts..... | (11,302) | - | 2,874 | (8,428) | - |
| On refunding..... | (60,450) | (30,821) | 9,341 | (81,930) | - |
| Total bonds payable..... | 3,899,692 | 1,235,382 | (1,255,257) | 3,889,817 | 88,205 |
| Accrued vacation and sick leave pay..... | 12,835 | 9,375 | (9,237) | 12,973 | 6,300 |
| Accrued workers' compensation..... | 4,777 | 2,358 | (2,289) | 4,858 | 948 |
| Estimated claims payable..... | 40 | 1,559 | (1,582) | 37 | 15 |
| Other postemployment benefits obligation..... | - | 15,413 | - | 15,413 | - |
| Long-term obligations..... | \$ 3,927,344 | \$ 1,254,087 | \$ (1,258,425) | \$ 3,923,006 | \$ 96,098 |
| San Francisco Water Enterprise | | | | | |
| Bonds payable: | | | | | |
| Revenue bonds..... | \$ 996,000 | \$ - | \$ (19,170) | \$ 946,910 | \$ 25,520 |
| Less deferred amounts: | | | | | |
| For insurance premiums..... | 26,912 | - | (860) | 25,952 | - |
| For insurance discounts..... | (15,388) | (119) | 1,055 | (14,452) | - |
| On refunding..... | 977,004 | (119) | (19,075) | 958,410 | 25,520 |
| Total bonds payable..... | 3,155 | 225 | - | 3,380 | - |
| Accrued interest payable..... | 11,171 | 7,500 | (7,815) | 10,856 | 5,728 |
| Accrued vacation and sick leave pay..... | 8,346 | 1,557 | (1,788) | 8,105 | 1,512 |
| Accrued workers' compensation..... | 6,534 | 13,104 | (8,794) | 11,254 | 3,011 |
| Estimated claims payable..... | - | 15,046 | - | 15,046 | - |
| Other postemployment benefits obligation..... | - | - | - | - | - |
| Long-term obligations..... | \$ 1,027,210 | \$ 37,315 | \$ (37,442) | \$ 1,027,083 | \$ 35,781 |
| Metropolitan Water and Power | | | | | |
| Bonds payable: | | | | | |
| Revenue bonds..... | \$ 300 | \$ - | \$ (108) | \$ 292 | \$ 110 |
| Less deferred amounts: | | | | | |
| For insurance premiums..... | 2,315 | 1,407 | (1,351) | 2,371 | 1,325 |
| For insurance discounts..... | 2,186 | 597 | (620) | 2,147 | 300 |
| On refunding..... | 4,782 | 13,713 | (3,194) | 15,301 | 4,157 |
| Total bonds payable..... | - | 2,723 | - | 2,723 | - |
| Accrued interest payable..... | - | - | - | - | - |
| Accrued vacation and sick leave pay..... | - | - | - | - | - |
| Accrued workers' compensation..... | - | - | - | - | - |
| Estimated claims payable..... | - | - | - | - | - |
| Other postemployment benefits obligation..... | - | - | - | - | - |
| Long-term obligations..... | \$ 9,873 | \$ 18,430 | \$ (5,279) | \$ 22,824 | \$ 5,877 |
| Municipal Transportation Agency | | | | | |
| Bonds payable: | | | | | |
| Revenue bonds..... | \$ 51,635 | \$ - | \$ (4,680) | \$ 46,875 | \$ 1,515 |
| Less deferred amounts: | | | | | |
| For insurance premiums..... | 8,405 | - | (1,095) | 7,310 | 1,145 |
| For insurance discounts..... | 874 | - | (27) | 837 | - |
| On refunding..... | 60,814 | - | (5,792) | 55,022 | 2,660 |
| Total bonds payable..... | 11,707 | - | (4,722) | 6,985 | 4,391 |
| Accrued interest payable..... | 19 | - | (19) | - | - |
| Accrued vacation and sick leave pay..... | 26,510 | 20,849 | (20,358) | 27,003 | 15,935 |
| Accrued workers' compensation..... | 93,811 | 13,322 | (15,117) | 92,016 | 16,857 |
| Estimated claims payable..... | 56,942 | 13,995 | (14,956) | 55,981 | 16,222 |
| Other postemployment benefits obligation..... | - | 35,438 | - | 35,438 | - |
| Long-term obligations..... | \$ 249,303 | \$ 83,604 | \$ (60,947) | \$ 272,960 | \$ 55,965 |

* Includes an unamortized loan premium of \$0.3 million for Parking and Traffic.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

The changes in long-term obligations for each enterprise fund for the year ended June 30, 2008, are as follows (in thousands) - continued:

| | July 1, 2007 | Additional Obligations, Interest, Accretion and Net Increases | Current Maturities, Retirements and Net Decreases | June 30, 2008 | Amounts Due Within One Year |
|--|--------------|---|---|---------------|-----------------------------|
| San Francisco General Hospital Medical Center | | | | | |
| Capital leases..... | \$ 3,363 | \$ 1,058 | \$ (1,227) | \$ 3,194 | \$ 1,139 |
| Accrued vacation and sick leave pay..... | 16,186 | 12,900 | (11,529) | 17,557 | 9,894 |
| Accrued workers' compensation..... | 19,760 | 9,428 | (7,272) | 21,916 | 3,644 |
| Other postemployment benefits obligation..... | - | 30,085 | - | 30,085 | - |
| Long-term obligations..... | \$ 39,309 | \$ 53,051 | \$ (20,028) | \$ 72,332 | \$ 14,677 |
| San Francisco Wastewater Enterprise | | | | | |
| Bonds payable: | | | | | |
| Revenue bonds..... | \$ 362,825 | \$ - | \$ (34,500) | \$ 328,325 | \$ 35,965 |
| Less deferred amounts: | | | | | |
| For insurance premiums..... | 18,370 | - | (1,004) | 17,366 | - |
| On refunding..... | (19,944) | - | 1,726 | (18,218) | - |
| Total bonds payable..... | 361,251 | - | (33,778) | 327,473 | 35,965 |
| State of California - Revolving fund loans..... | 102,438 | - | (13,337) | 89,101 | 13,765 |
| Accrued vacation and sick leave pay..... | 4,720 | 2,829 | (2,591) | 4,958 | 2,890 |
| Accrued workers' compensation..... | 4,144 | 1,236 | (705) | 4,675 | 822 |
| Estimated claims payable..... | 8,711 | 1,182 | (849) | 9,044 | 2,889 |
| Other postemployment benefits obligation..... | - | 5,684 | - | 5,684 | - |
| Long-term obligations..... | \$ 481,274 | \$ 10,931 | \$ (51,230) | \$ 440,975 | \$ 55,921 |
| Port of San Francisco | | | | | |
| Bonds payable: | | | | | |
| Revenue bonds..... | \$ 12,575 | \$ - | \$ (4,070) | \$ 8,505 | \$ 4,185 |
| Less deferred amounts: | | | | | |
| For insurance premiums..... | 152 | - | (76) | 76 | - |
| On refunding..... | (524) | 262 | - | (262) | - |
| Total bonds payable..... | 12,203 | 262 | (4,146) | 8,319 | 4,185 |
| Notes, loans, and other payables..... | 3,195 | - | (88) | 3,107 | 92 |
| Accrued vacation and sick leave pay..... | 1,938 | 3 | - | 1,941 | 1,082 |
| Accrued workers' compensation..... | 2,747 | 507 | (711) | 2,543 | 383 |
| Estimated claims payable..... | 1,100 | 300 | (279) | 1,121 | 821 |
| Other postemployment benefits obligation..... | - | 2,805 | - | 2,805 | - |
| Long-term obligations..... | \$ 21,183 | \$ 3,877 | \$ (5,224) | \$ 19,836 | \$ 6,573 |
| Laguna Honda Hospital | | | | | |
| Capital leases..... | \$ 1,117 | \$ - | \$ (468) | \$ 649 | \$ 516 |
| Accrued vacation and sick leave pay..... | 9,214 | 140 | - | 9,354 | 5,525 |
| Accrued workers' compensation..... | 10,568 | 3,059 | (2,719) | 10,908 | 2,017 |
| Other postemployment benefits obligation..... | - | 13,207 | - | 13,207 | - |
| Long-term obligations..... | \$ 20,899 | \$ 16,406 | \$ (3,187) | \$ 34,118 | \$ 8,058 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

A summary of the changes in long-term obligations for all enterprise funds for the year ended June 30, 2008, is as follows (in thousands):

| Total Business-type Activities: | July 1, 2007 | Accretion and Net Increases | Retirements, and Net Decreases | June 30, 2008 | Amounts Due Within One Year |
|--|---------------------|-----------------------------------|--------------------------------------|---------------------|-----------------------------------|
| Bonds payable: | | | | | |
| Revenue bonds..... | \$ 53,453.15 | \$ 1,255,205 | \$ (1,326,459) | \$ 527,408.95 | \$ 155,090 |
| Lease revenue bonds..... | 8,405 | - | (1,095) | 7,310 | 1,145 |
| Less deferred amounts: | | | | | |
| For insurance premiums..... | 95,437 | 10,998 | (5,594) | 100,911 | - |
| For insurance discounts..... | (11,302) | - | 2,814 | (8,488) | - |
| On refunding..... | (116,201) | (30,678) | 12,122 | (134,647) | - |
| Total bonds payable..... | 5,321,584 | 1,235,525 | (1,318,059) | 5,239,051 | 156,235 |
| Accrued interest payable..... | 3,155 | 225 | - | 3,380 | - |
| State of California - Revolving Fund loans..... | 102,438 | - | (13,337) | 89,101 | 13,765 |
| Notes, loans, and other payables..... | 15,292 | - | (4,923) | 10,369 | 4,493 |
| Capital leases..... | 4,469 | 1,058 | (1,714) | 3,813 | 1,655 |
| Accrued vacation and sick leave pay..... | 84,889 | 54,603 | (52,889) | 86,603 | 49,114 |
| Accrued workers' compensation..... | 146,439 | 32,054 | (31,217) | 147,276 | 26,573 |
| Estimated claims payable..... | 78,549 | 43,853 | (26,624) | 95,778 | 27,915 |
| Other postemployment benefits obligation..... | - | 120,383 | - | 120,383 | - |
| Business-type activities long-term obligations..... | \$ 5,750,795 | \$ 1,467,701 | \$ (1,451,752) | \$ 5,766,744 | \$ 270,850 |

The changes in long term obligations for the component unit for the year ended June 30, 2008, are as follows (in thousands):

| | July 1, 2007 | Additional Obligations, Interest Accretion and Net Increases | Current Maturities, Retirements, and Net Decreases | June 30, 2008 | Amounts Due Within One Year |
|---|-------------------|---|--|-------------------|-----------------------------------|
| Component Unit: San Francisco Redevelopment Agency | | | | | |
| Bonds payable: | | | | | |
| Revenue bonds..... | \$ 705,793 | \$ 212,400 | \$ (133,117) | \$ 845,076 | \$ 36,677 |
| Refunding bonds..... | 7,700 | - | (1,400) | 6,300 | - |
| Less deferred amounts: | | | | | |
| For insurance premiums..... | 7,908 | 3,533 | (914) | 10,527 | - |
| For insurance discounts..... | (733) | (2,059) | 111 | (2,721) | - |
| On refunding..... | (3,729) | (1,586) | 388 | (4,927) | - |
| Total bonds payable..... | 776,939 | 212,248 | (134,932) | 854,255 | 36,677 |
| Accrued interest payable..... | 70,041 | 9,441 | (8,736) | 69,746 | 11,836 ⁽¹⁾ |
| Notes, loans, and other payables..... | 7,969 | - | (7) | 7,962 | 7 |
| Accrued vacation and sick leave pay..... | 2,544 | - | (467) | 2,077 | 1,011 |
| Other postemployment benefits obligation..... | - | 493 | - | 493 | - |
| Component unit - long-term obligations..... | \$ 857,523 | \$ 222,182 | \$ (145,142) | \$ 934,563 | \$ 49,531 |

⁽¹⁾ This amount is included in accrued interest payable in the accompanying Statement of Net Assets.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Annual debt service requirements to maturity for all bonds and loans outstanding as of June 30, 2008, for governmental activities are as follows (in thousands):

| Fiscal Year Ending June 30 | Governmental Activities (1) (2) | | | | | |
|----------------------------------|---------------------------------|------------|------------------------|------------|--------------------------------|--------------|
| | General Obligation Bonds | | Lease Revenue Bonds | | Other Long-Term Obligations | |
| | Principal | Interest | Principal | Interest | Principal | Interest |
| 2009..... | \$ 106,162 | \$ 52,573 | \$ 23,645 | \$ 15,382 | \$ 18,191 | \$ 20,239 |
| 2010..... | 101,358 | 47,544 | 17,975 | 14,342 | 19,446 | 19,824 |
| 2011..... | 92,295 | 42,664 | 16,495 | 13,532 | 20,176 | 18,986 |
| 2012..... | 80,773 | 38,472 | 12,925 | 12,801 | 13,736 | 18,065 |
| 2013..... | 71,243 | 35,298 | 11,560 | 12,179 | 13,353 | 17,494 |
| 2014-2018..... | 286,924 | 131,786 | 50,325 | 52,351 | 68,731 | 77,877 |
| 2019-2023..... | 196,964 | 75,954 | 57,820 | 37,388 | 63,697 | 61,851 |
| 2024-2028..... | 124,694 | 31,907 | 65,645 | 19,595 | 75,535 | 45,337 |
| 2029-2033..... | 38,500 | 3,647 | 26,100 | 2,316 | 85,105 | 26,661 |
| 2034-2038..... | - | - | - | - | 45,710 | 9,901 |
| 2039-2043..... | - | - | - | - | 24,600 | 1,693 |
| Total..... | \$ 1,098,913 | \$ 459,845 | \$ 282,490 | \$ 179,776 | \$ 445,280 | \$ 317,938 |
| | | | | | | \$ 1,826,583 |
| | | | | | | \$ 957,259 |

(1) The specific year for payment of estimated claims payable, accrued vacation and sick leave pay, accrued workers' compensation and other postemployment benefits obligation is not practicable to determine.

(2) Includes the following variable rate demand notes, the Moscone Center Expansion Project Lease Revenue Bonds and Laguna Honda Hospital General Obligation Bonds. The bonds bear interest at a weekly rate. The rate at June 30, 2008 was 6.42%, together with an ancillary fee of 0.242% and 6.41% and ancillary fee 0.255% for Moscone Lease Revenue Bonds and Laguna Honda General Obligation Bonds, respectively, was used to project the interest payment in this table.

The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2008, for each enterprise fund is as follows (in thousands):

| Fiscal Year Ending | San Francisco International Airport (1) | | | | | |
|-----------------------|---|--------------|--------------------------------|----------|--------------|--------------|
| | Revenue Bonds | | Other Long-Term Obligations | | Total | |
| | Principal | Interest | Principal | Interest | Principal | Interest |
| 2009..... | \$ 88,205 | \$ 185,543 | - | - | \$ 88,205 | \$ 185,543 |
| 2010..... | 97,715 | 181,716 | - | - | 97,715 | 181,716 |
| 2011..... | 133,655 | 177,194 | - | - | 133,655 | 177,194 |
| 2012..... | 145,220 | 171,142 | - | - | 145,220 | 171,142 |
| 2013..... | 145,315 | 164,303 | - | - | 145,315 | 164,303 |
| 2014-2018..... | 900,490 | 707,665 | - | - | 900,490 | 707,665 |
| 2019-2023..... | 1,134,005 | 468,759 | - | - | 1,134,005 | 468,759 |
| 2024-2028..... | 1,013,310 | 206,153 | - | - | 1,013,310 | 206,153 |
| 2029-2033..... | 285,555 | 24,825 | - | - | 285,555 | 24,825 |
| Total..... | \$ 3,943,470 | \$ 2,287,320 | \$ - | \$ - | \$ 3,943,470 | \$ 2,287,320 |

(1) The specific year for payment of estimated claims payable, accrued vacation and sick leave pay, accrued workers' compensation and other postemployment benefits obligation is not practicable to determine.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2008, for each enterprise fund is as follows (in thousands) - continued:

| Fiscal Year Ending June 30 | San Francisco Water Enterprise (1) | | | | | | | | | |
|----------------------------------|------------------------------------|------------|-----------|----------|-----------------------------|----------|------------|------------|-------|--|
| | Revenue Bonds | | | | Other Long-Term Obligations | | | | Total | |
| | Principal | Interest | Principal | Interest | Principal | Interest | Principal | Interest | | |
| 2009..... | \$ 25,520 | \$ 44,065 | - | \$ - | - | - | \$ 25,520 | \$ 44,065 | | |
| 2010..... | 26,006 | 42,991 | - | - | - | - | 26,006 | 42,991 | | |
| 2011..... | 27,795 | 41,784 | - | - | - | - | 27,795 | 41,784 | | |
| 2012..... | 29,190 | 40,401 | - | - | - | - | 29,190 | 40,401 | | |
| 2013..... | 30,610 | 38,984 | - | - | - | - | 30,610 | 38,984 | | |
| 2014-2018..... | 159,260 | 171,728 | - | - | - | - | 159,260 | 171,728 | | |
| 2019-2023..... | 152,595 | 135,624 | - | - | - | - | 152,595 | 135,624 | | |
| 2024-2028..... | 179,985 | 95,631 | - | - | - | - | 179,985 | 95,631 | | |
| 2029-2033..... | 199,000 | 50,041 | - | - | - | - | 199,000 | 50,041 | | |
| 2034-2038..... | 116,350 | 11,308 | - | - | - | - | 116,350 | 11,308 | | |
| Total..... | \$ 946,910 | \$ 672,557 | - | \$ - | - | - | \$ 946,910 | \$ 672,557 | | |

| Fiscal Year Ending June 30 | Hetch Hetchy Water and Power (1) | | | | | | | | | | |
|----------------------------------|----------------------------------|----|----------|----|-----------------|----|----------|-----|-------|----|----|
| | Revenue Bonds | | | | Other Long-Term | | | | Total | | |
| | Principal | | Interest | | Principal | | Interest | | | | |
| 2009..... | - | \$ | - | \$ | 110 | \$ | 8 | 110 | \$ | 8 | |
| 2010..... | - | - | - | - | 115 | - | 4 | 115 | - | 4 | |
| 2011..... | - | - | - | - | - | 57 | 1 | - | 57 | - | |
| Total..... | - | - | - | - | \$ | \$ | 232 | \$ | 232 | \$ | 13 |

| Fiscal Year Ending June 30 | Revenue/Lease | | | | Municipal Transportation Agency (1) (2) | | | | Total |
|----------------------------------|---------------|-----------|-------------|----------|---|-----------|-----------|----------|-------|
| | Revenue Bonds | | Obligations | | Interest | | Principal | | |
| | Principal | Interest | Principal | Interest | Principal | Interest | Principal | Interest | |
| 2009..... | \$ 2,690 | \$ 2,770 | \$ 4,251 | \$ 283 | \$ 6,951 | \$ 3,053 | | | |
| 2010..... | 2,170 | 2,673 | 2,369 | 61 | 4,539 | 2,734 | | | |
| 2011..... | 3,260 | 2,576 | - | - | 3,260 | 2,576 | | | |
| 2012..... | 3,405 | 2,426 | - | - | 3,405 | 2,426 | | | |
| 2013..... | 3,575 | 2,267 | - | - | 3,575 | 2,267 | | | |
| 2014-2016..... | 20,120 | 8,534 | - | - | 20,120 | 8,534 | | | |
| 2019-2023..... | 9,580 | 3,984 | - | - | 9,580 | 3,984 | | | |
| 2024-2028..... | 4,620 | 2,164 | - | - | 4,620 | 2,164 | | | |
| 2029-2033..... | 4,795 | 596 | - | - | 4,795 | 596 | | | |
| Total..... | \$ 54,185 | \$ 27,990 | \$ 6,660 | \$ 344 | \$ 60,845 | \$ 28,334 | | | |

- (1) The specific year for payment of accrued interest payable, estimated claims payable, accrued vacation and sick leave pay, accrued workers' compensation and other postemployment benefits obligation is not practicable to determine.
(2) Unamortized loan premiums of \$0.3 million (MTA) are not included in principal payments.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2008, for each enterprise fund is as follows (in thousands) - continued:

| Fiscal Year Ending June 30 | Revenue Bonds | | | San Francisco Wastewater Enterprise (1) | | | Other Long-Term Obligations | | | Total | |
|----------------------------------|---------------|------------|------------|---|-----------|------------|-----------------------------|-----------|------------|------------|------------|
| | Principal | Interest | Total | Principal | Interest | Total | Principal | Interest | Total | Principal | Interest |
| | | | | | | | | | | | |
| 2009..... | \$ 35,665 | \$ 14,646 | \$ 50,311 | \$ 13,765 | \$ 2,744 | \$ 16,509 | \$ 48,430 | \$ 2,744 | \$ 51,174 | \$ 17,390 | \$ 15,600 |
| 2010..... | 37,190 | 13,183 | 50,373 | 14,198 | 2,307 | 16,505 | 51,328 | 2,307 | 53,635 | 15,600 | 15,600 |
| 2011..... | 26,320 | 11,827 | 38,147 | 14,550 | 1,855 | 16,405 | 40,970 | 1,855 | 42,825 | 13,828 | 13,828 |
| 2012..... | 22,010 | 10,959 | 32,969 | 9,594 | 1,389 | 10,983 | 31,604 | 1,389 | 32,993 | 12,346 | 12,346 |
| 2013..... | 23,095 | 9,841 | 32,936 | 8,322 | 1,099 | 9,421 | 31,417 | 1,099 | 32,516 | 11,040 | 11,040 |
| 2014-2016..... | 115,320 | 31,915 | 147,235 | 23,612 | 2,354 | 25,966 | 138,932 | 2,354 | 141,286 | 34,269 | 34,269 |
| 2019-2023..... | 62,530 | 11,677 | 74,207 | 4,960 | 291 | 5,251 | 67,490 | 291 | 69,741 | 11,968 | 11,968 |
| 2024-2026..... | 6,255 | 674 | 6,929 | - | - | - | 6,255 | - | 6,255 | 674 | 674 |
| Total..... | \$ 328,325 | \$ 104,822 | \$ 433,147 | \$ 89,101 | \$ 12,039 | \$ 101,140 | \$ 417,426 | \$ 12,039 | \$ 429,465 | \$ 116,861 | \$ 116,861 |

| Fiscal Year Ending June 30 | Revenue Bonds | | Other Long-Term Obligations | | Total | |
|----------------------------------|------------------|----------|--------------------------------|----------|-----------|----------|
| | Principal | Interest | Principal | Interest | Principal | Interest |
| 2009..... | \$ 4,165 | \$ 222 | \$ 92 | \$ 140 | \$ 4,277 | \$ 362 |
| 2010..... | 4,320 | 75 | 96 | 136 | 4,416 | 211 |
| 2011..... | - | - | 100 | 131 | 100 | 131 |
| 2012..... | - | - | 105 | 127 | 105 | 127 |
| 2013..... | - | - | 110 | 122 | 110 | 122 |
| 2014-2018..... | - | - | 627 | 532 | 627 | 532 |
| 2019-2023..... | - | - | 781 | 377 | 781 | 377 |
| 2024-2028..... | - | - | 974 | 185 | 974 | 185 |
| 2029-2033..... | - | - | 222 | 10 | 222 | 10 |
| Total..... | \$ 8,505 | \$ 297 | \$ 3,107 | \$ 1,760 | \$ 11,612 | \$ 2,057 |

A summary of the annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2008 for business-type activities is as follows (in thousands):

| Fiscal Year Ending | Total Business-Type Activities (1) (2) | | | | | | |
|-----------------------|--|--------------|-----------|-----------|-----------------|--------------|-------|
| | Revenue/Lease Revenue | | Bonds | | Other Long-Term | | Total |
| | Principal | Interest | Principal | Interest | Principal | Interest | |
| 2009..... | \$ 156,235 | \$ 247,246 | \$ 18,258 | \$ 3,175 | \$ 174,493 | \$ 250,421 | |
| 2010..... | 167,940 | 240,638 | 16,778 | 2,508 | 184,718 | 243,146 | |
| 2011..... | 191,030 | 233,381 | 14,807 | 1,987 | 205,837 | 235,368 | |
| 2012..... | 199,825 | 224,928 | 9,699 | 1,516 | 209,524 | 226,444 | |
| 2013..... | 202,565 | 215,465 | 8,432 | 1,221 | 211,027 | 216,716 | |
| 2014-2016..... | 1,195,190 | 919,862 | 24,239 | 2,866 | 1,219,429 | 922,748 | |
| 2019-2023..... | 1,358,710 | 620,044 | 974 | 165 | 1,364,451 | 620,712 | |
| 2024-2028..... | 1,204,170 | 304,622 | 5,741 | 185 | 1,205,144 | 304,807 | |
| 2029-2033..... | 489,350 | 75,462 | 222 | - | 489,572 | 75,472 | |
| 2034-2038..... | 116,350 | 11,308 | - | - | 116,350 | 11,308 | |
| Total..... | \$ 5,281,395 | \$ 3,092,966 | \$ 99,150 | \$ 14,156 | \$ 5,380,545 | \$ 3,107,142 | |

- (1) The specific year for payment of accrued interest payable, estimated claims payable, accrued vacation and sick leave pay, accrued workers' compensation and other postemployment benefits obligation is not practicable to determine.
(2) Unamortized loan premiums of \$0.3 million (MTA) are not included in principal payments.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

The annual debt service requirements to maturity for all bonds and loans outstanding as of June 30, 2008, for the component unit are as follows (in thousands):

| Fiscal Year Ending June 30 | Component Unit: San Francisco Redevelopment Agency (1) | | | | | | | | | |
|----------------------------------|--|-------------------|-------------------|-------------------|------------------|------------------|-------------------|-------------------|-------------------|-------------------|
| | Lease Revenue | | Tax Revenue | | Bonds | | Other Long-Term | | Total | |
| | Principal | Interest | Principal | Interest | Principal | Interest | Principal | Interest | Principal | Interest |
| 2008..... | \$ 5,350 | \$ 13,289 | \$ 28,682 | \$ 32,118 | \$ 2,652 | \$ 3,627 | \$ 36,584 | \$ 49,034 | \$ 36,584 | \$ 49,034 |
| 2010..... | 5,152 | 13,585 | 29,586 | 31,148 | 2,799 | 3,423 | 38,537 | 48,136 | 38,537 | 48,136 |
| 2011..... | 5,019 | 13,776 | 30,684 | 30,099 | 2,877 | 3,254 | 38,580 | 47,129 | 38,580 | 47,129 |
| 2012..... | 4,881 | 13,992 | 32,312 | 28,258 | 2,861 | 3,084 | 40,154 | 45,332 | 40,154 | 45,332 |
| 2013..... | 4,791 | 14,155 | 34,383 | 26,112 | 3,671 | 2,891 | 42,845 | 43,158 | 42,845 | 43,158 |
| 2014-2016..... | 62,142 | 32,782 | 202,776 | 96,736 | 22,070 | 11,835 | 286,988 | 141,333 | 286,988 | 141,333 |
| 2016-2023..... | 28,610 | 3,829 | 125,537 | 76,411 | 19,583 | 7,099 | 173,730 | 87,339 | 173,730 | 87,339 |
| 2024-2028..... | 6,010 | 309 | 55,658 | 78,550 | 14,263 | 2,148 | 75,731 | 81,007 | 75,731 | 81,007 |
| 2029-2033..... | - | - | 59,763 | 46,500 | 2,110 | 570 | 61,873 | 47,070 | 61,873 | 47,070 |
| 2034-2038..... | - | - | 65,035 | 27,273 | 1,231 | 101 | 66,266 | 27,474 | 66,266 | 27,474 |
| Total..... | \$ 121,955 | \$ 105,677 | \$ 663,366 | \$ 473,303 | \$ 74,017 | \$ 38,032 | \$ 859,368 | \$ 617,012 | \$ 859,368 | \$ 617,012 |

(1) The specific year for payment of accrued 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, 2008, are as follows (in thousands):

Governmental Activities - General Obligation Bonds
(in thousands)

| | |
|--|-------------------|
| Authorized and unissued as of June 30, 2007..... | \$ 344,065 |
| Increase in authorization this fiscal year: | |
| 2008 Clean and Safe Neighborhood Parks | 185,000 |
| Bonds issued: | |
| Seismic Safety Loan Program (second and third draw)..... | (7,695) |
| Series 2008A, Branch Library Facilities Improvement Bonds..... | (31,065) |
| Net authorized and unissued as of June 30, 2008..... | <u>\$ 430,305</u> |

The increase in authorized amount of \$185 million of General Obligation Bonds 2008 Clean and Safe Neighborhood Parks was approved by at least two-third votes voting on Proposition A at an election held on February 5, 2008, to provide funds to finance the construction, reconstruction, purchase and/or improvement of park and recreation facilities under the jurisdiction of the Recreation and Park Commission and Port Commission and all other structures, improvements and related cost necessary or convenient for these purposes.

In April 2008, the City issued General Obligation Bonds, Branch Library Facilities Improvement, Series 2008A in the amount of \$31.1 million. Interest rates range from 4.0% to 4.5%. The bonds mature from June 2009 through June 2028. The bonds were issued to provide funds to finance the acquisition, renovation and construction of branch libraries and other library facilities other than the San Francisco Main Library and to pay certain cost related to the issuance of the Bonds.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Seismic Safety Loan Program Government Obligation Bonds

The Seismic Safety Loan Program was approved by the voters of the City and County of San Francisco by Proposition A in November 1992 which authorized the issuance of up to a total of \$350 million aggregate principal amount of government obligation bonds to provide funds for loans for the seismic strengthening of privately-owned unreinforced masonry buildings within the City for affordable housing and market-rate residential, commercial and institutional purposes and for related administrative costs. Approximately 2,200 privately-owned unreinforced masonry buildings were identified by the City. These buildings are located throughout San Francisco, but are concentrated in Chinatown, the Tenderloin and south of Market Street. In July 1992, the Board of Supervisors passed legislation mandating that these buildings be seismically strengthened within specified periods of time. Most of the buildings have now been seismically retrofitted. The owners of the existing unreinforced masonry buildings are eligible to apply for loans under the Loan Program to finance the required seismic strengthening work and certain other legally-required work.

In February 2007 the Board of Supervisors approved Resolution No. 65-07 which authorized the issuance of indebtedness under Proposition A in the amount not to exceed \$35 million. Such issuance was achieved pursuant to the terms of a Credit Agreement with Bank of America, N.A. In March 2007, the City made the first borrowing under the Credit Agreement (Seismic Safety Loan Program, 1992) Series 2007A in the amount of \$2 million. The first borrowing bears an interest rate of 5.69% with principal amortizing from June 2007 through June 2026. Within the first loan account are two loan sub-accounts, the market loan account and the below market rate loan account.

In October 2007, the City made the second borrowing in the amount of \$3.8 million which bears an interest rate of 5.83% with principal amortizing from June 2008 through June 2027. In January 2008, the City made the third borrowing in the amount of \$3.9 million which bears an interest rate of 5.09% with principal amortizing from June 2008 through June 2027. The second and the third borrowings are for below market rate loan account.

Debt service payments of the Seismic Safety Loan Program Government Obligation Bonds are funded through ad valorem taxes on property and principal repayments from borrowers of the loan program.

Current Refundings

In May 2008, the City issued the General Obligation Refunding Bonds, Series 2008-R1 (Series 2008-R1 Bonds) in the amount of \$232.1 million with interest rates ranging from 2.85% to 5.0% (maturing from June 2009 through June 2021) to refund all or a portion of the City's outstanding General Obligation Bonds as follows:

| General Obligation Refunding Bonds, Series R-1 (in thousands) | | | | |
|--|--------------------|----------------|---------------|--------------|
| Description of Bonds | Amount Refunded | Interest Rate | Call Price | Call Date |
| Series 1997-1 General Obligation Refunding Bonds, 1997 | \$ 192,815 | 5.00% - 5.500% | 101.0% | 6/30/2008 |
| Series 1999D - Asian Art Museum Relocation Project, 1994 | 1,605 | 4.75% - 4.875% | 101.0% | 6/30/2008 |
| Series 2000D - Affordable Housing, 1996 | 2,790 | 4.50% - 4.625% | 102.0% | 6/30/2008 |
| Series 2001A - Golden Gate Park Improvements, 1992 | 10,265 | 4.00% - 4.800% | 102.0% | 6/15/2009 |
| Series 2001B - Neighborhood Recreation and Park Facilities Improvement Bonds, 2000 | 8,455 | 4.00% - 4.800% | 102.0% | 6/15/2009 |
| Series 2001C - Affordable Housing, 1996 | 11,190 | 4.25% - 5.000% | 102.0% | 6/15/2009 |
| Series 2001E - Branch Library Facilities Improvement Bonds, 2000 | 11,560 | 4.20% - 5.000% | 102.0% | 6/15/2009 |
| Total | \$ 238,680 | | | |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

The net proceeds of \$ 243.6 million (including original issue premium of \$12 million, and after payment of \$0.5 million in underwriting fees and other issuance costs) plus \$5.0 million in available debt service funds were used to purchase certain direct obligations of the United States of America (the "escrow securities"). The escrow securities were deposited into an escrow account held by the escrow agent. As the refunded bonds become due for interest payment and/or redemption, the escrow agent will transfer to the Treasurer of the City monies held in the escrow account to pay the principal, redemption premium, and interest due on the refunded bonds. The last of the refunded bonds will mature on June 15, 2009. The refunded bonds of \$41.5 million are considered legally defeased where the debt is legally satisfied based on certain provisions of 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 refunding resulted in the recognition of accounting loss of \$5.2 million for the year ended June 30, 2008, the City in effect reduced its aggregate debt service payments by \$16.4 million and obtained a net present value benefit of \$14.6 million.

In May 2008, the City issued the General Obligation Refunding Bonds, Series 2008-R2 (Series 2008-R2) in the amount of \$39.3 million with interest rates ranging from 4.75% to 5.0% (maturing from June 2009 through June 2018) to refund all or a portion of the City's outstanding General Obligation Bonds as follows:

General Obligation Refunding Bonds, Series R-2
(In thousands)

| Description of Bonds | Amount Refunded | Interest Rate | Call Price | Call Date |
|---|--------------------|----------------|---------------|--------------|
| Series 1998A - Affordable Housing, 1996 | \$ 12,995 | 6.10% - 6.625% | 100.0% | 6/30/2008 |
| Series 1998A - Affordable Housing, 1996 | 14,135 | 6.75% - 7.000% | 101.0% | 6/30/2008 |
| Series 2001D - Affordable Housing, 1996 | 11,565 | 7.050% | 102.0% | 6/15/2009 |
| Total | <u>\$ 38,695</u> | | | |

The net proceeds of \$ 39.9 million (including original issue premium of \$0.7 million, and after payment of \$0.1 million in underwriting fees and other issuance costs) plus \$1.1 million in available debt service funds were used to purchase certain direct obligations of the United States of America (the "escrow securities"). The escrow securities were deposited into an escrow account held by the escrow agent. As the refunded bonds become due for interest and/or redemption, the escrow agent will transfer to the Treasurer of the City monies held in escrow account for payment of principal, interest and redemption premium on the refunded bonds. The last of the refunded bonds will mature on June 15, 2009. The refunded bonds of \$11.6 million are considered legally defeased where the debt is legally satisfied based on certain provisions of 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.

The refunding resulted in the recognition of accounting loss of \$1.2 million for the year ended June 30, 2008. However, the City in effect reduced its aggregate debt service payments by \$6.4 million and obtained a net present value benefit of \$4.3 million.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Lease Revenue Bonds

The changes in governmental activities - lease revenue bonds for the year ended June 30, 2008 were as follows:

| Governmental Activities - Lease Revenue Bonds (In thousands) | |
|---|-------------------|
| Authorized and unissued as of June 30, 2007 | \$ 127,397 |
| Increase in authorization in this fiscal year | 2,183 |
| Current year annual increase in Finance Corporation's equipment program | 10,045 |
| Bonds issued: | |
| Series 2008A, San Francisco Finance Corporation | (11,885) |
| Net authorized and unissued as of June 30, 2008 | <u>\$ 127,740</u> |

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, 2008, the total authorized amount is \$45.8 million. The total accumulated annual authorization since 1990 is \$25.8 million of which \$2.2 million is new annual authorization for the fiscal year ending June 30, 2008.

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 \$147.3 million in equipment lease revenue bonds since 1991. As of June 30, 2008, \$115.1 million has been repaid leaving \$32.2 million in equipment lease revenue bonds outstanding and \$13.6 million available for new issuance.

In April 2008, the Finance Corporation issued its sixteenth Series of equipment lease revenue bonds, Series 2008A in the amount of \$11.9 million with interest rates ranging from 2.75% to 3.375%. The bonds mature from April 2009 to October 2014.

(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

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Finance Corporation issued two series in January 1998 and February 1999 for \$31.3 million and \$18.7 million, respectively. As of June 30, 2008, 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 July 1998 for \$22.6 million and \$23.3 million, respectively. As of June 30, 2008, 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. As of end of June 30, 2008, the bonds bear interest at a weekly rate.

(d) Open Space Fund

In 2000, the voters of the City adopted Proposition C amending the Charter by repealing the then existing Park and Office Space Fund, authorizing the creation of a new Park, Recreation and Open Space Fund to purchase open space, acquire property for recreation facilities and develop, and maintain these facilities and authorizing the issuance of revenue bonds for such purpose. A set aside of 2.5% of the City's general 1% property tax is required by the Charter to be deposited in the Open Space Fund.

In November 2006, the Corporation issued Lease Revenue Bonds Series 2006 (Open Space Fund-Various Park Projects) in the amount of \$27 million (the "Series 2006 Bonds"). The Series 2006 Bonds were issued to finance the design, construction, renovation and the installation of various park improvements located within the City. Interest rates range from 3.75% to 5.5%. The bonds mature from July 2007 through July 2027.

In October 2007, the Corporation issued Lease Revenue Bonds Series 2007 (Open Space Fund-Various Park Projects) in the amount of \$42.4 million (the "Series 2007 Bonds"). The Series 2007 Bonds were issued to finance the design, construction, renovation and the installation of various park improvements located within the City. Interest rates range from 3.75% to 5.875%. The bonds mature from July 2008 through July 2029.

Hunter's Point Clubhouse Project

In February 2008, the City entered into a contract with the Department of Housing and Urban Development (HUD) for an approved Section 108 Loan in the maximum amount of \$2.2 million. The funds were to finance the rehabilitation of the Hunter's Point Clubhouse Community Center. During the fiscal year 2007-2008, HUD loaned to the City a total of \$1.8 million. In June 2008, the loan was converted into a fixed rate financing in an underwritten public offering. The new loan carries interest rates from 2.62% to 5.19% and matures from August 2009 through August 2023.

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

During the fiscal year 2008, the Airport completed 17 series of refunding through seven bond transactions totaling \$1,255.2 million. However, only \$291.3 million of the bonds was refunded for savings. Present value debt service savings for these refunded bonds was \$4.6 million. The balance of the 2008 refunding bonds were issued in transactions to repair the Airport's outstanding Auction Rate Bonds and Variable Rate Demand Bonds with alternative structures that did not produce any savings.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

These refundings were necessitated by the downgrade of various bond insurance companies by the credit rating agencies in January 2008. Specifically, the Airport's affected bonds all carried credit enhancement either XL Capital or Financial Guaranty Insurance Company (FGIC), which lost their AAA ratings from at least one of the three major rating agencies on January 24 and January 30, 2008 respectively. Once the bond insurers were downgraded, the Airport's floating interest rates increased dramatically above historical levels, exceeding levels at which the Airport had budgeted for variable rate debt service for the year. In order to stabilize rates, the Airport refunded the underlying bonds that allowed the Airport to terminate existing insurance policies and obtain high quality AAA insurance for the new refunded bonds.

Further descriptions are set forth below. A series of refunding bonds (the Issue 35 Bonds) are also expected to be issued in or about February 2010.

In March 2008, the Airport issued \$476.4 million aggregate principal amount of Issue 34C/D/E/F Revenue Bonds, with interest rates ranging from 4.000% to 5.750%. A portion of the proceeds from the Issue 34C/D/E/F Bonds was deposited into an irrevocable trust with an escrow agent to refund certain of the Airport's Second Series Revenue Bonds as follows (in thousands):

| | Amount Refunded | Interest Rate | Redemption Price |
|-----------------------------------|--------------------|-----------------|---------------------|
| Second Series Revenue Bond Issue: | | | |
| Issue 10B | \$ 1,450 | 5.125% | 100% |
| Issue 15A | 6,010 | 5.500% | 100% |
| Issue 16B | 14,690 | 4.600% - 4.700% | 102% |
| Issue 16A | 42,970 | 5.375% - 5.500% | 100-101% |
| Issue 18A | 23,085 | 5.250% - 6.250% | 100-101% |
| Issue 19B | 1,335 | 5.000% - 5.250% | 101% |
| Issue 19 | 1,200 | 5.000% - 5.250% | 101% |
| Issue 22 | 16,310 | 5.000% - 6.000% | 100-101% |
| Issue 31A | 54,890 | auction rate | 100% |
| Issue 31B | 54,925 | auction rate | 100% |
| Issue 31C | 60,225 | auction rate | 100% |
| Issue 31D | 42,350 | auction rate | 100% |
| Issue 31E | 17,875 | auction rate | 100% |
| Issue 33C | 57,100 | variable rate | 100% |
| Issue 33I | 27,800 | variable rate | 100% |
| Issue 33J | 27,800 | variable rate | 100% |
| Total | \$ 450,075 | | |

The refunded Second Series Revenue Bonds have final maturity dates ranging from May 1, 2009 to May 1, 2026. The refunded bonds are considered legally defeased and are no longer considered outstanding under the 1991 Master Bond Resolution and the debt is considered legally satisfied based on certain provisions in the debt instrument even though most of the refunded bonds have not yet been redeemed. Accordingly, the liability for the refunded bonds has been removed from the accompanying statements of net assets.

The Issue 34C/D/E/F Bonds were issued as fixed rate bonds. The net proceeds of \$458.02 million (after payments of \$42.87 million in underwriting fees, insurance and surety bond premiums, costs of issuance, and deposits to the debt service reserve funds) plus bond premium and available debt service funds of \$11 million were deposited in an irrevocable trust with an escrow agent to provide debt service payments on the refunded bonds identified above until their respective redemption dates.

The 34C/D/E/F Bonds have final maturity dates between May 1, 2016 and May 1, 2026. Issues 34C and 34F are Non-Callable, while 34D and 34E will be Callable on May 1, 2018.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

In April 2008, the Airport issued its Second Series Variable Rate Refunding Bonds Issue 34A/B in the amount of \$175 million to refund certain Outstanding Issue 33 (B, H) variable rate demand bonds and other outstanding bonds, including portions of Issues 15A, 16A and 18A. The Issue 34A/B Bonds were initially issued in a Weekly Mode, subject to conversion by the Airport to another mode. As of July 2, 2008, each series was in a weekly mode. The average interest rate on the Issue 34A and 34B Bonds was 1.473% and 1.579% respectively. The final maturity of both issues is May 1, 2029.

The net proceeds of \$161.36 million (after payment of \$16.2 million in underwriting fees, insurance and surety bond premiums and deposit to the reserve fund) plus an additional \$2.6 million in available debt service funds were deposited in an irrevocable trust with an escrow agent to provide debt service and defeasance payments for the \$157.4 million of refunded bonds until such bonds were called.

| (in thousands) | | | | |
|-----------------------------------|--------------------|-----------------|---------------------|--|
| Second Series Revenue Bond Issue: | | | | |
| | Amount Refunded | Interest Rate | Redemption Price | |
| Issue 15A | \$ 13,075 | 4.500% - 5.500% | 102% | |
| Issue 16A | 33,540 | 5.000% | 101% | |
| Issue 18A | 33,510 | 5.000% | 101% | |
| Issue 33B | 57,100 | variable rate | 100% | |
| Issue 33H | 20,200 | variable rate | 100% | |
| Total | \$ 157,425 | | | |

The refunded bonds were redeemed on May 1, 2008 (Issues 15A, 16A and 18A), May 9, 2008 (33B and 33H) and June 6, 2008 (33E). Accordingly, the liability for the refunded bonds has been removed from the accompanying statements of net assets.

In May 2008, the Airport issued its Second Series Variable Rate Refunding Bonds Issue 36A/B in the amount of \$140.62 million to purchase and hold in trust for the benefit of the Airport certain Outstanding Issue 32A, 32B and 32C variable rate demand bonds. The Issue 36A/B Bonds were initially issued in a Weekly Mode, subject to conversion by the Airport to another mode. As of July 2, 2008, each series was in a weekly mode. The average interest rate on the Issue 36A and 36B Bonds through July 2, 2008 was 1.509% and 1.594%, respectively. The final maturity of both issues is May 1, 2026.

The net proceeds of \$141.03 million (after payment of \$1.07 million in underwriting fees, insurance, and costs of issuance), plus \$1.48 million in available debt service funds were deposited in a trust account with a trustee to provide debt service and purchase price payments for the Issues 32A/B/C bonds until such bonds were purchased upon mandatory tender.

| (in thousands) | | | | |
|-----------------------------------|--------------------|---------------|---------------------|--|
| Second Series Revenue Bond Issue: | | | | |
| | Amount Refunded | Interest Rate | Redemption Price | |
| Issue 32A | \$ 69,150 | auction rate | 100% | |
| Issue 32B | 35,200 | auction rate | 100% | |
| Issue 32C | 35,200 | auction rate | 100% | |
| Total | \$ 139,550 | | | |

The bonds were purchased on May 23, 2008 (Issue 32A and 32B) and June 13, 2008 (Issue 32C). The Airport will make payments of principal and interest on the Issue 32A/B/C Bonds held in the trust accounts until such time as the Airport directs the trustee to cancel such bonds or remarket them out of the trust. The Airport, as the beneficiary of the trust, receives back the payments of principal and interest that it makes on the Issue 32A/B/C Bonds. As such, the liability for the refunded bonds has been removed from the accompanying statements of net assets.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

In May 2008, the Airport issued its Second Series Variable Rate Refunding Bonds Issue 36C/D in the amount of \$68.83 million to refund certain Outstanding Issue 15A fixed rate bonds and 32D and 32E auction rate securities. The Issue 36C/D Bonds were initially issued in a Weekly Mode, subject to conversion by the Airport to another mode. As of July 2, 2008, each series was in a weekly mode. The average interest rate on the Issue 36C and 36D Bonds through July 2, 2008 was 1.651% and 1.521%, respectively. The final maturity of both issues is May 1, 2026.

The net proceeds of \$61.23 million (after payment of \$7.87 million in underwriting fees, insurance and surety bond premiums and deposits to the debt service reserve fund) plus \$0.18 million in available debt service funds were deposited in an irrevocable trust with an escrow agent to provide debt service and defeasance payments for the refunded bonds until such bonds were called.

| (in thousands) | | | | |
|-----------------------------------|--------------------|---------------|---------------------|--|
| Second Series Revenue Bond Issue: | | | | |
| | Amount Refunded | Interest Rate | Redemption Price | |
| Issue 15A | \$ 535 | 5.000% | 102% | |
| Issue 32D | 31,200 | auction rate | 100% | |
| Issue 32E | 23,150 | auction rate | 100% | |
| Total | \$ 60,885 | | | |

The refunded bonds were redeemed on May 1, 2008, May 9, 2008 and June 19, 2008 (Issue 15A), June 6, 2008 (32E) and June 20, 2008 (Issue 32D). Accordingly, the liability for the refunded bonds has been removed from the accompanying statements of net assets.

In May 2008, the Airport issued its Second Series Variable Rate Refunding Bonds Issue 37A/B in the amount of \$284.82 million to refund certain Outstanding Issue 33A, 33D, 33E, 33F, 33G variable rate demand bonds. The Issue 37A/B Bonds were initially issued in a Weekly Mode, subject to conversion by the Airport to another mode. As of July 2, 2008, each series was in a weekly mode. The average interest rate on the Issue 37A and 37B Bonds through July 2, 2008 was 1.729%. The final maturity of the 37A is May 1, 2019 and for 37B is May 1, 2029.

The net proceeds of \$279.74 million (after payment of \$29.96 million in underwriting fees, insurance and surety bond premiums and deposits to the debt service fund) plus \$24.88 million in available debt service funds were deposited in an irrevocable trust fund to provide debt service and defeasance payments for the refunded bonds until such bonds were called.

| (in thousands) | | | | |
|-----------------------------------|--------------------|---------------|---------------------|--|
| Second Series Revenue Bond Issue: | | | | |
| | Amount Refunded | Interest Rate | Redemption Price | |
| Issue 33A | \$ 64,000 | variable rate | 100% | |
| Issue 33D | 64,100 | variable rate | 100% | |
| Issue 33E | 57,000 | variable rate | 100% | |
| Issue 33F | 60,900 | variable rate | 100% | |
| Issue 33G | 31,000 | variable rate | 100% | |
| Total | \$ 277,000 | | | |

The refunded bonds were redeemed on June 6, 2008. Accordingly, the liability for the refunded bonds has been removed from the accompanying statements of net assets.

In May 2008, the Airport issued its Second Series Variable Rate Refunding Bonds Issue 37C/D in the amount of \$109.59 million to refund certain Outstanding Issue 15A, 15B and 16A fixed rate bonds. The Issue 37C/D Bonds were initially issued in a Weekly Mode, subject to conversion by the Airport to another mode. As of July 2, 2008, each series was in a weekly mode. The average interest rate on the Issue

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

37C and 37D Bonds through July 2, 2008 was 1.594% and 1.330% respectively. The final maturity of 37C is May 1, 2029 and for 37D is May 1, 2030.

The net proceeds of \$105.95 million (after payment of \$3.64 million in underwriting fees, insurance and surety bond premiums), were deposited in an irrevocable trust with an escrow agent to provide debt service and defeasance payments for the refunded bonds until such bonds were called.

| (in thousands) | | | |
|-----------------------------------|--------------------|-----------------|---------------------|
| | Amount Refunded | Interest Rate | Redemption Price |
| Second Series Revenue Bond Issue: | | | |
| Issue 15A | \$ 48,270 | 4.800% - 5.000% | 102% |
| Issue 15B | 13,360 | 4.250% - 5.000% | 102% |
| Issue 16A | 36,960 | 5.000% - 5.125% | 101% |
| Total | \$ 103,590 | | |

The refunded bonds were redeemed on May 1, 2008, May 9, 2008 and June 16, 2008 (Issues 15A and 16A), and May 1, 2008 and June 19, 2008 (Issue 15B). Accordingly, the liability for the refunded bonds has been removed from the accompanying statements of net assets.

Certain of the Second Series Revenue Bonds are subject to optional and mandatory redemption under certain conditions. All Second Series Revenue Bonds are secured by a pledge of, lien on, and security interest in the net revenues of the Airport.

Under the terms of the 1991 Master Bond Resolution, for a Series of Second Series Revenue Bonds to be secured by the common 1991 Reserve Fund, the Airport is required to deposit with the trustee an amount equal to the maximum debt service accruing in any year during the life of all Second Series Revenue Bonds secured by the common 1991 Reserve Fund or substitute a credit facility meeting those requirements. Alternatively, the Airport may establish a separate reserve account with a different reserve requirement to secure an individual series of bonds. While revenue bonds are outstanding, the Airport may not create liens on its property essential to operations, may not dispose of any property essential to maintaining revenues or operating the Airport, and must maintain specified insurance.

In December 2004, the Airport entered into seven forward-starting interest rate swaps (the 2004 swaps) in connection with the anticipated issuance of its Second Series Variable Rate Revenue Refunding Bonds, Issue 32A-E on February 10, 2005, and a portion of its Variable Rate Revenue Refunding Bonds, Issue 33 on February 15, 2006. On July 26, 2007, the Airport entered into four additional forward-starting interest rate swaps (the 2007 swaps), in connection with the anticipated issuance of its San Francisco International Airport Second Series Variable Rate Revenue Refunding Bonds, Issue 37B/C, on May 15, 2008, and its Variable Rate Revenue Refunding Bonds, Issue 35, on February 1, 2010. Pursuant to these interest rate swaps, the Airport receives a monthly variable rate payment from each counterparty equal to 63.5% of USD-LIBOR-BBA, plus 0.29%, for the 2004 swaps and 61.85% of USD-LIBOR-BBA, plus 0.34% for the 2007 swaps, times the notional amount of the swap, which is intended to approximate the variable interest rates on the underlying bonds hedged by the swaps. The Airport makes a monthly fixed rate payment to the counterparties as set forth below. The objective of the swaps is to achieve a synthetic fixed rate with respect to the hedged bonds. On May 20, 2008, the Airport completed refunding several issues of auction rate and variable rate obligations, including the issue 32 and issue 33 bonds. The swaps previously associated with the issue 32 and 33 bonds now hedge the related San Francisco International Airport Second Series Variable Rate Revenue Refunding Bonds, Issue 36 and 37A respectively.

For the fiscal year ended June 30, 2008, the Airport paid a total of \$14.67 million in fixed rate payments to the swap counterparties and received \$12.57 million in floating rate payments in return, resulting in total net swap payments of \$2.10 million to the counterparties. During the same period, the Airport made variable interest rate payments on the related bonds of \$17.18 million, resulting in the Airport paying

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

\$4.61 million more in interest on the related variable rate bonds than swap receipts from the counterparties. The effective synthetic fixed rate on the related bonds was 4.45% for the year ending June 30, 2008.

The four 2004 swaps now hedging the Issue 36 Bonds went into effect on February 10, 2005, the date of issuance of the refunded Issue 32 Bonds, and the first payments commenced on March 1, 2005. The three 2004 swaps now hedging the Issue 37A Bonds went into effect on February 15, 2006, the date of issuance of the refunded Issue 33 Bonds, and the first payments commenced on March 1, 2006. The two 2007 swaps hedging the Issue 37B/C Bonds went into effect on May 15, 2008, the date of issuance of Issue 37B/C Bonds, and the first payments commenced on June 2, 2008. The two 2007 swaps relating to the Issue 35 Bonds are expected to go into effect on February 1, 2010, the anticipated date of issuance of the Issue 35 Bonds, and the first payments will commence on March 1, 2010. All of the interest rate swaps are terminable at their market value at any time at the option of the Airport. The swaps with counterparty Bear Stearns have been acquired by JP Morgan as part of the JP Morgan/Bear Stearns merger in 2008. The Bear Stearns swaps terms and conditions on the swap remain the same under JP Morgan.

The swaps relating to the Issue 35 Bonds terminate by their terms on May 1, 2030, the anticipated final maturity date of the Issue 35 Bonds. The following is additional information regarding each swap and the counterparty as of June 30, 2008 (in thousands):

| Counterparty/guarantor | Initial notional amount | Counterparty credit ratings (S&P/Moody's) | Fixed rate payable by Airport | Fair value to Airport |
|-------------------------------|-------------------------|---|-------------------------------|-----------------------|
| Deira Bank PLC, New York | \$ 71,793 | A+/Aa3 | 3.925% | \$ (3,385) |
| Goldman Sachs Capital Markets | 143,947 | AA-/Aa3 | 3.925% | (6,766) |
| (Aggregate notional amount) | \$ 215,740 | | | \$ (10,153) |

The swaps hedging the Issue 36 Bonds terminate by their terms on May 1, 2026, the final maturity date for the Issue 36 Bonds. The following is additional information regarding each swap and the counterparty as of June 30, 2008 (in thousands):

| Counterparty/guarantor | Initial notional amount | Counterparty credit ratings (S&P/Moody's) | Fixed rate payable by Airport | Fair value to Airport |
|------------------------------------|-------------------------|---|-------------------------------|-----------------------|
| J.P. Morgan Chase Bank, N.A. | \$ 70,000 | AA-/Aaa | 3.444% | \$ (1,097) |
| Bear Stearns Capital Markets, Inc. | 30,000 | AA-/Baa1 | 3.444% | (470) |
| J.P. Morgan Chase Bank, N.A. | 69,930 | AA-/Aaa | 3.445% | (1,102) |
| Bear Stearns Capital Markets, Inc. | 29,970 | AA-/Baa1 | 3.445% | (472) |
| (Aggregate notional amount) | \$ 199,900 | | | \$ (3,141) |

The swaps hedging the Issue 37A Bonds terminate by their terms on May 1, 2019, the final maturity date for the Issue 37A Bonds. The following is additional information regarding each swap and counterparty as of June 30, 2008 (in thousands):

| Counterparty/guarantor | Initial notional amount | Counterparty credit ratings (S&P/Moody's) | Fixed rate payable by Airport | Fair value to Airport |
|--|-------------------------|---|-------------------------------|-----------------------|
| Lehman Brothers Special Financial Inc. | \$ 73,570 | A/A1 | 3.393% | \$ (1,341) |
| Bear Stearns Capital Markets, Inc. | 31,530 | AA-/Baa1 | 3.393% | (574) |
| Lehman Brothers Special Financial Inc. | 100,000 | A/A1 | 3.379% | (1,724) |
| (Aggregate notional amount) | \$ 205,100 | | | \$ (3,639) |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

The swaps hedging the Issue 37B/C Bonds terminate by their terms on May 1, 2029, the final maturity date of the Issue 37B/C Bonds. The following is additional information regarding each swap and the counterparty as of June 30, 2008 (in thousands):

| Counterparty/guarantor | Initial notional amount | Counterparty credit ratings (S&P/Moody's) | Fixed rate payable by Airport | Fair value to Airport |
|-----------------------------------|-------------------------|---|-------------------------------|-----------------------|
| Merrill Lynch Capital Services | \$ 79,684 | AA1 | 3.898% | \$ (5,432) |
| Bear Sterns Capital Markets, Inc. | \$ 89,856 | AA-/Baa1 | 3.898% | \$ (6,125) |
| (Aggregate notional amount) | \$ 169,540 | | | \$ (11,557) |

Risks Disclosure

The aggregate market 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 Airport will have to that counterparty. The Airport has limited counterparty credit risk by limiting its exposure to any counterparty. Under the terms of the swaps, counterparties are required to post collateral consisting of specified U.S. Treasury and Agency securities for the market 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. Although the Airport attempted to limit basis risk with respect to the interest rate swaps by choosing a variable rate index designed to closely approximate the variable rates payable on the related bonds, the chosen swap index and the actual variable rates on the related bonds diverged for a period of time during early 2008 due to the turmoil in the financial market. 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 Airport, the municipal swap insurer, or the counterparty. The Airport has secured municipal swap insurance for all its regular payments and some termination payments due under the interest rate swaps from the following insurers:

| Related Swap | Swap insurer | Insurer credit ratings S & P / Moody's |
|----------------|--------------|--|
| Issue 36 | FGIC | BB/B1 |
| Issue 36 | FSA | AAA/Aaa |
| Issue 37A | FSA | AAA/Aaa |
| Issue 37 B / C | FSA | AAA/Aaa |
| Issue 35 | FSA | AAA/Aaa |

Additional termination events under the swap documents with respect to the Airport include an insurer payment default under the applicable swap insurance policy, and certain insurer ratings downgrades or specified insurer non-payment defaults combined with a termination event or event of default on the part of the Airport or a ratings downgrade of the Airport below investment grade.

Additional termination events under the swap documents in respect of a counterparty include a ratings downgrade below investment grade followed by a failure of the counterparty to assign its rights and obligations under the swap documents to another entity acceptable to the applicable insurer within 15 business days.

Component Unit Debt – San Francisco Redevelopment Agency

The current year debt activities of the Redevelopment Agency are discussed in note 12.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

(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, and San Francisco Trial Court employees other than judges. 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), agent or cost-sharing multiple-employer, public employee pension plans which cover certain employees in public safety functions, the Port, the Airport, the San Francisco County Transportation Authority 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, 2008 was approximately \$2.16 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 and County Employees' Retirement System, 30 Van Ness Avenue, Suite 3000, San Francisco, CA 94102 or by calling (415) 487-7020.

Membership - Membership of the Retirement System at July 1, 2007 the date of the latest actuarial valuation is:

| | Police | Fire | Others | Total |
|--|--------|-------|--------|--------|
| Retirees and beneficiaries currently receiving benefits..... | 2,114 | 1,962 | 17,040 | 21,116 |
| Active members: | | | | |
| Vested..... | 1,881 | 1,318 | 19,786 | 22,985 |
| Nonvested..... | 210 | 173 | 6,822 | 7,205 |
| Subtotal..... | 2,091 | 1,491 | 26,608 | 30,190 |
| Total..... | 4,205 | 3,453 | 43,648 | 51,306 |

As of July 1, 2007 there were 3,099 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 2007-2008 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, 2006 actuarial report, the required employer contribution for fiscal year 2007-2008 was 5.91%. 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, 2008, most employee groups agreed through collective bargaining for employees to contribute the full amount of the employee contributions on a pretax basis.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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, 2006. The actuarial method used was the entry age normal cost method. The significant actuarial assumptions include: (1) annual rate of return on investments of 8.0%; (2) inflation element in wage increases of 3.5%; and (3) salary merit increases of 4.5%. The actuarial value of Retirement System assets was determined using techniques that smooth the effects of short-term volatility in the market value of investments. 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 an open 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 |
|------------------------------|--|--|---------------------------------------|
| 6/30/2006 | \$ 126,533 | 100% | \$ - |
| 6/30/2007 | 132,601 | 100% | - |
| 6/30/2008 | 134,060 | 100% | - |

Funded Status and Funding Progress - As of July 1, 2007, the most recent actuarial valuation date, the actuarial value of assets was \$14.9 billion; the actuarial accrued liability was \$13.5 billion; the total unfunded actuarial accrued liability was \$1.4 billion; the actuarial value of assets as a percentage of the actuarial accrued liability (funded ratio) was 110.3%; the annual covered payroll was \$2.4 billion; and the ratio of the unfunded actuarial liability to annual covered payroll was 58.4%. The actuarial assumptions used were the same as described in the Annual Pension Cost section above. The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, presents multiyear trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

California Public Employees' Retirement System

Various City public safety, Port, and all Redevelopment Agency and San Francisco County Transportation Authority employees are eligible to participate in PERS. Disclosures for the San Francisco County Transportation Authority and 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 for safety members and a cost-sharing multiple-employer plan for miscellaneous members. Effective with the PERS June 30, 2003 actuarial valuation, PERS mandated that the City's miscellaneous members plan be included in a cost-sharing multiple-employer plan consisting of various government entities with plan memberships of less than 199 active members. 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.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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 2007-2008 contribution rate is 0% of annual covered payroll. 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 2007-2008 was equal to the City's required and actual contributions which was determined as part of the June 30, 2005 actuarial valuation using the entry age actuarial cost method.

Three-year payment trend information is as follows (amounts in thousands):

| Fiscal Year Ended | Annual Pension Cost (APC) | Percentage of APC Contributed | Net Pension Obligation |
|------------------------------|--|--|---------------------------------------|
| 6/30/2006 | \$ - | N/A | \$ - |
| 6/30/2007 | - | N/A | - |
| 6/30/2008 | - | 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 18.065% because the City is funded at 98.9%. The contribution requirements of plan members and the City are established and may be amended by PERS.

Annual Pension Cost - Safety Plan - The cost for PERS for fiscal year 2007-2008 was equal to the City's required and actual contributions which was determined as part of the June 30, 2005 actuarial valuation using the entry age actuarial cost method. The assumptions included in the June 30, 2005 actuarial valuation were: (a) 7.75% investment rate of return (net of administrative expenses), (b) 3.25% to 13.15% projected annual salary increases that vary by age, service and type of employment, and (c) 3.25% per year cost-of-living adjustments. The cost-of-living adjustment includes an inflation component of 3.00%. 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 6% 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 |
|------------------------------|--|--|---------------------------------------|
| 6/30/2006 | \$ 6,736 | 100% | \$ - |
| 6/30/2007 | 15,977 | 100% | - |
| 6/30/2008 | 15,982 | 100% | - |

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

Funded Status and Funding Progress – As of June 30, 2007, the most recent actuarial valuation date, the actuarial value of assets was \$622.9 million; the actuarial accrued liability was \$627.7 million; the total unfunded actuarial accrued liability was \$4.8 million; the actuarial value of assets as a percentage of the actuarial accrued liability (funded ratio) was 99.2%; the annual covered payroll was \$85.5 million; and the ratio of the unfunded actuarial liability to annual covered payroll was 5.6%. The actuarial assumptions used were the same as described in the Annual Pension Cost – Safety Plan section above. The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

(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, San Francisco Unified School District and the San Francisco Superior Court, amounted to approximately \$485.9 million in fiscal year 2007-2008. 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 \$142.6 million to provide postemployment health care benefits for 22,135 retired participants, of which \$114.6 million related to the City employees. The City's liability for both current employee and postemployment health care benefits is enumerated below. 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.

(d) Postemployment Health Care Benefits

City (excluding the San Francisco County Transportation Authority and the San Francisco Redevelopment Agency)

Plan Description – The City provides health care benefits to employees, retired employees, and surviving spouses, through the City's Health Service System outlined above. Health care benefits are provided to members of the Health Service System through four plan choices: City Health Plan, PacificCare Plan, Kaiser, and Blue Shield.

Funding Policy – The contribution requirements of plan members and the City are based on a pay-as-you-go basis. For fiscal year ended June 30, 2008, the City paid approximately \$114.6 million on behalf of its retirees.

Annual OPEB Cost and Net OPEB Obligation – The City's annual other postemployment benefits (OPEB) expense is calculated based on the annual required contribution (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover the normal cost of each year and any unfunded actuarial liabilities (or funding excess) amortized over thirty years.

107

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

The following table shows the components of the City's annual OPEB cost for the year, the amount contributed to the plan, and changes in the City's net OPEB obligation (dollar amount in thousands):

| | |
|---|------------|
| Annual required contribution | \$ 409,080 |
| Interest on Net OPEB Obligation | - |
| Adjustment to ARC | - |
| Annual OPEB cost (expense) | 409,080 |
| Contribution made | (114,640) |
| Increase in net OPEB obligation | 294,440 |
| Net OPEB obligation - beginning of year | - |
| Net OPEB obligation - end of year | \$ 294,440 |

The City's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for the current year are as follows (dollar amount in thousands):

| Fiscal Year Ended | Annual OPEB Cost | Percentage of Annual OPEB Cost Contributed | Net OPEB Obligation |
|-------------------|------------------|--|---------------------|
| 6/30/2008 | \$ 409,080 | 28.0% | \$ 294,440 |

Funded Status and Funding Progress – The unfunded actuarial accrued liability is being amortized as a level percentage of expected payroll over a thirty year period, beginning July 1, 2007. As of July 1, 2006, the most recent actuarial valuation date, the funded status of the Retiree Health Care Benefits was 0%. The actuarial accrued liability for benefits was \$4 billion, and the actuarial value of assets was \$0. The resulting in an unfunded actuarial accrued liability (UAAAL) of \$4 billion. The covered payroll (annual payroll of active employees covered by the plan) was \$2.1 billion and the ratio of the UAAAL to the covered payroll was 195.3%.

Actuarial Methods and Assumptions – Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contribution of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the actuarial valuation as of July 1, 2006, the entry age normal cost method was used. Under this method, the actuarial present value of the projected benefits of each individual included in the valuation is allocated as a level percent of expected salary for each year of employment between entry age (age at hire) and assumed exit (maximum retirement age). The actuarial assumptions included a 4.5% investment rate of return on investment; an annual blended healthcare cost rate of 9% in the fiscal year ended June 30, 2007, reduced by 0.5% each year to an ultimate rate of 5% in the tenth year and beyond; annual vision cost trend rate of 3%; annual administrative cost trend rate of 4.5%; and a 4.5% annual increase in projected payroll.

108

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

San Francisco County Transportation Authority

The San Francisco County Transportation Authority (the Authority) maintains a separate OPEB plan and reported a net OPEB obligation of \$0 as of June 30, 2008. The Authority's most recent actuarial valuation was performed as of January 1, 2008, covering the fiscal year ended June 30, 2008. The Authority's OPEB plan was for retiree healthcare benefits and was 0% funded and the unfunded actuarial accrued liability was \$0.2 million. Details of the Authority's OPEB plan may be found in its financial statements for the fiscal year ended June 30, 2008. Financial Statements for the Authority can be obtained from their finance and administrative offices at 100 Van Ness Avenue, 26th Floor, San Francisco, CA 94102.

San Francisco Redevelopment Agency

The San Francisco Redevelopment Agency (the Agency) maintains a separate OPEB plan and reported a net OPEB obligation of \$0.5 million as of June 30, 2008. The Agency's most recent actuarial valuation was performed as of June 30, 2007, covering the fiscal year ended June 30, 2008. The Agency's OPEB plan was for retiree healthcare benefits and was 0% funded and the unfunded actuarial accrued liability was \$13.8 million. Details of the Agency's OPEB plan may be found in its financial statements for the fiscal year ended June 30, 2008. Financial Statements for the Agency can be obtained from their finance and administrative offices at 1 South Van Ness Avenue, 5th Floor, San Francisco, CA 94102.

Proposition B – A City Charter Amendment Changing Qualifications for Retiree Health and Pension Benefits and Establishing a Retiree Health Care Trust Fund

Proposition B was passed by voters on June 3, 2008, and increased the years of service required to qualify for employer-funded retiree health benefits for City employees and certain employees of the San Francisco Unified School District, San Francisco Community College District, and the San Francisco Superior Court who retire under the San Francisco Employees Retirement System and were hired on or after January 10, 2009. Employees hired before January 10, 2009, became eligible to participate in the retirement health care system after 5 years of service and the Employer paid 100% of the contribution. Now it states that between 5-10 years of service, there is no employer contribution, at 10-15 years there is a 50% contribution, between 15-20 years there is 75% contribution and only after 20 years of service will the employer pay 100% of the contribution.

Proposition B also stated that a separate Retiree Health Care Trust Fund would be created to pay for the City's future costs related to retiree health care. This trust fund will be funded by employer and employee contributions for employees hired on or after January 10, 2009. These new employees would contribute up to 2% of their pre-tax pay and employers would contribute 1%. The San Francisco Community College District and San Francisco Unified School District have the option to participate in and contribute to this Trust Fund if approved by their governing boards. As of June 30, 2008, the Retiree Health Care Trust Fund had not been created. The City will establish it during the year ending June 30, 2009.

The trust fund will be administered by a Retiree Health Care Board of Administration governed by five trustees, one selected by the City Controller, one by the City Treasurer, one by the Executive Director of the San Francisco Employees Retirement System, and two elected by the active and retired members of the City's Health Service System. Elections are expected to take place during Spring 2009.

(10) SAN FRANCISCO COUNTY TRANSPORTATION AUTHORITY

The San Francisco County Transportation Authority (the Authority) was established in November 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 administer the voter-approved county-wide transactions and use tax of one-half of one percent to fund essential transportation projects, as set forth in the San Francisco County Transportation Expenditure Plan. The Authority's Expenditure Plan defines 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 November 1990, the Authority was designated under state laws as the Congestion Management Agency for San Francisco, and in that capacity prioritizes State and Federal transportation funds for San

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

Francisco while working with the Metropolitan Transportation Commission. Responsibilities also include preparing a county-wide transportation plan to guide the City's future transportation investments, monitoring traffic congestion levels, measuring transportation performance, and developing a travel demand forecasting model.

In June 2002, 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 (TFCA), 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.

In November 2003, the City voters approved Proposition K by a 74.7% affirmative vote, amending the City Business and Tax Code to continue the existing county-wide one-half of one percent 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 Traffic Safety (including street resurfacing and bicycle and pedestrian improvements); Paratransit services for seniors and persons with disabilities; and Transportation System Management/Strategic Initiatives to fund neighborhood parking management, land use coordination, and beautification efforts. 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 Replacement Project). The Authority may modify the Expenditure Plan with voter approval, and the county-wide one-half of one percent 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 \$1.88 billion in bonds, to be repaid from the one-half of one percent sales tax.

The Authority and California Department of Transportation (Caltrans) are working in partnership to implement the Doyle Drive Replacement Project. In April 1988, the Authority and Caltrans signed a Memorandum of Understanding designating the Authority as the lead agency for the environmental study. The Doyle Drive Draft Environmental Impact Statement/Report (DEIS/R) was completed and circulated for public comment in December 2005. On September 1, 2006, Caltrans gave the Authority an authorization to proceed with preliminary engineering for the Doyle Drive Replacement Project. On September 26, 2006, through Resolution 07-17, the Authority selected Alternative 5 (Presidio Parkway) with specified design options, as the Preferred Alternative to be identified in the Final Environmental Impact Statement/Report for the Doyle Drive Replacement Project. A Final Environmental Impact Statement/Report is expected to be circulated in late Fall of 2008. A federal Record of Decision and State Notice of Determination are expected by Winter 2008/09.

(11) DETAILED INFORMATION FOR ENTERPRISE FUNDS

(a) San Francisco International Airport

San Francisco International Airport (Airport), 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 the San Francisco Bay. According to final data for calendar year 2007 from the Airports Council International (ACI), the Airport is one of the largest airports in the United States both in terms of passengers (13th) and air cargo (13th). The Airport 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 the Airport creates a convenient connection between the Airport 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 the Airport is enhanced by the AirTrain system, a shuttle train that connects airport terminals. The AirTrain system provides transit

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

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 Airport has developed a revised five-year Capital Plan that better fits the ongoing changes in the aviation industry. The revised Capital Plan was approved in May 2008 and included airfield and groundside improvements, utility infrastructure upgrades, terminal upgrades, health, safety and security enhancements, and cost savings and revenue generating enhancements.

In addition to the long-term obligations discussed in Note 8, there was \$105.8 million of Special Facilities Lease Revenue Bonds outstanding at June 30, 2008, which financed improvements to the Airport's aviation fuel storage and delivery system that is leased to SFO Fuel Company LLC (SFO Fuel). SFO Fuel is required to pay facilities rent to the Airport 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 the Airport. The Airport assigned its right to receive the facilities rent to the bond trustee to pay and secure the payment of the bonds. Neither the Airport 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 the Airport'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 the Airport'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 January 2004, the FAA approved the Airport's amendment to delete PFC#1 as a result of the suspension of the runway reconfiguration project; receipts from PFC#1 were applied to PFC#2. In October 2005, the FAA approved an amendment to PFC #2 charge expiration date to October 6, 2005 due to full collection of the authorized amount. In September 2006, the FAA notified the Airport that the charge expiration date of PFC #2 will be recorded as of November 1, 2005.

In November 2003, the FAA approved the Airport'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 collection period was revised to commence January 1, 2006 with a charge expiration date of January 1, 2016. In October 2005, the collection period for PFC #3 was revised to commence October 6, 2005. Subsequently in July 2006, the FAA approved an amendment to PFC #3 increasing the authorized amount by \$70 million for a revised application of \$609 million. In September 2006, the FAA notified the Airport that the revised date for the start of collections for PFC #3 is recorded as of November 1, 2005 with a revised estimated charge expiration date of January 1, 2017.

For the year ended June 30, 2008, the Airport reported approximately \$69.5 million of PFC revenue, which is included in other nonoperating revenues in the accompanying basic financial statements. The Airport designated \$54.4 million of PFC revenues as "Revenues" under the 1991 Master Bond Resolution for the purpose of paying debt service in fiscal year 2007-2008.

Purchase commitments for construction, material and services as of June 30, 2008 are as follows (in thousands):

| | |
|-------------------|------------------|
| Construction..... | \$ 30,108 |
| Operating..... | 11,333 |
| Total | <u>\$ 41,441</u> |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Due to the Airport'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.

The Airport has entered into a Memorandum of Understanding and supplemental funding agreement with various surrounding communities to insulate residential and nonresidential structures such as schools, churches, and hospitals. This program was funded by bond proceeds, by federal grant reimbursements to the local communities, and by operating and other internally generated funds. In fiscal year 2008, this program was finalized and the Airport received a reimbursement of \$385,000 from the County of San Mateo. In addition, the Airport made a final disbursement of \$214,000 to close the last phase for the City of San Bruno. As of June 30, 2008, approximately \$121.1 million has been disbursed under this program.

Pursuant to the Lease and Use Agreement between the Airport and most of the airlines operating at the Airport, the Airport makes an annual service payment to the City's General Fund equal to 15% of concession revenue, but not less than \$5 million per fiscal year, in order to compensate the City for all indirect services provided to the Airport. The annual service payment for the year ended June 30, 2008 was \$25.9 million. In addition, the Airport compensates the City's General Fund for the cost of certain direct services provided by the City to the Airport, including those provided by the Police Department, the Fire Department, the City Attorney, the City Treasurer, the City Controller, the City Purchasing Agent and other City departments. The cost of direct services paid for by the Airport for the year ended June 30, 2008 was \$92.7 million.

In addition to the Lease and Use Agreements with the airlines, the Airport leases facilities to other businesses to operate concessions at the Airport. During the year ended June 30, 2008, revenues realized from the following the Airport tenants exceeded five percent of the Airport's total operating revenues:

| | |
|------------------------|-------|
| United Airlines..... | 22.7% |
| New South Parking..... | 6.3% |

(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). In February 1969, the Port was transferred in trust to the City under the terms and conditions of State legislation ("Burton Act") ratified by the electorate of the City. Prior to 1969, the Port was owned and operated by the State of California. 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.

The Port's revenues, derived primarily from property rentals to commercial and industrial enterprises and from maritime operations which include cargo, ship repair, fishing, harbor services, cruise and other maritime activities, are held in a separate enterprise fund and appropriated for expenditure pursuant to the budget and fiscal provisions of the City Charter, consistent with trust requirements. Under public trust doctrine, the Burton Act, and the transfer agreement between the City and the State, Port revenues may be spent only for uses and purposes of the public trust.

The Port is presently planning various development projects that involve a commitment to expend significant funds. 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, 2008, \$16.7 million has been appropriated and \$1.6 million has been expended for projects under the agreement. The \$16.7 million appropriated includes \$9.0 million received in 2004 from the sale of a portion of Seawall Lot 330 to a developer. Residual receipts totaling \$0.2 million were received during the fiscal year ended June 30, 2008 and recorded as a special item.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

As of June 30, 2008, the Port had purchase commitments for construction-related services, materials and supplies, and other services were \$5.4 million for capital projects and \$2.4 million for general operations.

In November 2002, a maritime vessel known as Drydock #1 broke free from its moorings at Pier 70 and went adrift in very high winds, finally running aground on Yerba Buena Island. The recovered drydock is currently moored at a safer harbor location. The Port continues to evaluate options for the final disposition of this surplus vessel. Engineering consultants have assessed requirements for hazardous materials abatement, including potential remediation of lead-based paints, heavy-metal contaminated sediments, and asbestos. The consulting engineers also performed a preliminary structural assessment and condition survey to assess the viability of towing the vessel from its present location to a location for ultimate disposal. Based on its poor condition, the drydock is most likely only salvageable for scrap metal. Based on the information from various consultants and internal engineering estimates, \$2.8 million was accrued in 2008 for the drydock's final disposition, including the remediation of identified hazardous materials.

Port lands are subject to environmental risk elements typical of sites with a mix of light industrial activities dominated by transportation, transportation-related and warehousing activities. Due to the historical placement of fill of varying quality, and widespread use of aboveground and underground tanks and pipelines containing and transporting fuel, elevated levels of petroleum hydrocarbons and lead are commonly found on Port properties. Consequently, any significant construction, excavation or other activity that disturbs soil or fill material may encounter hazardous materials and/or generate hazardous waste.

There is abandoned construction debris at two industrial sites in the Southern Waterfront, hindering re-leasing and use of the affected premises. A concrete batch plant ceased operations at a site north of Pier 80, abandoning approximately 17,000 cubic yards of concrete debris. The other site at Pier 94 contains approximately 100,000 tons of material, consisting primarily of concrete and asphalt debris, left behind by a bankrupt recycling operation. The Port has assessed various options for processing and removal of the construction debris. Estimated costs totaling \$1.0 million for certain processing and removing have been accrued as of June 30, 2008.

The Port has been conducting a public planning process to produce a preferred master plan for an underutilized 65-acre area commonly known as "Pier 70". A long history of heavy industrial use has turned this area into a "brownfield" – an underutilized property area where reuse is hindered by actual or suspected contamination. Environmental conditions likely exist that require investigation and remediation prior to any rehabilitation or development for adaptive reuse. The lack of adequate information about environmental conditions has hindered previous development proposals for Pier 70. With assistance from a federal grant, the Port intends to proceed in fiscal 2008-2009 with a brownfields site investigation throughout the Pier 70 area and to complete a risk assessment and feasibility study. It is anticipated that the grant will also fund the removal or abatement of certain identified hazardous building materials (i.e. asbestos, lead-based paint). The amount of hazardous building materials abatement that can be accomplished will depend on the amount of funds available.

(c) San Francisco Water Enterprise

The San Francisco Water Enterprise (Water Enterprise) was established in 1930. The Water Enterprise, 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 Enterprise delivers water, approximately 90,566 million gallons annually, to a total population of approximately 2.5 million people who reside primarily in four Bay Area counties (San Francisco, San Mateo, Santa Clara and Alameda).

The San Francisco Public Utilities Commission (the Commission), established in 1932, provides the operational oversight for the Water Enterprise, Hetch Hetchy Enterprise, and the San Francisco Wastewater Enterprise (Wastewater Enterprise). The Commission consists of five members appointed by

113

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

the Mayor who are responsible for determining such matters as the rates and charges for services, approval of contracts, and organizational policy.

The Water Enterprise purchases water from Hetch Hetchy Enterprise. This amount, totaling approximately \$21 million, is included in the charges for services provided by other departments in the accompanying financial statements.

During fiscal year 2007-2008, water sales to suburban resale customers were \$115.9 million. As of June 30, 2008, the suburban resale customers owed the Water Enterprise approximately \$13.9 million under the Water Rate Agreement.

As of June 30, 2008, the Water Enterprise had outstanding commitments with third parties of \$135 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 Enterprise to develop a remedial action plan (Plan) that addresses environmental contamination at certain real property owned by the Water Enterprise. 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. As of June 30, 2008, the outstanding estimated liability is \$2.7 million.

(d) Hetch Hetchy Water and Power Enterprise

Hetch Hetchy Water and Power Enterprise (Hetch Hetchy Enterprise) 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 Enterprise 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 half of the electricity is used by the City's municipal customers (e.g., the San Francisco Municipal Railway, the Recreation and Parks Department, the Port of San Francisco, San Francisco General Hospital, street lighting, Moscone Center, and the San Francisco Public Utilities Commission Water and Wastewater enterprises). Also a result of the 1913 Raker Act, energy produced above the City's Municipal Load is sold first to Modesto and Turlock Irrigation Districts (the Districts) to cover their pumping municipal load needs and any remaining energy either sold to other Municipalities and/or Government Agencies (not for resale) or deposited into an account under the City's agreement with PG&E.

Hetch Hetchy Enterprise 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 Enterprise 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 market conditions, state and federal power matters before the California Public Utilities Commission (CPUC), the California Independent System Operator (CAISO) and the Federal Energy Regulatory Commission (FERC). Therefore, Hetch Hetchy Enterprise serves as the City's representative at CPUC, CAISO and FERC forums and continues to monitor regulatory proceedings.

Charges for services for the year ended June 30, 2008 include \$60.8 million in sales of power by Hetch Hetchy Enterprise to other City Departments. Income from Hetch Hetchy Enterprise is available for certain operations of the City.

As of June 30, 2008, Hetch Hetchy Enterprise had outstanding commitments with third parties of \$20.3 million for various capital projects and other purchase agreements for materials and services.

114

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

Hetch Hetchy Enterprise facilitates all electric and gas service connections between Pacific Gas and Electric Company (PG&E) and City Departments. In this capacity, Hetch Hetchy Enterprise facilitates and coordinates the terms and payment for the service connections that are performed by PG&E. As of June 30, 2008, there were no outstanding amounts from City departments related to this work. However, Hetch Hetchy Enterprise may receive money from PG&E after project completion, which is then refunded back to City Departments.

Hetch Hetchy Enterprise 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.

Effective September 2007, the City renegotiated the Interconnection Agreement (agreement) with PG&E to provide transmission and distribution services on PG&E's system where needed to deliver the Enterprise's power to its customers. In addition, the PG&E agreement provides supplemental power and energy banking and other support services to Hetch Hetchy Enterprise. The PG&E agreement provides audit rights to allow PG&E to review past billings paid by Hetch Hetchy Enterprise and to retroactively (up to two years) adjust these payments as determined necessary. During fiscal year 2007-2008, Hetch Hetchy Enterprise purchased \$13.6 million of transmission, distribution services, 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 \$4.4 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 Enterprise entered into a long-term power sales agreement (the Agreement) with the Districts. In June 2003, Hetch Hetchy Enterprise 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 December 31, 2007. The agreement with MID was renegotiated and became effective January 1, 2008 which removed Hetch Hetchy Enterprise's obligation to provide firm power and eliminated MID's rights to excess energy from the Project. This agreement expires June 30, 2015. In April 2006, Hetch Hetchy Enterprise amended the terms of the agreement with Turlock Irrigation District (TID). The settlement agreement between Hetch Hetchy Enterprise and TID restates and amends the power sales agreement and terminates Hetch Hetchy Enterprise's obligation to provide firm power at below market costs to TID to the end of the agreements term on June 30, 2015. The Hetch Hetchy Enterprise will continue to comply with the Raker Act by making Hetch Hetchy water system generated hydropower available at cost to MID and TID for its agricultural pumping and municipal loads as energy is available. For fiscal year 2007-2008, energy sales to the Districts totaled 386,568 MWhrs or \$9.9 million.

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 (i) four gas turbine generator sets valued at approximately \$33 million for use at two power plants, one within the City and one at the San Francisco International Airport, (ii) future funding from a State administered fund (the Fund) to assist with the costs of siting 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

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

Financing Authority (the Financing Authority), and the California Department of Water Resources, outlining the terms of execution of the settlement agreement.

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.

During the fiscal year 2007-2008, the City selected a design-build contractor, negotiated the contract terms and conditions and was actively working with General Electric (GE) to get the turbines upgraded and shipped. GE was also being considered for the operations maintenance contract.

The California Department of Water Resources, Hetch Hetchy Enterprise and the Developers are proceeding to secure all agreements by the end of this year. The preliminary objective was to have the Power Plant constructed and operating by the end of 2009.

In conjunction with the execution of the settlement agreement, the Attorney General has received the first \$10.8 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 \$17.9 million. As of June 30, 2008, the City has requested and received a total of \$14.1 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 and limited to reimbursement schedule. As such, the corresponding revenue will be recognized as eligible costs are incurred. Hetch Hetchy Enterprise has recognized \$4.9 million of revenue from the Fund as of June 30, 2008.

At the end of fiscal year 2007-2008, the San Francisco Public Utilities Commission made a decision to terminate the project, withdrawing project approval, and recommending sale of the combustion turbine generator sets.

On July 22, 2008, the San Francisco Public Utilities Commission rescinded project approval and recommended to the Mayor and the Board of Supervisors to cease development of the two power plants, in-City and at the San Francisco International Airport, and take any necessary steps to initiate the sales of the projects in accordance with the Implementation Agreement. Consequently, the project was written down by \$41.2 million to its net realizable values of approximately \$10 million as of June 30, 2008. The write down was recorded as a special item.

The City is investigating other reliability alternatives including retrofitting the Mirant-owned Potrero Power Plant to natural gas, and pursuing transmission from Newark to San Francisco. The City's license with the California Energy Commission to build and operate the City power plant is valid through October 2011 if no other solution to the power reliability issue can be found. If the City determines that its still has the need for in-City generation later, it will require new authorization from the Commission. The State of California has been fully appraised of the current status.

Hetch Hetchy Enterprise is exposed to risks that could negatively impact its ability to generate net revenues to fund operating and capital investment activities. Hydroelectric generation facilities in the Sierra Nevada are the primary source of electricity for Hetch Hetchy Enterprise. For this reason, the financial results of Hetch Hetchy Enterprise are sensitive to variability in watershed hydrology and market prices.

(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

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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 eliminations for \$0.3 million deferred charge and deferred credit, and revenues and expenses of \$21.9 million and transfers of \$142.4 million.

| | MUNI | DPT | Parking Garages | Eliminations | Total |
|--|---------------------|-----------------|--------------------|--------------|---------------------|
| Assets | | | | | |
| Current assets | \$ 251,518 | \$ 42,602 | \$ 3,940 | \$ - | \$ 298,060 |
| Noncurrent assets | 1,928,621 | 26,050 | 102,041 | (274) | 2,056,438 |
| Total assets | 2,180,139 | 68,652 | 105,981 | (274) | 2,354,498 |
| Liabilities | | | | | |
| Current liabilities | 152,244 | 21,453 | 29,816 | (274) | 203,239 |
| Current liabilities payable from restricted assets | 1,497 | - | - | - | 1,497 |
| Noncurrent liabilities | 170,078 | 45,984 | 30,343 | - | 246,405 |
| Total liabilities | 323,819 | 67,437 | 60,159 | (274) | 451,141 |
| Net assets | | | | | |
| Invested in capital assets, net of related debt | 1,900,644 | (4,053) | 35,749 | - | 1,932,340 |
| Restricted net assets | 26,480 | 1,539 | 31,780 | - | 59,799 |
| Unrestricted net assets (deficit) | (70,904) | 3,729 | (21,707) | - | (88,782) |
| Total net assets (deficit) | \$ 1,856,320 | \$ 1,215 | \$ 45,822 | \$ - | \$ 1,903,357 |

| | MUNI | DPT | Parking Garages | Eliminations | Total |
|--|---------------------|-----------------|--------------------|--------------|---------------------|
| Operating revenues | | | | | |
| Operating revenues | \$ 165,055 | \$ 66,599 | \$ 45,653 | \$ (21,966) | \$ 257,341 |
| Operating expenses | 703,501 | 100,570 | 45,078 | (21,966) | 871,183 |
| Net operating income (loss) | (538,446) | (31,971) | 575 | - | (569,842) |
| Nonoperating income (loss) | 111,977 | 124,527 | (850) | - | 235,654 |
| Capital contributions | 107,509 | - | - | - | 107,509 |
| Transfers in | 337,461 | 53,726 | - | (142,364) | 248,823 |
| Transfers out | (4,171) | (150,272) | - | 142,364 | (12,079) |
| Change in net assets | 14,330 | (3,900) | (275) | - | 10,065 |
| Net assets (deficit) at beginning of year | 1,841,990 | 5,205 | 46,097 | - | 1,893,292 |
| Net assets (deficit) at end of year | \$ 1,856,320 | \$ 1,215 | \$ 45,822 | \$ - | \$ 1,903,357 |

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 \$204 million (\$155 million for MUNI and \$49 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, 2008, MUNI had approved capital grants with unused balances amounting to \$365 million. Capital grants receivable as of June 30, 2008 totaled \$24.7 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, 2008, MUNI had various operating grants receivable of \$10.9 million.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

These capital grants and operating assistance include funds from the San Francisco County Transportation Authority (SFCTA). During the year ended June 30, 2008, the SFCTA approved \$28.2 million in new capital grants and \$13.7 million in new operating grants for MUNI. During the same period, MUNI received total payments of \$48.6 million for capital grants and \$15.6 million in operating grants from the Authority. As of June 30, 2008, MUNI had \$1 million due from the SFCTA for capital grants and \$0.4 million due from the SFCTA for operating grants reported in due from other funds.

Proposition 1B is a ten-year \$20 billion transportation infrastructure bond that was approved by voters in November 2006. The bond measure was composed of several funding programs including the Public Transportation Modernization, Improvement and Service Enhancement Account program (PTMISEA) that is funding solely for public transit projects. MUNI received \$50 million in FY2008 for eight different projects. Proposition 1B funds do not require matching funds. These funds must be obligated within three years. The eligibility requirements for the PTMISEA program include rehabilitation of infrastructure, procurement of equipment and rolling stock, and investment in expansion projects. The State Office of Homeland Security also approved funding for MUNI transit security projects in the amount of \$7 million under Prop 1B. The grant award letter is dated April 22, 2008 but the cash advance of \$7 million was received in August 2008.

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 \$46.7 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 \$16.3 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 \$2.3 million.

Leveraged Lease-Leaseback of BREDAs Vehicles

Tranches 1 and 2

The Municipal Transportation Agency board of directors authorized the Director of Transportation to solicit proposals regarding a leveraged lease-back transaction involving up to 150 BREDAs 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-back transaction involving the Breda light rail vehicles, without impairing the day-to-day operations of the transit system.

In April 2002 and in September 2003, following the approval of the Federal Transit Administration Transportation Agency and the City and County's board of supervisors, MUNI entered into the leveraged lease-back transactions for over 118 and 21, respectively, Breda light rail vehicles (the Tranche 1 and Tranche 2 Equipment). Each transaction, also referred to as "sale in lease out" or "SLO", was structured as a head lease of the Equipment to separate special purpose trusts and a sublease of the Equipment back from such trusts. Each sublease provides MUNI with an option to purchase the Tranche 1 and Tranche 2 Equipment in approximately 26 and 27 years, respectively, following the scheduled expiration dates of the subleases. During the terms of the subleases, MUNI maintains custody of the Tranche 1 and Tranche 2 Equipment and is obligated to insure and maintain the Tranche 1 and Tranche 2 Equipment throughout the life of each sublease.

MUNI received an aggregate of \$388.2 million and \$72.6 million, respectively in 2002 and 2003, from the head lessors in full prepayment of the head lease. MUNI deposited a portion of these head lease payments into an escrow and paid a portion to a debt payment undertaker whose repayment obligations

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

are guaranteed by Financial Security Assurance (FSA), an "AAA/Aa3" rated bond insurance company. The terms of the SILO documents require the City to replace FSA as guarantor of debt payment undertaker if its ratings are downgraded below BBB+/Baa1. FSA is currently rated AAA/Aa3 – which is rated above the applicable ratings trigger of FSA in its role as debt payment undertaker guarantor. In addition, FSA provided a surety policy with respect to each leveraged lease transaction to guarantee potential payments in the event such transaction is terminated in whole or in part prior to the sublease expiration date. The terms of the SILO documents require the City to replace FSA as surety provider if its ratings are downgraded below "AA-/Aa3." Although S&P has placed FSA on "credit watch with negative implications," and Moody's indicated that FSA's outlook is "developing," it is not known whether or to what level downgrades, if any, may occur. Failure of the City to replace FSA following a downgrade within a specified period of time could allow the equity investors, in effect, to issue a default notice to the City. Because replacement of FSA in either of its roles as a debt payment undertaker guarantor or surety will either be difficult or very expensive in the current economic climate, the City could be liable to pay a termination cost as provided in certain schedules of the transaction documents. These termination costs are in the nature of liquidated damages as a result of early termination. The scheduled net termination costs as of December 1, 2008, after giving effect to the market value of the securities in the escrow account, would approximate \$86.1 million. The scheduled termination costs increase over the next several years.

The escrows were invested in U.S. agency securities with maturity dates that correspond to the purchase option dates in each sublease.

Although these transactions do not represent a legal defeasance of MUNI's obligations under the subleases, management believes that these transactions are structured in such a way that it is not probable that MUNI will need to access other monies to make sublease payments. Therefore, the assets and sublease obligations are not recorded on the financial statements of MUNI as of June 30, 2008.

As a result of the cash transactions above, MUNI recorded deferred revenue of \$35.5 million and \$4.4 million in fiscal years 2002 and 2003, respectively, for the difference between the amounts received of \$388.2 million and \$72.6 million, respectively, and the amounts paid to the escrows and the debt payment undertaker of \$352.7 million and \$67.5 million. The deferred revenue will be amortized over the life of the sublease. The deferred revenue amortized amounts were \$1.3 million and \$0.2 million in fiscal years 2008.

As of June 30, 2008, the outstanding payments to be made on the subleases through fiscal years 2027 and 2030 are \$105.3 million and \$53.4 million, for Tranche 1 and Tranche 2, respectively, and the payments to be made on the purchase option, if exercised, would be \$680.8 million and \$154.2 million. These payments are to be funded from the amounts in escrow and by the payment undertaker. 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.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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, 2008 follows (in thousands), including advances of \$0.3 million to MUNI:

| | Downtown Parking | Uptown Parking | Japan Center Garage | Ellis - O'Farrell Parking | Portsmouth Plaza Parking | Total |
|--|---------------------|-------------------|---------------------------|---------------------------------|--------------------------------|-----------|
| Operating revenues..... | \$ 16,525 | \$ 16,986 | \$ 2,848 | \$ 5,852 | \$ 3,442 | \$ 45,653 |
| Depreciation..... | 788 | 1,072 | 240 | 366 | 154 | 2,620 |
| Operating income..... | 261 | (29) | 59 | 234 | 50 | 575 |
| Interest and other non-operating revenues (expenses)..... | (112) | (704) | - | (66) | 32 | (850) |
| Change in net assets..... | 149 | (733) | 59 | 168 | 82 | (275) |
| Capital assets, additions..... | 152 | 168 | 508 | 5 | 55 | 888 |
| Capital assets, deletions..... | (140) | - | - | - | (8) | (148) |
| Net working capital (deficit)..... | (12,294) | (12,536) | (175) | (2,200) | 1,329 | (25,876) |
| Total assets..... | 33,441 | 51,595 | 2,820 | 14,742 | 3,383 | 105,981 |
| Total liabilities..... | 21,838 | 31,253 | 347 | 6,366 | 355 | 60,159 |
| Net assets..... | 11,603 | 20,342 | 2,473 | 8,376 | 3,028 | 45,822 |
| Total debt outstanding..... | \$ 9,504 | \$ 18,077 | \$ - | \$ 4,220 | \$ - | \$ 31,801 |

**(f) Laguna Honda Hospital
General Fund Subsidy**

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's General Fund. 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. Any amount not required for the purpose of meeting an enterprise fund deficit shall be transferred back to the General Fund at the end of each fiscal year, unless otherwise approved by the Board of Supervisors. For the fiscal year ended June 30, 2008, the subsidy for LHH was approximately \$54.6 million.

Net Patient Services Revenue

Net patient services revenues are recorded at the estimated net realizable amounts from patients, third-party payors and others for services rendered, including a provision for doubtful accounts and estimated retroactive adjustments under reimbursement agreements with federal and state government programs and other third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods, as final settlements are determined.

Patient accounts receivable are recorded net of estimated allowances, which include contractual allowances, allowances for bad debt, and administrative write-offs. These allowances are based on closed account history.

Third Party Payor Agreements

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. Laws and regulations governing the Medicare and Medi-Cal programs are complex and

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

subject to interpretation. LHH believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing. While no such regulatory inquiries have been made, compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action including fines, penalties and exclusion from the Medicare and Medi-Cal programs.

During the fiscal year ended June 30, 2008, LHH's patient receivables and charges for services were as follows:

| | Patient Receivables, net | | | Net Patient Service Revenue | | |
|--------------------------------------|--------------------------|----------|----------|-----------------------------|----------|------------|
| | Medi-Cal | Medicare | Other | Medi-Cal | Medicare | Other |
| Gross Accounts Receivable | \$ 30,418 | \$ 2,757 | \$ 1,572 | \$ 14,931 | \$ 1,267 | \$ 234,814 |
| Less: | | | | | | |
| Provision for Contractual Allowances | (11,210) | (1,334) | (356) | (8,280) | (6,854) | (9,025) |
| Total, net | \$ 19,208 | \$ 1,423 | \$ 1,216 | \$ 130,336 | \$ 8,077 | \$ 137,991 |

Because Medi-Cal reimbursement rates are less than LHH's established charges rates, LHH is eligible to receive supplemental federal funding. During fiscal year ended June 30, 2008, LHH accrued approximately \$11 million revenue as a result of matching federal funds to local funds.

Deferred Credits and Other Liabilities

As of June 30, 2008, LHH recorded approximately \$666,000 in deferred credits and other liabilities, which was comprised \$652,000 in third party settlements payable and \$14,000 in deferred revenue.

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.

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

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

cost to property owners of repaying the bonds. As of June 30, 2008, General Obligation Bonds in the amount of \$299 million have been sold to fund the Replacement Project. During fiscal year ended June 30, 2008, LHH recognized \$17.9 million in tobacco settlement revenues.

As of June 30, 2008, LHH has entered into various purchase contracts totaling approximately \$50.5 million that are related to future construction for the Replacement Project.

**(g) San Francisco General Hospital Medical Center
General Fund Subsidy**

San Francisco General Hospital Medical Center (SFGH) is an acute care hospital. The operations of SFGH are subsidized by the City's General Fund. 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. Any amount not required for the purpose of meeting an enterprise fund deficit shall be transferred back to the General Fund at the end of each fiscal year, unless otherwise approved by the Board of Supervisors. For the year ended June 30, 2008, the subsidy for SFGH was \$135.1 million.

Net Patient Services Revenue

Net patient services revenues are recorded at the estimated net realizable amounts from patients, third-party payors and others for services rendered, including a provision for doubtful accounts and estimated retroactive adjustments under reimbursement agreements with federal and state government programs and other third-party payors. Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods, as final settlements are determined.

Patient accounts receivable are recorded net of estimated allowances, which include allowances for contractual allowances, allowances for bad debt and administrative write-offs. These allowances are based on closed account history.

Third Party Payor Agreements

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, and the State of California through the Medi-Cal Hospital/Uninsured Care Demonstration Project and Short-Doyle mental health programs. Laws and regulations governing the Medicare and Medi-Cal programs are complex and subject to interpretation. SFGH believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing. While no such regulatory inquiries have been made, compliance with such laws and regulations can be subject to future government review and interpretation as well as significant regulatory action including fines, penalties and exclusion from the Medicare and Medi-Cal programs.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

During the fiscal year ended June 30, 2008, SFGH's patient receivables and charges for services were as follows:

| Patient Receivables, net | | | | |
|--------------------------------------|------------|------------|------------|--------------|
| | Medi-Cal | Medicare | Other | Total |
| Gross Accounts Receivable | \$ 136,928 | \$ 44,289 | \$ 84,371 | \$ 265,588 |
| Less: | | | | |
| Provision for Contractual Allowances | (116,442) | (35,596) | (40,224) | (192,262) |
| Provision for Bad Debt | - | - | (25,987) | (25,987) |
| Total, net | \$ 20,486 | \$ 8,693 | \$ 18,160 | \$ 47,339 |
| Net Patient Service Revenue | | | | |
| | Medi-Cal | Medicare | Other | Total |
| Gross Patient Service Revenue | \$ 606,234 | \$ 266,838 | \$ 598,231 | \$ 1,471,303 |
| Less: | | | | |
| Contractual Allowances | (497,501) | (152,892) | (347,761) | (998,174) |
| Bad Debt Allowance | - | - | (67,126) | (67,126) |
| Total, net | \$ 108,733 | \$ 113,946 | \$ 183,324 | \$ 406,003 |

California's Medi-Cal Hospital/Uninsured Care Demonstration Project (Demonstration) is the current system used for paying selected hospitals for hospital care provided to Medi-Cal and uninsured patients and replaces funding previously provided through California State Senate Bills 855 and 1255. The Demonstration was negotiated between the State of California's Department of Health Services and the Federal Centers for Medicare and Medicaid Services, and covers the period from July 1, 2005 to June 30, 2010. Under the Demonstration, payments for public hospitals are comprised of: 1) fee-for-service cost-based reimbursement for inpatient hospital services; 2) Disproportionate Share Hospital payments; and 3) distribution from a pool of federal funding for uninsured care, known as the Safety Net Care Pool (SNCP). The nonfederal share of these three payments will be provided by the public hospitals, primarily through certified public expenditures, whereby the hospital would expend its local funding for services to draw down the federal financial participation. Revenues recognized under the Demonstration approximated \$98.5 million for the fiscal year ended June 30, 2008. Beginning in fiscal year 2008, the State created the Health Care Coverage Initiative (HCCI), allowable under the Demonstration, to expand healthcare coverage for eligible low-income, uninsured individuals using an annual allotment of federal funds from the SNCP. On September 1, 2007, the City entered in to a contract with the State to participate in HCCI and was allocated \$73.1 million over 3 years. As of June 30, 2008, SFGH has accrued and recognized \$8.2 million. The HCCI covers a subset of the Healthy San Francisco population, primarily those individuals at or below 200% of the federal poverty level and who meet citizenship requirements. Refer to the Healthy San Francisco Program footnote.

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, 2008, reimbursement under the Short-Doyle Program amounted to approximately \$5.7 million and is included in other operating revenue.

Deferred Credits and Other Liabilities

As of June 30, 2008, SFGH recorded approximately \$55.2 million in deferred credits and other liabilities, which was comprised of \$41.7 million in deferred credits and \$13.5 million in Third Party Settlements Payable.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Charity Care

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 \$21.1 million and estimated costs and expenses to provide charity care were \$93 million in fiscal year 2007-2008.

Other Non-Operating Revenues

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 \$59.1 million as other non-operating revenue for the year ended June 30, 2008, for realignment funding.

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, 2008, amounted to \$1.3 million and is included in other non-operating revenue.

Contract with the University of California San Francisco

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, 2008, was approximately \$99.5 million.

SFGH Rebuild

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 of Public Health to make system-wide as well as structural improvements in its delivery of care for patients in 2013 and beyond.

In October 2005, the San Francisco Health Commission accepted the Mayor's Blue Ribbon Committee recommendation to rebuild the hospital at its current Potrero Avenue location. A site feasibility study was concluded in September 2006 and showed a compliant hospital can be built on the west lawn without demolishing the historic buildings or other buildings. An institutional master plan, a hazardous materials assessment, a geotechnical analysis and rebuild space program were completed in fiscal year 2007. Schematic design of the new building is complete and the project cost is estimated at \$887.4 million.

Majority of the funding will be through issuance of bonds. During the November 2008 election, Proposition A, which authorize the issuance of bonds for the rebuild of the hospital was approved by San Francisco voters.

HEALTHY SAN FRANCISCO Program

In July 2007, the City and County of San Francisco Department of Public Health implemented Healthy San Francisco (HSF). HSF is a program to provide health care for the uninsured residents using a medical home model, with an emphasis on wellness and preventive care. Persons between the ages of 18-64 are eligible and persons whose income is at or below 500% of the federal poverty level are eligible for a subsidy.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

As of August 2008, approximately 27,000 participants have enrolled in the program, representing 46% of the estimated 60,000 potential population. Fifty-nine (59%) of the participants have selected a medical home within the Department of Public Health.

(h) San Francisco Wastewater Enterprise

The San Francisco Wastewater Enterprise (Wastewater Enterprise), formerly known as the San Francisco Clean Water Program, was established in 1977 following the transfer of all sewage-system-related assets and liabilities of the City to the Wastewater Enterprise pursuant to bond resolutions to account for the City's municipal sewage treatment and disposal system.

Wastewater Enterprise'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, 2008, Wastewater Enterprise had outstanding commitments with third parties for capital projects and for materials and services totaling \$33.9 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 areas are now underway. In addition, the Agency has completed a feasibility study on the Mid Market Survey Area and the redevelopment plan has been submitted to the Board of Supervisors for review. A feasibility study is underway for the Visitation Valley and Bayview Hunters Point Survey Area designated by the Board of Supervisors.

The Agency acts as the lead Agency for the City in administering the Housing Opportunities for Persons with AIDS (HOPWA) program, which is a program funded by a grant from the U.S. Department of Housing and Urban Development.

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. In June 2005, the Board of Supervisors approved ordinance to adopt the Transbay project area as a new redevelopment area which consists of 40 acres and is located south of the San Francisco financial district. The project area is bounded by Mission Street in the north, Main Street in the east, Folsom Street in the south and Second Street in the west. The future development of a new transit terminal and a concept plan which includes high-density, transit-oriented residential development are the highlights of this project.

In May 2006, the Board of Supervisors approved an amendment to the Hunters Point Redevelopment Project Area to include two distinct geographic areas: the existing Hunters Point Redevelopment Area and an additional 1361 acres. The new project name is now "Bayview Hunters Point Redevelopment Area". The Redevelopment Plan became effective September 2006.

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 \$102.6 million.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

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. Wincopin Circle, LLLP transferred its interest in the Partnership to the Housing Outreach Fund XL Limited Partnership, effective December 24, 2004. The Partnership completed construction of a 106-unit affordable housing project in the South of Market project area in January 2006. As of June 30, 2008, 100% of the units were leased. The Agency reports the investment in the Partnership under the equity method, based on the value of the assets and liabilities transferred to the Partnership.

On November 8, 2007, the Authority issued \$118.3 million in Taxable Tax Allocation Revenue Bonds 2007 Series A (2007 Series A Bonds) and \$94.1 million in Tax Allocation Refunding Revenue Bonds Series B (2007 Series B Bonds). These bonds are secured by a pledge of the Agency's share of certain property tax revenue derived from related project areas.

The 2007 Series A Bonds consist of \$118.3 million in terms bonds that mature through August 1, 2037 with interest rates ranging from 5.50% to 5.75%. The net proceeds of \$110.8 million from the 2007 Series A Bonds will be used for general redevelopment purposes, including financing the development, rehabilitation and preservation of low and moderate income housing.

The 2007 Series B Refunding Bonds net proceeds were used to refund all the outstanding bonds of the Tax Allocation Revenue Bonds Series 1999 Series A in the amount of \$43.8 million; and 1999 Series B in the amount of \$13.6 million; and 2000 Series A in the amount of \$9.7 million; and 2001 Series A in the amount of \$29.4 million.

The net proceeds of \$87.6 million from the 2007 Series B Refunding Bonds, together with transfers from existing reserve accounts in the amount of \$10.6 million, were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for the debt service payments on the refunded bonds identified above on December 13, 2007. As a result, the refunded bonds described above are considered defeased and the liability for the refunded bonds has been removed from the accompanying statement of net assets. Although the advances refunding resulted in the recognition of a deferred accounting loss of \$1.6 million, the Agency in effect reduced its aggregate debt service payments by approximately \$4.3 million over the next 15 years and obtained an economic gain of \$3.9 million. The 2007 Series B Refunding bonds mature through August 1, 2022 with interest rates ranging from 4% to 5%.

In order to facilitate construction and rehabilitation in the City, various construction loan notes, promissory notes, community district facility bonds and mortgage revenue bonds with an aggregate outstanding balance of approximately \$628 million as of June 30, 2008 have been issued by the Agency on behalf of various developer and property owners who retain full responsibility for the repayment of the debt. 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 are therefore not included in the accompanying 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 on these funds must also be set aside for such purposes. The Agency established the Low and Moderate Income Housing Fund to account for this commitment and has budgeted \$530.9 million for such expenditures since its inception. The Agency has expended \$366 million for low- and moderate-income housing since its inception.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

The Agency had commitments under contracts for capital improvements of approximately \$74.4 million as of June 30, 2008.

(13) TREASURE ISLAND DEVELOPMENT AUTHORITY

The Treasure Island Development Authority (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 2002-2003, TIDA received Navy agreement to initiate the process of early transfer and entered an exclusive negotiating agreement with a private developer for the redevelopment of the former naval base. TIDA completed an Environmental Impact Report (EIR) for the transfer in June 2006.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

(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, 2008, is as follows (in thousands):

Due to/from other funds (in thousands):

| General | Receivable Fund | Payable Fund | Amount |
|---|-----------------|-------------------------------------|-----------|
| | | Nonmajor Governmental Funds | \$ 9,229 |
| | | Internal Service Funds | 303 |
| | | Laguna Honda Hospital | 7,358 |
| | | | 16,890 |
| Nonmajor Governmental Funds | | Nonmajor Governmental Funds | 682 |
| | | Internal Service Funds | 10,891 |
| | | Municipal Transportation Agency | 5 |
| | | | 11,578 |
| San Francisco International Airport | | Nonmajor Governmental Funds | 87 |
| | | | 87 |
| San Francisco Water Enterprise | | Nonmajor Governmental Funds | 105 |
| | | Municipal Transportation Agency | 145 |
| | | | 250 |
| Hetch Hetchy Water and Power Enterprise | | General Fund | 1,139 |
| | | Nonmajor Governmental Funds | 10,835 |
| | | Port of San Francisco | 83 |
| | | San Francisco International Airport | 21 |
| | | General Hospital Medical Center | 1,869 |
| | | | 13,947 |
| Municipal Transportation Agency | | General Fund | 136 |
| | | Nonmajor Governmental Funds | 1,611 |
| | | | 1,747 |
| Port of San Francisco | | General Fund | 226 |
| | | | 226 |
| San Francisco Wastewater Enterprise | | Nonmajor Governmental Funds | 26 |
| | | | 26 |
| Total | | | \$ 44,751 |

Due to/from primary government and component units:

| Receivable Entity | Payable Entity | Amount |
|---|--|----------|
| Primary government - governmental | Component Unit - San Francisco Redevelopment Agency | \$ 9,160 |
| Hetch Hetchy Water and Power Enterprise | Component Unit - Treasure Island Development Authority | \$ 2,599 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Transfers in (in thousands):

| Transfers Out: Funds | Funds | | | | | |
|---|-----------------|--------------------------|------------------------------|---------------------------------------|--|-----------------------------|
| | General Fund | Nonmajor Governmental | Internal Service Funds | Municipal Transportation Agency | San Francisco General Hospital Medical Center | Laguna Honda Hospital |
| General Fund..... | \$ - | \$ 138,047 | \$ 2,081 | \$ 204,087 | \$ 142,240 | \$ 57,205 |
| Nonmajor governmental funds..... | 5,773 | 23,875 | - | 44,736 | - | 106,348 |
| San Francisco International Airport..... | 25,942 | - | - | - | - | - |
| Hetch Hetchy Water and Power Enterprise..... | - | - | - | - | 450 | - |
| Municipal Transportation Agency..... | - | 12,079 | - | - | - | - |
| San Francisco General Hospital Medical Center..... | 39,254 | - | - | - | - | 175 |
| Total transfers out..... | \$ 70,969 | \$ 173,901 | \$ 2,081 | \$ 248,823 | \$ 142,690 | \$ 183,728 |
| | | | | | | \$ 892,072 |

The \$543.6 million General Fund transfer out includes a total of \$393.7 million in operating subsidies to the Municipal Transportation Agency, San Francisco General Hospital Medical Center, and Laguna Honda Hospital (note 11). The transfers of \$138.0 million from the General Fund to the nonmajor governmental funds are 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 \$39.3 million from the San Francisco General Hospital Medical Center for the SB 855 matching program reimbursement (note 11(g)), and \$25.9 million from the San Francisco International Airport, representing a portion of concession revenue (note 11 (a)). The \$44.7 million transferred to Municipal Transportation Agency from nonmajor governmental funds represented capital and operating transfers from the San Francisco County Transportation Authority. The \$106.3 million transfer from nonmajor governmental funds to Laguna Honda Hospital is for capital transfers funded by the Laguna Honda Hospital General Obligation Bond in the City Facilities Improvement Fund.

(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.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

(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 | |
|-----------------|-----------|
| 2009..... | \$ 19,857 |
| 2010..... | 17,601 |
| 2011..... | 12,720 |
| 2012..... | 10,492 |
| 2013..... | 4,854 |
| 2014-2018..... | 2,296 |
| Total..... | \$ 67,820 |

Operating lease expense incurred for fiscal year 2007-2008 was approximately \$20.9 million.

Business-type Activities

| Fiscal Years | San Francisco International Airport | Port of San Francisco | Municipal Transportation Agency (MTA) | San Francisco General Hospital Medical Center (SFGH) | Total Business-type Activities |
|-----------------|---|-----------------------------|---|---|--------------------------------------|
| | | | | | |
| 2009..... | \$ 4,702 | \$ 3,214 | \$ 7,484 | \$ 1,139 | \$ 16,539 |
| 2010..... | 80 | 3,214 | 7,353 | 1,017 | 11,664 |
| 2011..... | 75 | 3,214 | 6,434 | 662 | 10,385 |
| 2012..... | - | 3,214 | 6,520 | 250 | 9,984 |
| 2013..... | - | 3,214 | 6,668 | 126 | 10,008 |
| 2014-2018..... | - | 15,685 | 35,717 | - | 51,402 |
| 2019-2023..... | - | 15,273 | 40,598 | - | 55,871 |
| 2024-2028..... | - | 15,273 | 46,733 | - | 62,006 |
| 2029-2033..... | - | 15,274 | 54,383 | - | 69,657 |
| 2034-2038..... | - | 15,273 | - | - | 15,273 |
| 2039-2043..... | - | 15,273 | - | - | 15,273 |
| 2044-2048..... | - | 15,274 | - | - | 15,274 |
| 2049-2053..... | - | 3,309 | - | - | 3,309 |
| Total..... | \$ 4,857 | \$ 126,704 | \$ 211,890 | \$ 3,194 | \$ 348,645 |

Operating lease expense incurred for the Airport, Port, MTA, and SFGH for fiscal year 2007-2008 was \$5.2 million, \$3.1 million, \$9.0 million, and \$5.0 million, respectively.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Component Unit – San Francisco Redevelopment Agency

The San Francisco Redevelopment Agency (The Agency) has noncancelable operating leases for its office sites, which require the following minimum annual payments (in thousands):

| Fiscal Years | |
|----------------|-----------|
| 2009..... | \$ 1,793 |
| 2010..... | 1,774 |
| 2011..... | 1,775 |
| 2012..... | 1,775 |
| 2013..... | 1,775 |
| 2014-2018..... | 8,321 |
| 2019-2023..... | 4,119 |
| 2024-2028..... | 4,119 |
| 2029-2033..... | 4,119 |
| 2034-2038..... | 4,119 |
| 2039-2043..... | 4,119 |
| 2044-2048..... | 4,119 |
| 2049-2050..... | 1,853 |
| Total..... | \$ 43,780 |

Rent payments totaling \$1.3 million are included in the Agency's financial statements for the year ended June 30, 2008.

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 | |
|----------------|-----------|
| 2009..... | \$ 2,358 |
| 2010..... | 2,057 |
| 2011..... | 1,867 |
| 2012..... | 1,679 |
| 2013..... | 1,452 |
| 2014-2018..... | 6,326 |
| 2019-2023..... | 390 |
| 2024-2028..... | 166 |
| Total..... | \$ 16,295 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

Business-type Activities

| Fiscal Years | San Francisco International Airport | Port of San Francisco | San Francisco General Hospital Medical Center | Municipal Transportation Agency | Market Corp | Total Business-type Activities |
|----------------|-------------------------------------|-----------------------|---|---------------------------------|-------------|--------------------------------|
| 2009..... | \$ 72,148 | \$ 23,467 | \$ 1,686 | \$ 5,575 | \$ 864 | \$ 106,740 |
| 2010..... | 55,706 | 24,863 | 1,716 | 3,131 | 825 | 86,241 |
| 2011..... | 36,555 | 21,141 | 1,767 | 2,607 | 745 | 62,815 |
| 2012..... | 18,930 | 19,733 | 1,820 | 2,326 | 754 | 43,563 |
| 2013..... | 15,706 | 18,237 | 1,875 | 1,403 | 754 | 37,975 |
| 2014-2018..... | - | 78,951 | 1,931 | 2,641 | 120 | 83,643 |
| 2019-2023..... | - | 67,381 | - | - | - | 67,381 |
| 2024-2028..... | - | 52,431 | - | - | - | 52,431 |
| 2029-2033..... | - | 48,296 | - | - | - | 48,296 |
| 2034-2038..... | - | 42,623 | - | - | - | 42,623 |
| 2039-2043..... | - | 29,985 | - | - | - | 29,985 |
| 2044-2048..... | - | 22,165 | - | - | - | 22,165 |
| 2049-2053..... | - | 13,496 | - | - | - | 13,496 |
| 2054-2058..... | - | 9,698 | - | - | - | 9,698 |
| 2059-2063..... | - | 9,170 | - | - | - | 9,170 |
| 2064-2068..... | - | 6,846 | - | - | - | 6,846 |
| 2069-2073..... | - | 1,537 | - | - | - | 1,537 |
| 2074-2078..... | - | 307 | - | - | - | 307 |
| Total..... | \$ 199,045 | \$ 494,327 | \$ 10,775 | \$ 15,683 | \$ 4,082 | \$ 723,912 |

The Airport and Port have certain rental agreements with concessionaires, which specify that rental payments are to be based on a percentage of tenant sales, subject to a minimum amount. Concession percentage rents in excess of minimum guarantees for the Airport and Port were approximately \$23.5 million and \$11.7 million, respectively, in fiscal year 2007-2008.

Component Unit – San Francisco Redevelopment Agency

The Agency leases various facilities within the Yerba Buena Center, Western Addition, Hunters Point, South of Market, and Mission Bay North areas. The minimum future rental income to be received on the leases (excluding variable rents calculated as a percentage of retail sales) (in thousands):

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

| Fiscal Years | |
|----------------|------------|
| 2009..... | \$ 4,607 |
| 2010..... | 4,657 |
| 2011..... | 4,696 |
| 2012..... | 4,593 |
| 2013..... | 4,525 |
| 2014-2018..... | 22,781 |
| 2019-2023..... | 21,759 |
| 2024-2028..... | 22,236 |
| 2029-2033..... | 24,051 |
| 2034-2038..... | 21,990 |
| 2039-2043..... | 21,329 |
| 2044-2048..... | 16,889 |
| 2049-2053..... | 2,065 |
| 2054-2058..... | 735 |
| 2059-2063..... | 513 |
| 2064-2068..... | 364 |
| 2069-2073..... | 250 |
| 2074-2078..... | 198 |
| 2079-2083..... | 150 |
| 2084-2088..... | 150 |
| 2089-2093..... | 150 |
| 2094-2098..... | 128 |
| Total..... | \$ 177,766 |

For the year ended June 30, 2008, operating lease rental income for noncancelable operating leases was \$11.2 million.

(c) Other Lease Commitments

The City is making lease payments to the Agency for the Moscone Convention Center in the amount of approximately \$18.5 million per year through July 1, 2024. 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. Together with financing from the City through appropriation of a portion of the hotel tax and through the issuance of lease revenue bonds by the Finance Corporation, the total cost of approximately \$371.4 million was included in the City's asset class of facilities and improvements.

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 |
| 2009..... | \$ 18,639 | \$ 1,151 | \$ 19,790 |
| 2010..... | 18,717 | 1,078 | 19,795 |
| 2011..... | 18,794 | 67 | 18,861 |
| 2012..... | 18,873 | - | 18,873 |
| 2013..... | 18,946 | - | 18,946 |
| 2014-2018..... | 94,904 | - | 94,904 |
| 2019-2023..... | 32,439 | - | 32,439 |
| 2024-2028..... | 6,319 | - | 6,319 |
| Total minimum lease payments..... | 227,631 | 2,296 | 229,927 |
| Less amounts representing interest..... | (55,655) | (123) | (55,778) |
| Present value of maximum lease payments..... | \$ 171,976 | \$ 2,173 | \$ 174,149 |

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

(d) Other Commitments

The Retirement System has commitments to contribute capital for real estate and alternative investments in the aggregate amount of approximately \$1.3 billion at June 30, 2008.

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, 2008, the City contributed approximately \$7.1 million to the PCJPB. This is paid by MTA from the subsidy transfer it receives from the City.

The San Francisco Redevelopment Agency (the Agency) provides standby payment agreements in conjunction with its issuance of Mortgage Revenue Bonds wherein the Department of Housing and Urban Development (HUD) guarantees Housing Assistance Payments (HAP) subsidized under Section 8 for multifamily residential facilities. If the HAP contract expires and is not renewed or is substantially reduced, the Agency will be required to pay the difference. The estimated maximum obligation until June 30, 2019 over the terms of all standby payment agreements is \$48.7 million. As of June 30, 2008, management has designated \$4.9 million for standby payment agreements. It is management's intent to designate 10% of the estimated maximum obligation.

(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); 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 Airport carries general liability insurance coverage of \$750 million, subject to a deductible of \$10,000 per single occurrence and commercial property insurance coverage for full replacement value on all facilities at the Airport owned by the Airport subject to a deductible of \$0.5 million per single occurrence. Additionally, tenants and contractors on all contracts are required to carry commercial general liability insurance in various amounts naming the Airport as additional insured. The Airport does not carry insurance for losses due to land movement or seismic activity and losses for war, terrorism and hijacking. The Airport carries public official liability and employer's liability coverage of \$5 million, subject to deductible of \$100,000 per single occurrence for each wrongful act other than employment practices' violations, and \$200,000 per each occurrence for employment practices' violation. The Airport also carries insurance for public employee dishonesty, fine arts, electronic data processing equipment and watercraft liability for Airport fire and rescue vessels. The Port carries commercial insurance for all risks of loss except workers' compensation, property damage to Port-owned vehicles and employee health and accident. The Port's property insurance does not cover losses due to seismic events. Additionally, limited insurance coverage is maintained by the City for the Moscone Convention Center property, personal liability, and for art at City-owned museums. 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.

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 \$20 million per occurrence and a deductible of \$50,000 self-insurance retention per occurrence.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

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 and related loss adjustment expenses. 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, 2008 has been actuarially determined and includes an estimate of incurred but not reported losses and related loss adjustment expenses.

Changes in the reported estimated claims payable since June 30, 2006, resulted from the following activity (in thousands):

| | Beginning Fiscal Year Liability | Current Year Claims and Changes in Estimates | Claim Payments | Ending Fiscal Year Liability |
|-----------|---------------------------------------|---|-------------------|------------------------------------|
| 2006-2007 | \$ 147,260 | \$ 84,049 | \$ (38,369) | \$ 192,940 |
| 2007-2008 | 192,940 | 67,092 | (53,090) | 206,942 |

Breakdown of the estimated claims payable at June 30, 2008 is as follows (in thousands):

| | |
|--|-------------------|
| Governmental Activities: | |
| Current portion of estimated claims payables..... | \$ 41,249 |
| Long-term portion of estimated claims payable..... | 72,955 |
| | |
| Business-type activities: | |
| Current portion of estimated claims payables..... | 27,215 |
| Long-term portion of estimated claims payable..... | 65,523 |
| Total..... | <u>\$ 206,942</u> |

The Airport is a defendant in various legal actions and claims that arise during the normal course of business. In June 2007, a jury from San Mateo County Superior Court rendered a verdict finding the Airport in breach of covenant of good faith and fair dealing and awarded the plaintiffs \$1.1 million in damages. In February 2008, the Court vacated the judgment against the Airport and ordered the judgment be entered in the Airport's favor. The ruling rendered the \$1.1 million verdict against the Airport null and void. It also nullifies the Airport's liability for the \$0.5 million in expenses and \$5 million in attorneys' fees that plaintiffs were seeking. As the prevailing party, the Airport is entitled to recover its costs associated with the litigation. Those costs, excluding attorneys' fees, total \$0.4 million. The Airport may also recover its attorneys' fees totaling \$3.4 million. Plaintiffs are expected to appeal the Court's ruling in the Airport's favor.

In August of 2007 and May of 2008, two lawsuits were brought against the City of San Francisco Uptown Parking Corporation by physically-challenged individuals, who claimed that the Union Square Garage design discriminates against such individuals. These matters were referred to the Corporation's insurance carrier, who denied coverage. The Corporation then directed the lawsuits to their attorneys. At

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008

this time, it is too early to assess the extent of liability for the Corporation, if any, or to forecast the possible extent of the damage.

During the year ended June 30, 2008, the Retirement System was involved in one class action type lawsuit filed by the Veteran Police Officers Association (VPOA). This lawsuit involves issues related to "final compensation" as defined by the Plan. The VPOA lawsuit alleges that the Retirement System should include Police Officer Standard 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 the VPOA lawsuit in the trial court and on appeal to the California Supreme Court. The California Supreme Court ruled on VPOA's Petition for Review and issued its denial during the year ended June 30, 2008.

During the year ended June 30, 2008, the Retirement System was a plaintiff in two securities fraud lawsuits. In the first lawsuit, the Retirement System joined a coalition of government pension funds in a securities fraud suit against various investment banks for losses relating to WorldCom bonds. The second lawsuit was an "opt out" case against Qwest Corporation. Both of these lawsuits, including recoveries, have been concluded during the year ended June 30, 2008.

The Retirement System is involved in various other petitions, lawsuits, and threatened lawsuits relating to individuals' benefits due under the Retirement System which management does not expect to have a material impact on the net assets available for pension benefits. The results of such actions are included in the Retirement System's experience factors used in its actuarial valuations and accordingly, are eventually considered in establishing the City and County's required annual contributions.

Workers' Compensation

The City self-insures for workers' compensation coverage. The City's liability as of June 30, 2008 has been actuarially determined and includes an estimate of incurred but not reported losses and related loss adjustment expenses. The total amount estimated to be payable for claims incurred as of June 30, 2008 was \$351.6 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, 2006, resulted from the following activity (in thousands):

| | Beginning Fiscal Year Liability | Current Year Claims and Changes in Estimates | Claim Payments | Ending Fiscal Year Liability |
|-----------|---------------------------------------|---|-------------------|------------------------------------|
| 2006-2007 | \$ 364,135 | \$ 43,753 | \$ (66,760) | \$ 341,128 |
| 2007-2008 | 341,128 | 82,447 | (71,969) | 351,606 |

Breakdown of the accrued workers' compensation liability at June 30, 2008 is as follows (in thousands):

| | |
|---|-------------------|
| Governmental Activities: | |
| Current portion of accrued workers' compensation liability..... | \$ 37,685 |
| Long-term portion of accrued workers' compensation liability..... | 166,645 |
| | |
| Business-type activities: | |
| Current portion of accrued workers' compensation liability..... | 26,573 |
| Long-term portion of accrued worker's compensation liability..... | 120,703 |
| Total..... | <u>\$ 351,606</u> |

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS**
June 30, 2008

(17) SUBSEQUENT EVENTS

Long-term Debt

In July 2008, the City issued the General Obligation Refunding Bonds (Laguna Honda Hospital) Series 2008-R3 in the amount of \$118.1 million. The proceeds of the bonds were used to refund all the outstanding general obligation bonds originally issued as variable rate demand obligations to finance improvements to Laguna Honda Hospital (the "Prior Laguna Honda Bonds"). A portion of the proceeds of the Refunding Bonds were also used to pay the costs incurred in connection with the issuance of the Refunding Bonds. The Prior Laguna Honda Bonds were approved by the voters of the City by passage of Proposition A at the election held on November 2, 1999, and issued in three series in 2005 as City and County of San Francisco General Obligation Bonds (Laguna Honda Hospital, 1999), Series 2005B, 2005C and 2005D. The Series 2008-R3 were issued with interest rates ranging from 4.625% to 5% and mature from June 2022 through June 2030. Unamortized Prior Laguna Honda Bonds bond issuance costs were \$1.8 million at the date of the refunding. The City estimates that aggregate debt service payment were reduced by approximately \$15.5 million and that net present value present savings of approximately \$11.5 million were obtained through the refunding. Debt service payments are funded through ad valorem taxes on property and other available funds of the City not restricted by law to specific uses.

In August 2008, the City issued the General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds 2008) Series 2008B ("the Bonds") in the amount of \$42.5 million to finance the construction, reconstruction, purchase and/or improvement of park and recreation facilities under the jurisdiction of the Recreation and Park Commission and the Port Commission, and all other structures, improvements and related costs necessary or convenient for those purposes. The Bonds constitute the first series of bonds to be issued from an aggregate authorized amount of \$185 million, duly approved by at least two-thirds of the voters voting on Proposition A at an election held on February 5, 2008. Interest rates range from 3% to 5% and mature from June 2009 through 2028. Debt service payments are funded through ad valorem taxes on property.

In September 2008, the City through the City and County of San Francisco Finance Corporation issued Lease Revenue Refunding Bonds (Moscone Center Project Expansion Project) Series 2008-1 and 2008-2 for \$72.7 million and \$72.7 million (the "Refunding Moscone Bonds") respectively to refund the Lease Revenue Bonds Series 2000-1, 2000-2 and 2000-3 (collectively the "Prior Moscone Bonds") with outstanding amount of \$144.3 million to address the concerns regarding the credit enhancement provided by the bond insurer. A portion of the proceeds of the Refunding Bonds were also used to pay the cost incurred in connection with issuance of the Refunding Bonds.

The Prior Moscone Bonds were insured by Ambac Assurance Corporation by a municipal bond insurance policy that insured the payment of principal and interest when due. Morgan Stanley Guaranty Trust Company of New York and State Street Bank and Trust Company (collectively the "Liquidity Provider") provided liquidity in connection with the exercise of put options by bond holders pursuant to standby bond purchase agreement among the Corporation and Liquidity Provider. The deteriorating credit quality of the insurer caused an increased in the resets of the Prior Moscone Bonds, increasing from an average of 3.46% in fiscal year 2006-2007 (peak of 3.78%) to an average of 3.65% in fiscal year 2007-2008 (peak of 6.42%).

The Refunding Moscone Bonds are secured by a direct-pay letter of credit provided by State Street Bank and Trust Company and Bank of America, N.A. (collectively the "Credit Provider") pursuant to a reimbursement agreement and purchase contract. By refunding the Prior Bonds, the City extinguished the bond insurance policy. Moody's, Standard & Poor's and Fitch Ratings have assigned long term ratings on the Refunding Bonds of Aaa/AAA/AA+ and short term ratings of VMIG 1/A-1+/F1+ respectively. The long term ratings are based on the rating agencies' analyses of the credit strength of both the Credit Provider and the City. The short term credit ratings are based on analyses of the credit strength of only the Credit Provider.

In September 2008, Assembly Bill (AB) 1389 of the California State Legislature was signed into law requiring redevelopment agencies statewide to shift a one-time \$350 million of property tax increment to the State of California's (the State) Educational Revenue Augmentation Fund (ERAF) as a way to reduce

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS**
June 30, 2008

the State's \$24.3 billion budget deficit for fiscal year 2008-2009. The ERAF money will then be paid to schools and community colleges, relieving the State of payments. The Redevelopment Agency of the City and County of San Francisco's share of this revenue shift is approximately \$5.9 million and the payment is to be made by May 10, 2009.

In November 2008, the City made the fourth borrowing under the Credit Agreement (Seismic Safety Loan Program, 1992) Series 2007A in the amount of \$1.3 million. The fourth borrowing bears an interest rate of 4.35% with principal amortizing from June 2009 through June 2028. The fourth borrowing is for below market rate loan account.

The San Francisco Water Enterprise (Water Enterprise) is authorized to issue \$250 million in commercial paper (CP), none of which was outstanding as of June 30, 2008. The Water Enterprise issued \$150 million in July 2008. In October 2008, \$59 million matured and reissue was delayed until November 2008 due to market conditions. The remaining outstanding balance of \$91 million is currently being remarketed by JP Morgan.

In November 2008, Hetch Hetchy Water and Power Enterprise (Hetch Hetchy) issued \$6.3 million in Clean Renewable Energy Bonds (CREBs) to finance the installation of solar energy equipment on selected City-owned facilities. Hetch Hetchy has not previously issued debt and has instead up to this point relied on revenue from ratepayers to fund renewable energy projects. CREBs provide the San Francisco Public Utilities Commission with low-cost access to capital to further its green power projects. Hetch Hetchy will begin making principal payments in the amount of \$422 thousand in December 2008 and continuing annually for fifteen years until December 2022. Funding for these payments will be guaranteed by Hetch Hetchy net revenues. Interest payments will not be made, since interest on the bonds is paid in the form of federal tax credits in lieu of interest paid by the issuer.

The San Francisco Wastewater Enterprise had \$50 million in CP outstanding as of June 30, 2008, \$14.5 million of which matured on various dates between September and October 2008. The reissue of the \$14.5 million was delayed until November 25, 2008 due to market conditions.

Bond Rating Upgrade

In August 2008, Moody's Investors Services upgraded the City's government obligation bond rating to Aa2 from Aa3 and revised the rating outlook to stable from positive. They also upgraded by one notch their ratings on the City's various general fund obligations, including its abatement leases and settlement obligation bonds.

Changes in Economic Environment and the Impact on the Retirement System

Subsequent to June 30, 2008, the global investment markets have been experiencing unprecedented, adverse events. The markets continue to suffer significant turmoil from a general uncertainty about how to best address the expanded global credit crisis and losses that financial institutions are facing.

As of December 31, 2008, the approximate, unaudited 20% decline in the fair value of the Retirement System portfolio since June 30, 2008 is consistent with overall financial market declines. However, the Retirement System portfolio is structured to focus on long-term performance and is designed to weather periods of market turbulence.

The Retirement System actively manages the investment portfolio, including periodic reviews of its investment policy and asset allocation strategy. Subsequent to June 30, 2008 as part of its regular operations, the Retirement System has reviewed its investment and asset allocation policies and continues to rely on an investment policy which is consistent with the principles of diversification and the search for long-term value. Because the values of individual investments fluctuate based on volatile market conditions, the amount of losses that the Retirement System will recognize in its future financial statements, if any, cannot be determined. Market fluctuations are an expected investment risk for a pension fund and the value of the Retirement System investment portfolio changes periodically.

Extraordinary circumstances that occurred subsequent to June 30, 2008, but prior to the issuance of financial statements, are disclosed because they could have a material impact on the value of

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

investments after the date of the financial statements. Negative returns on Retirement System assets will affect the funded status of the plan; however, the ultimate impact of the current market turmoil on the funded status of the Retirement System will be determined based on market conditions in effect when the actuarial annual valuation for the year ended June 30, 2009 is performed.

The Retirement System Received a New Valuation Report

On January 13, 2009, subsequent to the issuance of the Retirement System's audited financial statements, the Retirement System received the July 1, 2008 actuarial valuation report. This report showed an overfunded actuarial accrued liability (i.e., a funding excess) of \$582.6 million, as compared to the July 1, 2007 overfunded actuarial accrued liability of \$1.4 billion. This reflected a funding ratio of 103.8% compared to the 110.2% in July 2007. In addition, the new net employer contribution rate increased to 9.49%, effective July 1, 2009, from the 4.99% contribution rate in effect during the year ending June 30, 2009.

Elections

On November 4, 2008, the San Francisco voters approved the following propositions that will have a fiscal impact on the City:

Proposition A – San Francisco General Hospital and Trauma Center Earthquake Safety Bonds This ordinance authorizes the City to borrow \$887.4 million by issuing general obligation bonds for building and/or rebuilding San Francisco General Hospital to improve earthquake safety. The bond proceeds will primarily fund the construction of a new building on the current SFGH site. The building, as described in the City's environmental impact report, will meet the state's new higher standards for seismic safety for acute care hospitals. It will provide 284 beds for acute care treatment and will house the SFGH emergency department, operating rooms, obstetrics, pediatrics and intensive care and nursing units. Construction will begin in 2010, and it is estimated that the new building will be complete in 2015. Patient treatment will continue during construction. Proposition A will require the Citizen's General Obligation Bond Oversight Committee to provide independent oversight of the spending of the funds. One tenth of one percent (0.1%) of the bond funds will pay for the Committee's audit and oversight functions. The principal and interest on general obligation bonds will be paid with property tax revenues.

Fiscal Impact: In fiscal year 2009-2010, following issuance of the first series of bonds, and the year with the lowest tax rate, the estimated annual costs of debt service will be \$3.4 million and result in a property tax rate of \$0.00251 per \$100 (\$2.51 per \$100,000) of assessed value. In fiscal year 2013-2014, following the issuance of the last series of bonds, and the year with the highest tax rate, the estimated annual costs of debt service will be \$78.5 million and result in a property tax rate of \$0.05032 per \$100 (\$50.32 per \$100,000) of assessed valuation. The best estimate of the average tax rate for these bonds from fiscal year 2009-2010 through 2033-2034 is \$0.0337 per \$100 (\$33.70 per \$100,000) of assessed valuation. Based on these estimates, the highest estimated annual property tax cost for the owner of a home with an assessed value of \$400,000 will be approximately \$197.77. Landlords will be allowed to pass through 50% of the annual property tax cost of the bond to tenants as permitted in the City Administrative Code. Based on these estimates, the highest estimated annual cost for a tenant in unit with an assessed value of approximately \$131,000 will be \$32.96.

Proposition D – Financing Pier 70 Waterfront District Development Plan upon Board of Supervisors' Approval This is a Charter Amendment that will provide City funds to develop Pier 70 if the Board of Supervisor approves a financial and land use plan for Pier 70 (Pier 70 Plan). The amendment allows for creation of a development district and plan at Pier 70, a 65-acre site on the southern waterfront.

Fiscal Impact: A Pier 70 development plan will require significant expenditures by the Port of San Francisco (Port), however, new and increased revenues resulting from the development, including property tax increment financing, lease revenues, and payroll and hotel tax increment financing will pay for these expenditures. The Port currently projects that expenditures for infrastructure such as roads, utilities and repair of historic structures for the Pier 70 project will total approximately \$635 million in current dollars and will support approximately \$2.0 billion of private investment over a 15-20 year period. The amendment provides that the Board of Supervisors can appropriate to the Port up to 75% of

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2008**

increased payroll and hotel tax revenues that are attributable to the Pier 70 development for a 20-year period. The remaining 25% of the increased payroll and tax revenues, as well as other increased tax revenues resulting from the development, will remain available for public purpose. The Controller and the Tax Collector will determine the base tax revenue amounts and the projected incremental tax revenue amounts resulting from the development.

Proposition N – Changing Real Property Transfer Tax Rates This is an ordinance that will increase the transfer tax rate to 1.5% for the sale of real estate worth \$5 million or more. The Board of Supervisors can exempt the sale of affordable housing projects from this increase. Proposition N will extend the transfer tax to real estate leases of 35 years or more. In addition, Proposition N will reduce the transfer tax for the sale of residential property by up to 1/3 if, after January 1, 2009, the person selling the real estate had either installed a solar energy system or made improvements to increase earthquake safety.

Fiscal Impact: The ordinance will change the property tax rate for properties with sale price of over \$5 million from 0.75% to 1.5%. This will result in an estimated net annual tax revenue increase to the City of approximately \$29 million.

Proposition O – Replacing the Emergency Response Fee with an Access Line Tax and Revising the Telephone Users Tax This ordinance will replace the Emergency Response Fee with a general tax (Access Line Tax) at the same rates and with the same exemptions. Revenue from this tax will go to the City's General Fund.

Fiscal Impact: The current 911 fee rate is \$2.75 per month per phone line with higher rates on commercial lines and generates approximately \$42 million annually. These revenues are budgeted for costs associated with the City's emergency response (911) service. The replacement tax will be at the same rates with the same exemptions and is projected to generate the same amount of revenue. These revenues will be available for any public purpose. The ordinance will also update and modernize the City's telephone users' tax which generates approximately \$40 million annually. The proposal will modernize the tax to specifically apply to new and future technologies. The projected revenue amount will not significantly change over time because while emerging services would be subject to the tax, these services are likely to replace classic telephone services which are gradually decreasing.

Proposition Q – Modifying the Payroll Expense Tax This ordinance specifies that the City's 1.5% payroll expense tax applies to compensation paid to shareholders of professional corporations, members of limited liability companies, and owners of partnerships for their services. It will also expand the payroll tax exemption for small businesses. Beginning January 1, 2009, small businesses with annual payroll expenses of \$250 thousand or less will not have to pay the City's payroll expense tax. Every two years, the City will adjust the \$250 thousand ceiling to reflect inflation.

Fiscal Impact: The net annual revenue to the City is estimated to increase by approximately \$10.5 million and change the number and type of businesses in the City that pay the payroll tax. The ordinance will require the payroll tax to be paid on all partner compensation, excluding returns on investment and will result in additional gross annual tax revenues of approximately \$17 million. Currently, businesses with a payroll of up to \$167 thousand do not have to pay the payroll tax. The ordinance will raise this limit to \$250 thousand exempting additional businesses and resulting in decreased gross tax revenue of approximately \$6.5 million.

Proposition S – Policy Regarding Budget Set-Asides and Identification of Replacement Funds This is an ordinance that will make it a City policy that voters will only approve measures authorizing new set-asides or spending mandates if the measure also identifies a new source of funding.

Fiscal Impact: The impact on the cost of government is minimal. The policy will limit the annual growth of new set-asides to no more than 2% of the prior year's amount, and the duration of the approved set-asides to ten years after the effective date of their adoption. The ordinance will require the Controller to prepare a statement informing the voters of the new policy, funding sources identified for the new or expanded set-asides, and the impact of the set-asides on the City's budget and finances during its term.

Required Supplementary Information



CITY AND COUNTY OF SAN FRANCISCO Required Supplementary Information - Schedules of Funding Progress (Unaudited)

Employees' Retirement System - Pension Plan

Historical trend information is presented.

Schedule of funding progress for the Employees' Retirement System (in thousands):

| Actuarial Valuation Date | Actuarial Asset Value | Actuarial Liability (AAL) | Over-funded AAL (O/AAL) | Funded Ratio | Covered Payroll | O/AAL as a % of Covered Payroll |
|--------------------------|-----------------------|---------------------------|-------------------------|--------------|-----------------|---------------------------------|
| 7/1/2005 | \$ 12,659,698 | \$ 11,765,737 | \$ 893,961 | 107.6% | \$ 2,052,862 | 43.5% |
| 7/1/2006 | 13,597,646 | 12,515,463 | 1,082,183 | 108.7% | 2,161,261 | 50.1% |
| 7/1/2007 | 14,929,287 | 13,541,388 | 1,387,899 | 110.3% | 2,376,221 | 58.4% |

California Public Employees' Retirement System - Pension Plan

Historical trend information is presented.

Schedule of funding progress for PERS Safety Plan (in thousands):

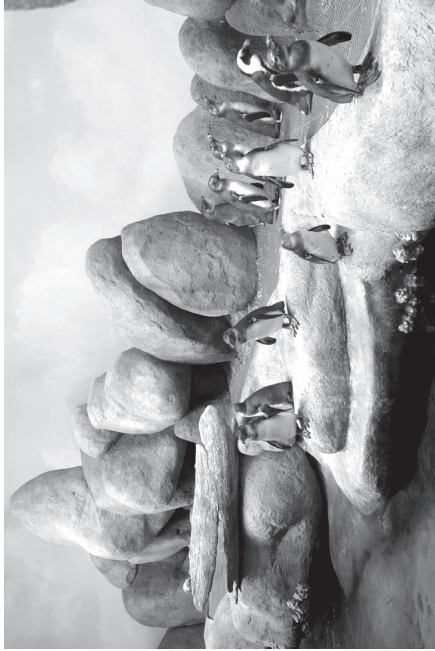
| Actuarial Valuation Date | Actuarial Asset Value | Actuarial Liability (AAL) | Over (Under) funded AAL (O/U/AAL) | Funded Ratio | Covered Payroll | O/U/AAL as a % of Covered Payroll |
|--------------------------|-----------------------|---------------------------|-----------------------------------|--------------|-----------------|-----------------------------------|
| 06/30/05 | \$ 520,005 | \$ 525,589 | \$ (5,584) | 98.9% | 78,297 | -7.1% |
| 06/30/06 | 566,027 | 565,483 | 2,544 | 100.5% | 77,419 | 3.3% |
| 06/30/07 | 622,866 | 627,675 | (4,809) | 99.2% | 85,508 | -5.6% |

Other Postemployment Benefits for City Employees

Schedule of funding progress for OPEB (in thousands):

| Actuarial Valuation Date | Actuarial Asset Value | Actuarial Liability (AAL) | (Under) funded AAL (U/AAL) | Funded Ratio | Covered Payroll | U/AAL as a % of Covered Payroll |
|--------------------------|-----------------------|---------------------------|----------------------------|--------------|-----------------|---------------------------------|
| 07/01/06 | \$ - | \$ 4,036,324 | \$ (4,036,324) | 0.0% | \$ 2,066,866 | -195.3% |

Combining Financial Statements and Schedules



CITY AND COUNTY OF SAN FRANCISCO

Nonmajor Governmental Funds

SPECIAL REVENUE FUNDS

Special Revenue Funds are used to account for the proceeds of specific revenue sources (other than expendable trusts or major capital projects) that are legally restricted to expenditures for specified purposes.

Building Inspection Fund -- Accounts for the revenues and expenditures of the Bureau of Building Inspection which provides enforcement and implementation of laws regulating the use, occupancy, location and maintenance of buildings.

Children and Families Fund -- Accounts for property tax revenues, tobacco tax funding from Proposition 10 and interest earnings designated by Charter provision. Monies in this fund are used as specified in the Charter and Proposition 10 to provide services to children less than eighteen years old, and to promote, support and improve the early development of children from the prenatal stage to five years of age.

Community/Neighborhood Development Fund -- Accounts for various grants primarily from the Department of Housing and Urban Development to provide for community development of rundown areas; to promote new housing, child care centers and public recreation areas; to provide a variety of social programs for the underprivileged and provide loans for various community development activities. This fund also includes proceeds from a bond issuance to benefit the Seismic Safety Loan Program which provides loans for seismic strengthening of privately-owned unreinforced masonry buildings in the City.

Community Health Services Fund -- Accounts for state and federal grants used to promote public health and mental health programs.

Convention Facilities Fund -- Accounts for operating revenues of the convention facilities: Moscone Center, Brooks Hall and Civic Auditorium. In addition to transfers for lease payments of the Moscone Center, this fund provides for operating costs of the various convention facilities and the San Francisco Convention and Visitors Bureau.

Court's Fund -- Accounts for a portion of revenues from court filing fees that are specifically dedicated for Courthouse costs.

Culture and Recreation Fund -- Accounts for revenues received from a variety of cultural and recreational funds such as Public Arts, Youth Arts and Yacht Harbor with revenues used for certain specified operating costs.

Environmental Protection Fund -- Accounts for revenues received from state, federal and other sources for the preservation of the environment, recycling, and reduction of toxic waste from the City's waste stream.

(Continued)

CITY AND COUNTY OF SAN FRANCISCO

SPECIAL REVENUE FUNDS (Continued)

Gasoline Tax Fund -- Accounts for the subventions received from state gas taxes under the provision of the Streets and Highways Code and for operating transfers from other funds which are used for the same purposes. State subventions are restricted to uses related to local streets and highways, acquisitions of real property, construction and improvements, and maintenance and repairs.

General Services Fund -- Accounts for the activities of several non-grant activities, generally established by administrative action.

Gift Fund -- Accounts for certain cash gifts which have been accepted by the Board of Supervisors on behalf of the City and the operations of two smaller funds that cannot properly be grouped into the Gift Fund because of their specific terms. Disbursements are made by departments, boards and commissions in accordance with the purposes, if any, specified by the donor. Activities are controlled by project accounting procedures maintained by the Controller.

Golf Fund -- Accounts for the revenue and expenditures related to the City's six golf courses.

Human Welfare Fund -- Accounts for state and federal grants used to promote education and discourage domestic violence.

Open Space and Park Fund -- Accounts for property tax revenues designated by Charter provision, interest earnings and miscellaneous service charges and gifts. Monies in this fund are used as specified in the Charter for acquisition and development of parks and open space parcels, for renovation of existing parks and recreation facilities, for maintenance of properties acquired and for after-school recreation programs.

Public Library Fund -- Accounts for property tax revenues and interest earnings designated by Charter provision. Monies in this fund are to be expended or used exclusively by the library department to provide library services and materials and to operate library facilities.

Public Protection Fund -- Accounts for grants received and revenues and expenditures of 21 special revenue funds including fingerprinting, vehicle theft crimes, peace officer training and other activities related to public protection.

Public Works, Transportation and Commerce Fund -- Accounts for the revenues and expenditures of 13 special revenue funds including construction inspection, engineering inspection and other activities related to public works projects. In addition, the fund accounts for various grants from federal and state agencies expended for specific purposes, activities or facilities related to transportation and commerce.

Real Property Fund -- Accounts for the lease revenue from real property purchased with the proceeds from certificates of participation. The lease revenue is used for operations and to pay for debt service of the certificates of participation. Sales and disposals of real property are also accounted for in this fund.

(Continued)

CITY AND COUNTY OF SAN FRANCISCO

SPECIAL REVENUE FUNDS (Continued)

San Francisco County Transportation Authority Fund -- Accounts for the proceeds of a one-half of one percent increase in local sales tax authorized by the voters for mass transit and other traffic and transportation purposes.

Senior Citizens' Program Fund -- Accounts for revenues from the allocation of one-fifth of the parking tax receipts and for grants from the state to be used to promote the well-being of San Francisco senior citizens.

War Memorial Fund -- Accounts for the costs of maintaining, operating and caring for the War Memorial buildings and grounds.

DEBT SERVICE FUNDS

The Debt Service Funds account for the accumulation of property taxes and other revenues for periodic payment of interest and principal on general obligation and certain lease revenue bonds and related authorized costs.

General Obligation Bond Fund -- Accounts for property taxes and other revenues for periodic payment of interest and principal of general obligation bonds and related costs. Provisions are made in the general property tax levy for monies sufficient to meet these requirements in accordance with Article XIII of the State Constitution (Proposition 13).

Certificates of Participation (COP) Funds -- Accounts for transfers of Base Rental payments from the various COP Special Revenue Funds and General Fund which provide for periodic payments of interest and principal. The COPs are being sold to provide funds to finance the acquisition of existing office buildings and certain improvements thereto, or the construction of City buildings such as the Courthouse, to be leased to the City for use of certain City departments as office space.

Other Bond Funds -- Accounts for funds and debt service of two nonprofit corporations (Social Services Corporation and San Francisco Stadium, Inc.) and business tax settlement bonds.

CAPITAL PROJECTS FUNDS

Capital Projects Funds are used to account for financial resources to be used for the acquisition of land or acquisition and construction of major facilities other than those financed in the proprietary fund types.

City Facilities Improvement Fund -- Accounts for bond proceeds, capital lease financing, federal and local funds and transfers from other funds which are designated for various buildings and general improvements. Expenditures for acquisition and construction of public buildings and improvements are made in accordance with bond requirements and appropriation ordinances.

(Continued)

CITY AND COUNTY OF SAN FRANCISCO

CAPITAL PROJECTS FUNDS (Continued)

Earthquake Safety Improvement Fund -- Accounts for bond proceeds, Federal/State grants and private gifts which are designated for earthquake facilities improvements to various City buildings and facilities. Expenditures for construction are made in accordance with bond requirements and grant regulations.

Fire Protection Systems Improvement Fund -- Accounts for bond proceeds which are designated for improvements in fire protection facilities. Expenditures for construction are made in accordance with bond requirements.

Moscone Convention Center Fund -- Accounts for proceeds from Moscone Convention Center Lease Revenue Bonds and transfers from the General Fund and Convention Facilities Special Revenue Fund. Expenditures are for construction of the George R. Moscone Convention Center and for related administrative costs.

Public Library Improvement Fund -- Accounts for bond proceeds and private gifts which are designated for construction of public library facilities including a new main library. Expenditures for construction are made in accordance with bond requirements and private funds agreements.

Recreation and Park Projects Fund -- Accounts for bond proceeds, Federal and state grants, gifts and transfers from other funds which are designated for various recreation and park additions and development. Expenditures for acquisition and construction of recreation and park facilities are made in accordance with bond requirements and appropriation ordinances.

Street Improvement Fund -- Accounts for gas tax subventions, bond fund proceeds and other revenues which are designated for general street improvements. Expenditures for land acquisition and construction of designated improvements are made in accordance with applicable state codes, City charter provisions and bond requirements.

PERMANENT FUND

Permanent funds are used to report resources that are legally restricted to the extent that only earnings, not principal, may be used for purposes that support the reporting government's programs.

Bequest Fund -- Accounts for income and disbursements of bequests accepted by the City. Disbursements are made in accordance with terms of the bequests.



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CITY AND COUNTY OF SAN FRANCISCO
Combining Balance Sheet
Nonmajor Governmental Funds

June 30, 2008
(In Thousands)

| ASSETS | Special Revenue Funds | Debt Service Funds | Capital Projects Funds | Permanent Fund Bequest Fund | Total Nonmajor Governmental Funds |
|---|-----------------------------|--------------------------|------------------------------|--------------------------------------|--|
| Deposits and investments with City Treasury..... | \$ 507,165 | \$ 34,628 | \$ 201,050 | \$ 7,588 | \$ 750,431 |
| Deposits and investments outside City Treasury..... | 9,031 | 15,028 | 24,721 | 54 | 48,834 |
| Receivables: | | | | | |
| Property taxes and penalties..... | 3,696 | 6,167 | - | - | 9,863 |
| Other local taxes..... | 15,269 | - | - | - | 15,269 |
| Federal and state grants and subventions..... | 85,465 | - | 13,547 | - | 99,012 |
| Charges for services..... | 11,337 | 219 | - | - | 11,556 |
| Interest and other..... | 4,733 | 532 | 1,027 | 31 | 6,323 |
| Due from other funds..... | 611 | 10,967 | - | - | 11,578 |
| Due from component unit..... | 1,621 | 958 | - | - | 2,579 |
| Loans receivable (net of allowance for uncollectibles)..... | 67,325 | - | - | - | 67,325 |
| Deferred charges and other assets..... | 3,780 | - | 39 | - | 3,819 |
| Total assets..... | \$ 710,033 | \$ 56,355 | \$ 252,528 | \$ 7,673 | \$ 1,026,589 |
| LIABILITIES AND FUND BALANCES | | | | | |
| Liabilities: | | | | | |
| Accounts payable..... | \$ 82,991 | \$ 321 | \$ 31,567 | \$ 10 | \$ 114,889 |
| Accrued payroll..... | 14,108 | - | 1,152 | 19 | 15,279 |
| Deferred tax, grant and subvention revenues..... | 45,763 | 6,069 | 7,575 | 50 | 59,457 |
| Due to other funds..... | 11,961 | - | 10,914 | - | 22,875 |
| Deferred credits and other liabilities..... | 75,092 | 3,019 | 19,570 | 674 | 98,355 |
| Bonds, loans, capital leases and other payables..... | 150,000 | - | - | - | 150,000 |
| Total liabilities..... | 379,615 | 9,409 | 70,778 | 753 | 460,555 |
| Fund balances: | | | | | |
| Reserved for assets not available for appropriation..... | 18,503 | - | 1,257 | 54 | 19,814 |
| Reserved for debt service..... | 388 | 46,946 | - | - | 47,334 |
| Reserved for encumbrances..... | 96,207 | - | 97,179 | 75 | 193,481 |
| Reserved for appropriation carryforward..... | 229,574 | - | 81,188 | 3,289 | 314,051 |
| Reserved for subsequent years' budgets..... | 13,504 | - | - | - | 13,504 |
| Unreserved (deficit)..... | (27,758) | - | 2,126 | 3,502 | (22,130) |
| Total fund balances..... | 330,418 | 46,946 | 181,750 | 6,920 | 566,034 |
| Total liabilities and fund balances..... | \$ 710,033 | \$ 56,355 | \$ 252,528 | \$ 7,673 | \$ 1,026,589 |

CITY AND COUNTY OF SAN FRANCISCO
Combining Statement of Revenues, Expenditures, and
Changes in Fund Balances
Nonmajor Governmental Funds

Year ended June 30, 2008
(In Thousands)

| Revenues: | Special Revenue Funds | Debt Service Funds | Capital Projects Funds | Permanent Fund Bequest Fund | Total Nonmajor Governmental Funds |
|--|-----------------------------|--------------------------|------------------------------|--------------------------------------|--|
| Property taxes..... | \$ 105,523 | \$ 134,353 | \$ - | \$ - | \$ 239,876 |
| Business taxes..... | 1,768 | - | - | - | 1,768 |
| Other local taxes..... | 132,104 | - | - | - | 133,104 |
| Licenses, permits and franchises..... | 7,731 | - | - | - | 7,731 |
| Fines, forfeitures and penalties..... | 4,819 | - | - | - | 4,819 |
| Interest and investment income..... | 23,893 | 3,470 | 10,852 | 262 | 38,477 |
| Rents and concessions..... | 48,542 | 789 | 709 | 630 | 50,670 |
| Intergovernmental: | | | | | |
| Federal..... | 146,660 | - | 8,596 | - | 155,256 |
| State..... | 79,254 | 685 | 4,292 | - | 84,231 |
| Other..... | 2,031 | - | 13,876 | - | 15,907 |
| Charges for services..... | 153,216 | - | - | - | 153,216 |
| Other..... | 62,597 | - | - | - | 63,373 |
| Total revenues..... | 768,128 | 139,297 | 39,086 | 15 | 948,418 |
| Expenditures: | | | | | |
| Capital: | | | | | |
| Public protection..... | 52,317 | - | - | - | 52,317 |
| Public works, transportation and commerce..... | 252,984 | - | - | - | 252,984 |
| Human welfare and neighborhood development..... | 215,650 | - | - | 118 | 215,768 |
| Community health..... | 88,111 | - | - | - | 88,111 |
| Culture and recreation..... | 204,147 | - | - | 429 | 204,576 |
| General administration and finance..... | 17,151 | - | - | - | 17,151 |
| Debt service: | | | | | |
| Principal retirement..... | 331 | - | - | - | 331 |
| Interest and fiscal charges..... | 11 | 105,705 | - | - | 105,716 |
| Bond issuance costs..... | 4,072 | 71,619 | 6 | - | 75,697 |
| Capital outlay..... | 8 | 589 | 493 | - | 1,090 |
| Total expenditures..... | 834,782 | 177,913 | 133,654 | 547 | 1,146,896 |
| Excess (deficiency) of revenues over (under) expenditures..... | (65,654) | (38,616) | (94,568) | 360 | (198,478) |
| Other financing sources (uses): | | | | | |
| Transfers in..... | 121,371 | 34,476 | 17,954 | - | 173,801 |
| Transfers out..... | (73,522) | - | (106,974) | (36) | (180,532) |
| Issuance of bonds and loans | | | | | |
| Face value of bonds issued..... | 7,695 | 271,395 | 31,065 | - | 310,155 |
| Face value of loans issued..... | 1,829 | 12,744 | 327 | - | 13,871 |
| Premium on issuance of bonds..... | - | (283,494) | - | - | (283,494) |
| Payment to refunded bond escrow agent | - | - | - | - | - |
| Other financing sources-capital leases..... | 4,261 | - | 14,943 | - | 19,204 |
| Total other financing sources (uses)..... | 61,634 | 35,121 | (42,685) | (36) | 54,034 |
| Net change in fund balances..... | (3,490) | (3,496) | (137,253) | 324 | (144,444) |
| Fund balances at beginning of year..... | 334,441 | 50,441 | 319,003 | 6,596 | 710,478 |
| Fund balances at end of year..... | \$ 330,418 | \$ 46,946 | \$ 181,750 | \$ 6,920 | \$ 566,034 |

CITY AND COUNTY OF SAN FRANCISCO
Combining Balance Sheet
Nonmajor Governmental Funds - Special Revenue

June 30, 2008
(In Thousands)

| ASSETS | Building and Inspection Fund | Children and Families Fund | Community/Neighborhood Development Fund | Health Services Fund | Convention Facilities Fund | Court's Recreation Fund | Cultural and Recreation Fund | Environmental Protection Fund |
|---|------------------------------|----------------------------|---|----------------------|----------------------------|-------------------------|------------------------------|-------------------------------|
| Deposits and investments with City Treasury..... | \$25,430 | \$66,898 | \$112,884 | \$ 9,689 | \$16,034 | \$ 2,044 | \$ 8,996 | \$ 35 |
| Deposits and investments outside City Treasury..... | - | - | 2,612 | 2 | - | - | 23 | - |
| Receivables..... | - | 1,396 | - | - | - | - | - | - |
| Property taxes and penalties..... | - | - | - | - | - | - | - | - |
| Other local taxes..... | - | - | - | - | - | - | - | - |
| Federal and state grants and subventions..... | - | 4,542 | 7,139 | 25,930 | - | - | - | 1,369 |
| Charges for services..... | 114 | - | 50 | - | 963 | 265 | 312 | - |
| Interest and other..... | 95 | 343 | 460 | 36 | - | 9 | 25 | - |
| Due from other funds..... | - | - | - | - | - | - | 5 | 173 |
| Due from component unit..... | - | - | 1,540 | - | - | - | - | 81 |
| Loans receivable (net of allowance for uncollectibles)..... | 302 | - | 67,023 | - | - | - | - | - |
| Deferred charges and other assets..... | - | - | 446 | - | - | - | - | - |
| Total assets..... | <u>\$25,941</u> | <u>\$73,169</u> | <u>\$192,154</u> | <u>\$35,657</u> | <u>\$16,997</u> | <u>\$2,318</u> | <u>\$9,361</u> | <u>\$1,658</u> |
| LIABILITIES AND FUND BALANCES | | | | | | | | |
| Liabilities: | | | | | | | | |
| Accounts payable..... | \$ 740 | \$25,999 | \$ 4,801 | \$12,674 | \$ 1,833 | \$ - | \$ 771 | \$ 883 |
| Accrued payroll..... | 1,366 | 695 | 489 | 1,175 | 18 | 1 | 132 | 37 |
| Deferred tax, grant and subvention revenues..... | - | 1,984 | 191 | 12,074 | - | - | - | 680 |
| Due to other funds..... | - | - | 51,876 | 2,000 | 3,772 | - | - | 300 |
| Deferred credits and other liabilities..... | 7,370 | 825 | - | - | - | - | - | 81 |
| Bonds, loans, capital leases and other payables..... | - | - | - | - | - | - | - | - |
| Total liabilities..... | <u>9,466</u> | <u>29,503</u> | <u>57,357</u> | <u>27,923</u> | <u>5,623</u> | <u>1</u> | <u>903</u> | <u>1,961</u> |
| Fund balances: | | | | | | | | |
| Reserved for assets not available for appropriation..... | - | - | 17,769 | - | - | - | - | - |
| Reserved for debt service..... | - | - | - | - | - | - | - | - |
| Reserved for encumbrances..... | 1,611 | 8,430 | 21,048 | 14,399 | 3,183 | 7 | 537 | 1,122 |
| Reserved for appropriation carryforward..... | 8,811 | 21,762 | 96,360 | 10,263 | 4,966 | 635 | 4,973 | - |
| Reserved for subsequent years' budgets..... | - | 13,500 | - | - | - | - | - | - |
| Unreserved (deficit)..... | 6,053 | (26) | (380) | (16,918) | 3,225 | 1,675 | 2,944 | (1,445) |
| Total fund balances..... | <u>16,475</u> | <u>43,666</u> | <u>134,797</u> | <u>7,734</u> | <u>11,374</u> | <u>2,317</u> | <u>8,458</u> | <u>(323)</u> |
| Total liabilities and fund balances..... | <u>\$25,941</u> | <u>\$73,169</u> | <u>\$192,154</u> | <u>\$35,657</u> | <u>\$16,997</u> | <u>\$2,318</u> | <u>\$9,361</u> | <u>\$1,658</u> |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
Combining Balance Sheet
Nonmajor Governmental Funds - Special Revenue

June 30, 2008
(In Thousands)

| ASSETS | Gasoline Tax Fund | General Services Fund | Gift Fund | Golf Fund | Human Welfare Fund | Open Space and Park Fund | Public Library Fund |
|---|-------------------|-----------------------|-----------------|-----------------|--------------------|--------------------------|---------------------|
| Deposits and investments with City Treasury..... | \$ - | \$ 7,950 | \$ 6,243 | \$ 2,120 | \$ 2,153 | \$ 28,077 | \$31,705 |
| Deposits and investments outside City Treasury..... | - | - | - | - | - | - | - |
| Treasury..... | 40 | - | 469 | - | - | - | - |
| Receivables..... | - | - | - | - | - | - | - |
| Property taxes and penalties..... | - | - | - | - | - | 1,155 | 1,155 |
| Other local taxes..... | - | - | - | - | - | - | - |
| Federal and state grants and subventions..... | 6,964 | 1,725 | 2 | - | 2,954 | - | - |
| Charges for services..... | 429 | 1,866 | - | 448 | - | - | - |
| Interest and other..... | 4 | 411 | 6 | 8 | 5 | 133 | 141 |
| Due from other funds..... | 211 | - | - | - | - | - | - |
| Due from component unit..... | - | - | - | - | - | - | - |
| Loans receivable (net of allowance for uncollectibles)..... | - | - | - | - | - | - | - |
| Deferred charges and other assets..... | - | - | - | - | - | - | - |
| Total assets..... | <u>\$ 7,640</u> | <u>\$11,952</u> | <u>\$ 6,720</u> | <u>\$ 2,576</u> | <u>\$ 5,112</u> | <u>\$29,365</u> | <u>\$33,001</u> |
| LIABILITIES AND FUND BALANCES | | | | | | | |
| Liabilities: | | | | | | | |
| Accounts payable..... | \$ 89 | \$ 5,049 | \$ 180 | \$ 544 | \$ 897 | \$ 275 | \$ 3,151 |
| Accrued payroll..... | 1,360 | 310 | 11 | 155 | 38 | 642 | 2,393 |
| Deferred tax, grant and subvention revenues..... | - | - | 326 | - | 654 | 1,133 | 1,174 |
| Due to other funds..... | 5,060 | - | - | - | - | - | - |
| Deferred credits and other liabilities..... | - | 125 | - | 114 | - | 692 | 692 |
| Bonds, loans, capital leases and other payables..... | - | - | - | - | - | - | - |
| Total liabilities..... | <u>6,509</u> | <u>5,484</u> | <u>517</u> | <u>813</u> | <u>1,589</u> | <u>2,742</u> | <u>7,410</u> |
| Fund balances: | | | | | | | |
| Reserved for assets not available for appropriation..... | - | - | 469 | - | - | - | - |
| Reserved for debt service..... | - | - | - | - | - | - | - |
| Reserved for encumbrances..... | 353 | 597 | 209 | 313 | 4,659 | 1,674 | 4,964 |
| Reserved for appropriation carryforward..... | 805 | 5,316 | 4,684 | 749 | 969 | 15,808 | 4,443 |
| Reserved for subsequent years' budgets..... | - | - | - | - | - | - | - |
| Unreserved (deficit)..... | (19) | 555 | 841 | 701 | (2,105) | 9,141 | 16,184 |
| Total fund balances..... | <u>1,139</u> | <u>6,468</u> | <u>6,203</u> | <u>1,763</u> | <u>3,523</u> | <u>26,623</u> | <u>25,691</u> |
| Total liabilities and fund balances..... | <u>\$ 7,640</u> | <u>\$11,952</u> | <u>\$ 6,720</u> | <u>\$ 2,576</u> | <u>\$ 5,112</u> | <u>\$29,365</u> | <u>\$33,001</u> |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO

Combining Balance Sheet
Nonmajor Governmental Funds - Special Revenue (Continued)

June 30, 2008

(In Thousands)

| | San Francisco | | | | |
|---|---------------------------------|--------------------------|--------------------------------|-----------------|-----------|
| | Public Works, Transportation | County Transportation | Senior Citizens' Program | War Memorial | Total |
| ASSETS | Public Fund | Real Property Fund | Authority Fund | Fund | |
| Deposits and investments with City Treasury..... | \$10,965 | \$ 23,437 | \$ 10,242 | \$ 243 | \$11,406 |
| Deposits and investments outside City Treasury..... | 42 | - | 347 | - | 9,031 |
| Receivables..... | - | - | - | - | - |
| Property taxes and penalties..... | 838 | - | - | - | 3,696 |
| Other local taxes..... | 27,678 | 570 | - | - | 15,289 |
| Federal and state grants and subventions..... | 2,147 | 4,742 | 1,032 | - | 85,485 |
| Charges for services..... | 363 | - | - | - | 11,337 |
| Interest and other..... | - | - | 2,694 | - | 4,733 |
| Due from other funds..... | - | 8 | - | - | 611 |
| Due from component unit..... | - | - | - | - | 1,621 |
| Loans receivable (net of allowance for uncollectibles)..... | - | - | - | - | - |
| Deferred charges and other assets..... | 1 | 3,278 | - | - | 3,780 |
| Total assets..... | \$42,034 | \$ 32,035 | \$ 10,804 | \$ 1,275 | \$710,033 |
| | | | | | |
| LIABILITIES AND FUND BALANCES | | | | | |
| LIABILITIES: | | | | | |
| Accounts payable..... | \$14,933 | \$ 1,806 | \$ 654 | \$ 437 | \$ 82,981 |
| Accrued payroll..... | 2,556 | 2,339 | 101 | - | 391 |
| Deferred tax, grant and subvention revenues..... | 26,494 | 44 | - | 1,009 | 45,763 |
| Due to other funds..... | - | 3,327 | - | 838 | 11,661 |
| Deferred credits and other liabilities..... | - | 4,995 | - | 19 | 75,092 |
| Bonds, loans, capital leases and other payables..... | - | - | 150,000 | - | 150,000 |
| Total liabilities..... | 43,783 | 12,511 | 755 | 2,284 | 379,615 |
| Fund balances: | | | | | |
| Reserved for assets not available for appropriation..... | 1 | - | 264 | - | 18,503 |
| Reserved for debt service..... | - | - | - | - | 388 |
| Reserved for encumbrances..... | 10,863 | 6,584 | 905 | 194 | 96,207 |
| Reserved for appropriation carryforward..... | 22,534 | 8,700 | 8,080 | 8,421 | 229,574 |
| Reserved for subsequent years' budgets..... | - | - | - | - | 13,504 |
| Unreserved (deficit)..... | (35,137) | 4,240 | 800 | (1,009) | (27,758) |
| Total fund balances..... | (1,749) | 19,524 | 10,049 | (1,009) | 330,418 |
| Total liabilities and fund balances..... | \$42,034 | \$ 32,035 | \$ 10,804 | \$ 1,275 | \$710,033 |

152

CITY AND COUNTY OF SAN FRANCISCO

Combining Statement of Revenues, Expenditures, and
Changes in Fund Balances

Nonmajor Governmental Funds - Special Revenue

Year ended June 30, 2008

(In Thousands)

| | San Francisco | | | | |
|---|---------------------------------|--------------------------|--------------------------------|-----------------|-----------|
| | Public Works, Transportation | County Transportation | Senior Citizens' Program | War Memorial | Total |
| ASSETS | Public Fund | Real Property Fund | Authority Fund | Fund | |
| Deposits and investments with City Treasury..... | \$10,965 | \$ 23,437 | \$ 10,242 | \$ 243 | \$11,406 |
| Deposits and investments outside City Treasury..... | 42 | - | 347 | - | 9,031 |
| Receivables..... | - | - | - | - | - |
| Property taxes and penalties..... | 838 | - | - | - | 3,696 |
| Other local taxes..... | 27,678 | 570 | - | - | 15,289 |
| Federal and state grants and subventions..... | 2,147 | 4,742 | 1,032 | - | 85,485 |
| Charges for services..... | 363 | - | - | - | 11,337 |
| Interest and other..... | - | - | 2,694 | - | 4,733 |
| Due from other funds..... | - | 8 | - | - | 611 |
| Due from component unit..... | - | - | - | - | 1,621 |
| Loans receivable (net of allowance for uncollectibles)..... | - | - | - | - | - |
| Deferred charges and other assets..... | 1 | 3,278 | - | - | 3,780 |
| Total assets..... | \$42,034 | \$ 32,035 | \$ 10,804 | \$ 1,275 | \$710,033 |
| | | | | | |
| LIABILITIES AND FUND BALANCES | | | | | |
| LIABILITIES: | | | | | |
| Accounts payable..... | \$14,933 | \$ 1,806 | \$ 654 | \$ 437 | \$ 82,981 |
| Accrued payroll..... | 2,556 | 2,339 | 101 | - | 391 |
| Deferred tax, grant and subvention revenues..... | 26,494 | 44 | - | 1,009 | 45,763 |
| Due to other funds..... | - | 3,327 | - | 838 | 11,661 |
| Deferred credits and other liabilities..... | - | 4,995 | - | 19 | 75,092 |
| Bonds, loans, capital leases and other payables..... | - | - | 150,000 | - | 150,000 |
| Total liabilities..... | 43,783 | 12,511 | 755 | 2,284 | 379,615 |
| Fund balances: | | | | | |
| Reserved for assets not available for appropriation..... | 1 | - | 264 | - | 18,503 |
| Reserved for debt service..... | - | - | - | - | 388 |
| Reserved for encumbrances..... | 10,863 | 6,584 | 905 | 194 | 96,207 |
| Reserved for appropriation carryforward..... | 22,534 | 8,700 | 8,080 | 8,421 | 229,574 |
| Reserved for subsequent years' budgets..... | - | - | - | - | 13,504 |
| Unreserved (deficit)..... | (35,137) | 4,240 | 800 | (1,009) | (27,758) |
| Total fund balances..... | (1,749) | 19,524 | 10,049 | (1,009) | 330,418 |
| Total liabilities and fund balances..... | \$42,034 | \$ 32,035 | \$ 10,804 | \$ 1,275 | \$710,033 |

153

CITY AND COUNTY OF SAN FRANCISCO

Combining Statement of Revenues, Expenditures, and Changes in Fund Balances

Nonmajor Governmental Funds - Special Revenue (Continued)

Year ended June 30, 2008

(In Thousands)

| | Gasoline Tax Fund | General Services Fund | Gift Fund | Golf Fund | Human Welfare Fund | Open Space and Park Fund | Public Library Fund |
|--|-------------------------|-----------------------------|--------------|---------------|--------------------------|-----------------------------------|---------------------------|
| Revenues: | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 33,176 | \$ 32,889 |
| Business taxes..... | - | - | - | - | - | - | - |
| Other local taxes..... | - | - | - | - | - | - | - |
| Licenses, permits and franchises..... | - | 1,827 | - | - | 283 | - | - |
| Fines, forfeitures and penalties..... | - | 145 | - | - | 3 | - | - |
| Interest and investment income..... | 204 | 76 | 286 | 80 | 72 | 815 | 1,110 |
| Rents and concessions..... | - | 737 | - | 3,286 | - | - | 37 |
| Intergovernmental: | | | | | | | |
| Federal..... | - | 5,404 | - | - | 11,775 | - | 7 |
| State..... | 17,644 | - | - | - | 61 | 165 | 621 |
| Other..... | 462 | 1,446 | 94 | 7,794 | 202 | - | 756 |
| Charges for services..... | 633 | - | 4,304 | - | 317 | - | 6 |
| Other..... | 18,943 | 9,725 | 4,684 | 11,160 | 12,713 | 34,156 | 35,426 |
| Total revenues..... | 19,943 | 9,725 | 4,684 | 11,160 | 12,713 | 34,156 | 35,426 |
| Expenditures: | | | | | | | |
| Current: | | | | | | | |
| Public protection..... | 41,190 | 289 | 101 | - | - | - | 3,879 |
| Public works, transportation and commerce..... | - | 1,400 | 265 | - | - | 881 | - |
| Human welfare and neighborhood development..... | - | - | 588 | - | 15,544 | - | - |
| Community health..... | - | 430 | - | - | - | - | - |
| Culture and recreation..... | - | 618 | 10,821 | - | 32,137 | - | 71,287 |
| General administration and finance..... | - | 7,182 | 153 | - | - | - | - |
| General City responsibilities..... | - | 331 | - | - | - | - | - |
| Debt service..... | - | - | - | - | - | - | - |
| Principal retirement..... | - | - | - | - | - | - | - |
| Interest and fiscal charges..... | - | - | - | - | - | - | - |
| Bond issuance costs..... | - | - | - | - | - | - | - |
| Total expenditures..... | 41,190 | 9,802 | 2,155 | 10,821 | 15,544 | 33,018 | 75,166 |
| Excess (deficiency) of revenues over (under) expenditures..... | (22,247) | (77) | 2,529 | 339 | (2,831) | 1,138 | (39,740) |
| Other financing sources (uses): | | | | | | | |
| Transfers in..... | 11,423 | 1,240 | 200 | 1,294 | 3,295 | 1,417 | 40,881 |
| Transfers out..... | (48) | - | (2,376) | (1,417) | (16) | (76) | (281) |
| Issuance of bonds and loans | - | - | - | - | - | - | - |
| Face value of bonds issued..... | - | - | - | - | - | - | - |
| Other financing sources-capital leases..... | 4,261 | - | - | - | - | - | - |
| Total other financing sources (uses)..... | 15,636 | 1,240 | (2,176) | (123) | 3,279 | 1,341 | 40,580 |
| Net change in fund balances..... | (6,611) | 1,163 | 353 | 216 | 448 | 2,479 | 840 |
| Fund balances at beginning of year..... | 7,750 | 5,305 | 5,850 | 1,547 | 3,075 | 24,144 | 24,751 |
| Fund balances at end of year..... | \$ 1,139 | \$ 6,468 | \$ 6,203 | \$ 1,763 | \$ 3,523 | \$ 26,623 | \$ 25,591 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO

Combining Statement of Revenues, Expenditures, and Changes in Fund Balances

Nonmajor Governmental Funds - Special Revenue (Continued)

Year ended June 30, 2008

(In Thousands)

| | Public Protection Fund | Public Works, Transportation and Commerce Fund | Real Property Authority Fund | San Francisco County Transportation Fund | Senior Citizens' Program Fund | War Memorial Fund | Total |
|--|------------------------------|--|---------------------------------------|---|--|-------------------------|----------------|
| Revenues: | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 105,523 |
| Business taxes..... | - | - | - | - | - | - | 1,758 |
| Other local taxes..... | - | - | - | 79,556 | - | 9,832 | 133,104 |
| Licenses, permits and franchises..... | 1,878 | - | - | - | - | - | 7,731 |
| Fines, forfeitures and penalties..... | 2,039 | 563 | - | - | - | - | 4,819 |
| Interest and investment income..... | 937 | 1,143 | 183 | 6,212 | - | 475 | 23,893 |
| Rents and concessions..... | - | 82 | 23,580 | - | - | 1,957 | 48,542 |
| Intergovernmental: | | | | | | | |
| Federal..... | 23,860 | 1,031 | - | - | 3,180 | - | 146,660 |
| State..... | 11,179 | 79 | - | 8,906 | 1,911 | - | 79,254 |
| Other..... | 3 | 1,784 | - | - | - | 327 | 2,031 |
| Charges for services..... | 57,777 | 19,780 | 76 | - | - | - | 153,216 |
| Other..... | 217 | 334 | - | 687 | - | - | 62,597 |
| Total revenues..... | 97,890 | 24,795 | 23,839 | 95,361 | 5,091 | 12,592 | 789,128 |
| Expenditures: | | | | | | | |
| Current: | | | | | | | |
| Public protection..... | 51,655 | - | - | - | - | - | 52,317 |
| Public works, transportation and commerce..... | 84,886 | 14,590 | 9 | 56,259 | - | 435 | 252,964 |
| Human welfare and neighborhood development..... | - | - | - | - | 6,123 | - | 215,650 |
| Community health..... | 77 | 6,019 | - | - | - | - | 288,111 |
| Culture and recreation..... | 1,166 | - | - | - | - | - | 204,147 |
| General administration and finance..... | 156 | 32 | 8,312 | - | - | 11,533 | 17,151 |
| General City responsibilities..... | - | 164 | - | - | - | - | 331 |
| Debt service..... | - | - | - | - | - | - | - |
| Principal retirement..... | - | - | - | - | - | - | 11 |
| Interest and fiscal charges..... | - | - | - | 4,072 | - | - | 4,072 |
| Bond issuance costs..... | - | - | - | - | - | - | 8 |
| Total expenditures..... | 137,940 | 20,805 | 8,321 | 60,331 | 6,123 | 11,968 | 834,782 |
| Excess (deficiency) of revenues over (under) expenditures..... | (40,050) | 3,991 | 15,518 | 35,030 | (1,032) | 624 | (65,654) |
| Other financing sources (uses): | | | | | | | |
| Transfers in..... | 22,491 | 1,065 | - | - | 23 | - | 121,371 |
| Transfers out..... | (3,529) | (1,249) | (8,997) | (44,633) | - | (475) | (73,522) |
| Issuance of bonds and loans | - | - | - | - | - | - | 7,695 |
| Face value of bonds issued..... | - | - | - | - | - | - | 1,829 |
| Other financing sources-capital leases..... | - | - | - | - | - | - | 4,261 |
| Total other financing sources (uses)..... | 18,962 | (184) | (8,997) | (44,633) | 23 | (475) | 61,634 |
| Net change in fund balances..... | (21,088) | 3,807 | 6,521 | (9,603) | (1,009) | 149 | (4,020) |
| Fund balances at beginning of year..... | 19,339 | 15,717 | 3,528 | 6,591 | - | 10,658 | 334,438 |
| Fund balances at end of year..... | \$ (1,749) | \$ 19,524 | \$ 10,049 | \$ (3,012) | \$ (1,009) | \$ 10,807 | \$ 330,418 |

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis

Year ended June 30, 2008

(In Thousands)

| | Building Inspection Fund | | | | Children and Families Fund | | | | |
|---|--------------------------|-----------------|------------------|------------------------------------|----------------------------|------------------|------------------|------------------------------------|--|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) | |
| Revenues: | | | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ 39,951 | \$ 39,951 | \$ 39,458 | \$ (493) | |
| Business taxes..... | - | - | - | - | - | - | - | - | |
| Other local taxes..... | - | - | - | - | - | - | - | - | |
| Licenses, permits, and franchises..... | 4,000 | 4,000 | 3,565 | (435) | - | - | - | - | |
| Fines, forfeitures, and penalties..... | - | - | - | - | - | - | - | - | |
| Interest and investment income..... | 800 | 800 | 800 | - | 748 | 893 | 2,532 | 1,639 | |
| Rents and concessions..... | - | - | - | - | - | - | - | - | |
| Intergovernmental: | | | | | | | | | |
| Federal..... | - | - | - | - | 9,723 | 10,345 | 10,288 | (77) | |
| State..... | - | - | - | - | 14,680 | 14,319 | 14,289 | (30) | |
| Other..... | - | - | - | - | - | - | - | - | |
| Charges for services..... | 35,593 | 35,593 | 39,308 | 3,715 | 1,137 | 2,254 | 2,246 | (8) | |
| Other revenues..... | - | - | - | - | - | - | - | - | |
| Total revenues..... | 40,393 | 40,393 | 43,673 | 3,280 | 68,239 | 67,762 | 68,793 | 1,031 | |
| Expenditures: | | | | | | | | | |
| Public protection..... | - | - | - | - | - | - | - | - | |
| Public works, transportation and commerce..... | 46,662 | 47,679 | 43,595 | 4,084 | - | 10 | 10 | - | |
| Human welfare and neighborhood development..... | - | - | - | - | 102,701 | 103,027 | 102,853 | 174 | |
| Community health..... | - | - | - | - | - | - | - | - | |
| Culture and recreation..... | - | - | - | - | - | - | - | - | |
| General administration and finance..... | - | - | - | - | - | - | - | - | |
| General City responsibilities..... | - | - | - | - | - | - | - | - | |
| Total expenditures..... | 46,662 | 47,679 | 43,595 | 4,084 | 102,701 | 103,037 | 102,863 | 174 | |
| Excess (deficiency) of revenues over (under) expenditures..... | (6,269) | (7,316) | 78 | 7,394 | (36,462) | (35,275) | (34,070) | 1,205 | |
| Other financing sources (uses): | | | | | | | | | |
| Transfers in..... | - | - | - | - | 33,077 | 33,077 | 33,077 | - | |
| Transfers out..... | (750) | (750) | (750) | - | - | - | - | - | |
| Issuance of bonds..... | - | - | - | - | - | - | - | - | |
| Issuance of loans..... | - | - | - | - | - | - | - | - | |
| Bond issuance costs..... | - | - | - | - | - | - | - | - | |
| Budget reserves and designations..... | - | - | - | - | - | - | - | - | |
| Loan repayments and other financing sources (uses)..... | - | - | - | - | - | - | - | - | |
| Total other financing sources (uses)..... | (750) | (750) | (750) | - | 33,077 | 33,077 | 33,077 | - | |
| Net change in fund balances..... | (7,049) | (8,066) | (672) | 7,394 | (3,385) | (2,198) | (893) | 1,205 | |
| Budgetary fund balance (deficit), July 1..... | 7,049 | 17,227 | 17,227 | - | 3,385 | 45,560 | 45,560 | - | |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 9,161 | \$ 16,555 | \$ 7,394 | \$ - | \$ 43,362 | \$ 44,587 | \$ 1,205 | |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis

Year ended June 30, 2008

(In Thousands)

| | Community/Neighborhood Development Fund | | | | Community Health Services Fund | | | | |
|---|---|-------------------|-------------------|------------------------------------|--------------------------------|------------------|------------------|------------------------------------|--|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) | |
| Revenues: | | | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | |
| Business taxes..... | 835 | 835 | 1,736 | 923 | - | - | - | - | |
| Other local taxes..... | - | - | - | - | - | - | - | - | |
| Licenses, permits, and franchises..... | - | - | - | - | 2,281 | 2,282 | 2,028 | (254) | |
| Fines, forfeitures, and penalties..... | - | - | - | - | - | - | - | - | |
| Interest and investment income..... | 110 | 6,306 | 6,867 | 561 | 50 | 53 | 239 | 246 | |
| Rents and concessions..... | - | - | - | - | - | - | - | - | |
| Intergovernmental: | | | | | | | | | |
| Federal..... | - | 35,408 | 35,408 | - | 60,342 | 55,591 | 55,591 | - | |
| State..... | - | 88 | 88 | - | 20,892 | 28,141 | 28,141 | - | |
| Other..... | - | - | - | - | - | - | - | - | |
| Charges for services..... | 4,948 | 5,875 | 5,566 | (109) | 193 | 2,689 | 2,651 | (18) | |
| Other revenues..... | - | 53,815 | 53,802 | (453) | 265 | 464 | 464 | - | |
| Total revenues..... | 5,893 | 102,127 | 103,049 | 922 | 84,023 | 89,220 | 89,194 | (26) | |
| Expenditures: | | | | | | | | | |
| Public protection..... | - | - | - | - | - | - | - | - | |
| Public works, transportation and commerce..... | - | 5,297 | 5,297 | - | - | - | - | - | |
| Human welfare and neighborhood development..... | 6,357 | 73,364 | 72,995 | 369 | - | - | - | - | |
| Community health..... | - | - | - | - | 84,023 | 86,515 | 86,515 | - | |
| Culture and recreation..... | - | 30 | 30 | - | - | - | - | - | |
| General administration and finance..... | 1,759 | 1,264 | 1,264 | - | - | - | - | - | |
| General City responsibilities..... | - | - | - | - | - | - | - | - | |
| Total expenditures..... | 8,116 | 79,955 | 79,586 | 369 | 84,023 | 86,515 | 86,515 | - | |
| Excess (deficiency) of revenues over (under) expenditures..... | (2,223) | 22,172 | 23,463 | 1,291 | - | 2,705 | 2,679 | (26) | |
| Other financing sources (uses): | | | | | | | | | |
| Transfers in..... | - | 1,974 | 1,974 | - | - | - | - | - | |
| Transfers out..... | - | (1,957) | (1,957) | - | - | - | - | - | |
| Issuance of bonds..... | - | 7,695 | 7,695 | - | - | - | - | - | |
| Issuance of loans..... | - | 1,829 | 1,829 | - | - | - | - | - | |
| Bond issuance costs..... | - | (8) | (8) | - | - | - | - | - | |
| Budget reserves and designations..... | (110) | - | - | - | - | - | - | - | |
| Loan repayments and other financing sources (uses)..... | - | - | - | - | - | - | - | - | |
| Total other financing sources (uses)..... | (110) | 9,533 | 9,533 | - | - | - | - | - | |
| Net change in fund balances..... | (2,333) | 31,705 | 32,996 | 1,291 | - | 2,705 | 2,679 | (26) | |
| Budgetary fund balance (deficit), July 1..... | 2,333 | 92,128 | 92,128 | - | - | 15,351 | 15,351 | - | |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 123,833 | \$ 125,124 | \$ 1,291 | \$ - | \$ 18,056 | \$ 18,030 | \$ (26) | |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | Convention Facilities Fund | | | | Court's Fund | | | |
|---|----------------------------|------------------|------------------|------------------------------------|--------------------|-----------------|-----------------|------------------------------------|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
| Revenues: | | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| Business taxes..... | - | - | - | - | - | - | - | - |
| Other local taxes..... | 46,216 | 43,716 | 43,716 | - | - | - | - | - |
| Licenses, permits, and franchises..... | - | - | - | - | - | - | - | - |
| Fines, forfeitures, and penalties..... | - | - | 37 | 12 | 25 | 25 | 37 | 12 |
| Interest and investment income..... | - | - | - | - | 63 | 63 | 116 | 53 |
| Rents and concessions..... | 23,312 | 23,312 | 17,380 | (5,932) | - | - | - | - |
| Intergovernmental: | | | | | | | | |
| Federal..... | - | - | - | - | - | - | - | - |
| State..... | - | - | - | - | - | - | - | - |
| Other..... | 536 | 536 | 3,950 | 3,414 | 3,743 | 3,743 | 3,902 | 159 |
| Charges for services..... | - | - | 1,294 | 1,294 | - | - | - | - |
| Other revenues..... | 70,064 | 68,858 | 66,340 | (2,518) | 3,831 | 3,831 | 4,055 | 224 |
| Total revenues..... | 139,588 | 136,322 | 129,386 | (7,202) | 17,379 | 17,379 | 18,062 | 683 |
| Expenditures: | | | | | | | | |
| Public protection..... | - | - | - | - | 4,796 | 279 | 272 | 7 |
| Public works, transportation and commerce..... | - | - | - | - | - | 47 | 47 | - |
| Human welfare and neighborhood development..... | - | - | - | - | - | - | - | - |
| Community health..... | 5,900 | 5,394 | 5,394 | - | - | - | - | - |
| Culture and recreation..... | 72,213 | 72,049 | 70,012 | 2,037 | - | - | - | - |
| General administration and finance..... | - | - | - | - | - | - | - | - |
| General City responsibilities..... | - | - | - | - | - | - | - | - |
| Total expenditures..... | 78,113 | 77,443 | 75,406 | 2,037 | 4,796 | 326 | 319 | 7 |
| Excess (deficiency) of revenues over (under) expenditures..... | (40,525) | (41,121) | (46,020) | (4,899) | (13,417) | (14,951) | (15,746) | (1,795) |
| Other financing sources (uses): | | | | | | | | |
| Transfers in..... | 2,389 | 2,389 | 2,389 | - | - | - | - | - |
| Transfers out..... | - | - | - | - | (4,177) | (4,177) | (4,177) | - |
| Issuance of bonds..... | - | - | - | - | - | - | - | - |
| Issuance of loans..... | - | - | - | - | - | - | - | - |
| Bond issuance costs..... | - | - | - | - | - | - | - | - |
| Budget reserves and designations..... | - | - | - | - | - | - | - | - |
| Loan repayments and other financing sources (uses)..... | - | - | - | - | - | - | - | - |
| Total other financing sources (uses)..... | 2,389 | 2,389 | 2,389 | - | (4,177) | (4,177) | (4,177) | - |
| Net change in fund balances..... | (37,136) | (38,732) | (43,631) | (4,899) | (17,592) | (19,128) | (20,123) | (2,525) |
| Budgetary fund balance (deficit), July 1..... | 5,680 | 22,309 | 22,309 | - | 965 | 2,173 | 2,173 | - |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 16,113 | \$ 15,632 | \$ (481) | \$ - | \$ 2,101 | \$ 2,332 | \$ 231 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | Culture and Recreation Fund | | | | Environmental Protection Fund | | | |
|---|-----------------------------|------------------|------------------|------------------------------------|-------------------------------|-----------------|-----------------|------------------------------------|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
| Revenues: | | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| Business taxes..... | - | - | - | - | - | - | - | - |
| Other local taxes..... | 161 | 161 | 178 | 17 | - | - | - | - |
| Licenses, permits, and franchises..... | - | - | 4 | 4 | - | - | - | - |
| Fines, forfeitures, and penalties..... | 46 | 46 | 176 | 130 | - | - | - | - |
| Interest and investment income..... | 1,505 | 1,505 | 1,482 | (23) | - | - | - | - |
| Rents and concessions..... | - | - | - | - | - | - | - | - |
| Intergovernmental: | | | | | | | | |
| Federal..... | - | 1 | 1 | 1 | 13 | 47 | 47 | 47 |
| State..... | - | 1,694 | 1,694 | - | 6,193 | 5,521 | 5,521 | - |
| Other..... | - | - | - | - | 243 | 243 | 243 | - |
| Charges for services..... | 7,912 | 8,078 | 6,885 | (1,193) | - | - | - | - |
| Other revenues..... | 599 | 599 | 599 | - | - | 360 | 360 | - |
| Total revenues..... | 10,223 | 12,084 | 11,019 | (1,065) | 6,206 | 6,171 | 6,171 | - |
| Expenditures: | | | | | | | | |
| Public protection..... | - | - | - | - | - | - | - | - |
| Public works, transportation and commerce..... | 671 | 241 | 241 | - | - | - | - | - |
| Human welfare and neighborhood development..... | - | - | - | - | 5,724 | 6,037 | 6,037 | - |
| Community health..... | - | - | - | - | - | - | - | - |
| Culture and recreation..... | 9,812 | 7,192 | 6,997 | 195 | - | - | - | - |
| General administration and finance..... | - | - | - | - | - | - | - | - |
| General City responsibilities..... | - | - | - | - | - | - | - | - |
| Total expenditures..... | 10,483 | 7,433 | 7,238 | 195 | 5,724 | 6,037 | 6,037 | - |
| Excess (deficiency) of revenues over (under) expenditures..... | (260) | 4,651 | 3,781 | (870) | 482 | 134 | 134 | - |
| Other financing sources (uses): | | | | | | | | |
| Transfers in..... | 600 | 600 | 600 | - | - | - | - | - |
| Transfers out..... | - | (696) | (696) | - | (482) | (396) | (396) | - |
| Issuance of bonds..... | - | - | - | - | - | - | - | - |
| Issuance of loans..... | - | - | - | - | - | - | - | - |
| Bond issuance costs..... | - | - | - | - | - | - | - | - |
| Budget reserves and designations..... | (570) | (570) | - | 570 | - | - | - | - |
| Loan repayments and other financing sources (uses)..... | (12) | (12) | (12) | - | - | - | - | - |
| Total other financing sources (uses)..... | 18 | (890) | (310) | 570 | (482) | (396) | (396) | - |
| Net change in fund balances..... | (242) | 3,771 | 3,471 | (300) | - | (262) | (262) | - |
| Budgetary fund balance (deficit), July 1..... | 242 | 9,890 | 9,890 | - | - | 103 | 103 | - |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 13,661 | \$ 13,361 | \$ (300) | \$ - | \$ (159) | \$ (159) | \$ - |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | Gasoline Tax Fund | | | | General Services Fund | | | | |
|---|--------------------|-----------------|-----------------|------------------------------------|-----------------------|-----------------|-----------------|------------------------------------|--|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) | |
| Revenues: | | | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | |
| Business taxes..... | - | - | - | - | - | - | - | - | |
| Other local taxes..... | - | - | - | - | - | - | - | - | |
| Licenses, permits, and franchises..... | - | 2,385 | 1,827 | (558) | - | - | - | - | |
| Fines, forfeitures, and penalties..... | - | 166 | 145 | (21) | - | - | - | - | |
| Interest and investment income..... | 255 | 255 | 201 | (54) | 30 | 30 | 85 | 55 | |
| Rents and concessions..... | - | - | 737 | 737 | - | - | - | - | |
| Intergovernmental: | | | | | | | | | |
| Federal..... | - | - | - | - | - | - | - | - | |
| State..... | 17,489 | 17,489 | 17,644 | 155 | - | 5,494 | 5,494 | - | |
| Other..... | 800 | 800 | 462 | (338) | - | - | - | - | |
| Charges for services..... | 1,322 | 1,323 | 633 | (690) | 1,213 | 1,338 | 1,446 | 108 | |
| Other revenues..... | - | - | - | - | - | - | - | - | |
| Total revenues..... | 19,866 | 19,867 | 18,940 | (927) | 3,628 | 10,150 | 9,734 | (416) | |
| Expenditures: | | | | | | | | | |
| Public protection..... | - | - | - | - | 280 | 289 | 289 | - | |
| Public works, transportation and commerce..... | 30,525 | 37,796 | 36,929 | 867 | 2,415 | 1,400 | 1,400 | - | |
| Human welfare and neighborhood development..... | - | - | - | - | - | - | - | - | |
| Community health..... | - | - | - | - | - | 680 | 680 | - | |
| Culture and recreation..... | - | - | - | - | 2,526 | 7,348 | 7,102 | 246 | |
| General administration and finance..... | - | - | - | - | - | - | - | - | |
| General City responsibilities..... | - | - | - | - | - | - | - | - | |
| Total expenditures..... | 30,525 | 37,796 | 36,929 | 867 | 5,221 | 9,717 | 9,471 | 246 | |
| Excess (deficiency) of revenues over (under) expenditures..... | (10,659) | (17,929) | (17,989) | (60) | (1,593) | 433 | 263 | (170) | |
| Other financing sources (uses): | | | | | | | | | |
| Transfers in..... | 10,659 | 11,423 | 11,423 | - | 1,593 | 909 | 909 | - | |
| Transfers out..... | - | (46) | (46) | - | - | - | - | - | |
| Issuance of bonds..... | - | - | - | - | - | - | - | - | |
| Issuance of loans..... | - | - | - | - | - | - | - | - | |
| Bond issuance costs..... | - | - | - | - | - | - | - | - | |
| Budget reserves and designations..... | - | - | - | - | - | - | - | - | |
| Loan repayments and other financing sources (uses)..... | - | - | - | - | - | - | - | - | |
| Total other financing sources (uses)..... | 10,659 | 11,375 | 11,375 | - | 1,593 | 909 | 909 | - | |
| Net change in fund balances..... | - | (6,554) | (6,614) | (60) | - | 1,342 | 1,172 | (170) | |
| Budgetary fund balance (deficit), July 1..... | - | 7,754 | 7,754 | - | - | 5,313 | 5,313 | - | |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 1,200 | \$ 1,140 | \$ (60) | \$ - | \$ 6,655 | \$ 6,485 | \$ (170) | |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | Gift Fund | | | | Golf Fund | | | | |
|---|--------------------|-----------------|-----------------|------------------------------------|--------------------|-----------------|-----------------|------------------------------------|--|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) | |
| Revenues: | | | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | |
| Business taxes..... | - | - | - | - | - | - | - | - | |
| Other local taxes..... | - | - | - | - | - | - | - | - | |
| Licenses, permits, and franchises..... | - | - | - | - | - | - | - | - | |
| Fines, forfeitures, and penalties..... | - | - | - | - | - | - | - | - | |
| Interest and investment income..... | - | 16 | 62 | 46 | 10 | 10 | 88 | 78 | |
| Rents and concessions..... | - | - | - | - | 3,146 | 3,146 | 3,286 | 140 | |
| Intergovernmental: | | | | | | | | | |
| Federal..... | - | - | - | - | - | - | - | - | |
| State..... | - | - | - | - | - | - | - | - | |
| Other..... | - | 94 | 94 | - | 8,244 | 8,244 | 7,795 | (449) | |
| Charges for services..... | 545 | 4,292 | 4,304 | 12 | - | - | - | - | |
| Other revenues..... | - | - | - | - | - | - | - | - | |
| Total revenues..... | 545 | 4,402 | 4,460 | 58 | 11,400 | 11,400 | 11,169 | (231) | |
| Expenditures: | | | | | | | | | |
| Public protection..... | - | 101 | 101 | - | - | - | - | - | |
| Public works, transportation and commerce..... | - | 265 | 265 | - | - | - | - | - | |
| Human welfare and neighborhood development..... | 300 | 588 | 588 | - | - | - | - | - | |
| Community health..... | - | 430 | 430 | - | - | - | - | - | |
| Culture and recreation..... | 365 | 618 | 618 | - | 11,277 | 11,132 | 10,821 | 311 | |
| General administration and finance..... | 80 | 153 | 153 | - | - | - | - | - | |
| General City responsibilities..... | - | - | - | - | - | - | - | - | |
| Total expenditures..... | 745 | 2,155 | 2,155 | - | 11,277 | 11,132 | 10,821 | 311 | |
| Excess (deficiency) of revenues over (under) expenditures..... | (200) | 2,247 | 2,305 | 58 | 123 | 268 | 348 | 80 | |
| Other financing sources (uses): | | | | | | | | | |
| Transfers in..... | 200 | 200 | 200 | - | 1,294 | 1,294 | 1,294 | - | |
| Transfers out..... | - | (2,147) | (2,147) | - | (1,417) | (1,417) | (1,417) | - | |
| Issuance of bonds..... | - | - | - | - | - | - | - | - | |
| Issuance of loans..... | - | - | - | - | - | - | - | - | |
| Bond issuance costs..... | - | - | - | - | - | - | - | - | |
| Budget reserves and designations..... | - | - | - | - | - | - | - | - | |
| Loan repayments and other financing sources (uses)..... | - | - | - | - | - | - | - | - | |
| Total other financing sources (uses)..... | 200 | (1,947) | (1,947) | - | (123) | (123) | (123) | - | |
| Net change in fund balances..... | - | 300 | 358 | 58 | - | 145 | 225 | 80 | |
| Budgetary fund balance (deficit), July 1..... | - | 5,840 | 5,840 | - | - | 1,548 | 1,548 | - | |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 6,140 | \$ 6,198 | \$ 58 | \$ - | \$ 1,693 | \$ 1,773 | \$ 80 | |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | Human Welfare Fund | | | | Open Space and Park Fund | | | |
|--|--------------------|-----------------|----------|------------------------------------|--------------------------|-----------------|-----------|------------------------------------|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
| Revenues: | | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ 33,395 | \$ 33,395 | \$ 33,175 | \$ (220) |
| Business taxes..... | - | - | - | - | - | - | - | - |
| Other local taxes..... | - | - | - | - | - | - | - | - |
| Licenses, permits, and franchises..... | 210 | 210 | 283 | 73 | - | - | - | - |
| Fines, forfeitures, and penalties..... | - | - | - | - | - | - | - | - |
| Interest and investment income..... | - | - | 85 | 85 | 400 | 400 | 917 | 517 |
| Rents and concessions..... | - | - | - | - | - | - | - | - |
| Intergovernmental..... | - | - | - | - | - | - | - | - |
| Federal..... | 22,775 | 12,019 | 12,019 | - | - | - | - | - |
| State..... | 11 | 61 | 61 | - | 152 | 152 | 165 | 13 |
| Other..... | 180 | 180 | 202 | 22 | - | - | - | - |
| Charges for services..... | 422 | 317 | 317 | - | - | - | - | - |
| Other revenues..... | 23,598 | 12,787 | 12,967 | 180 | 33,947 | 33,947 | 34,257 | 310 |
| Total revenues..... | - | - | - | - | - | - | - | - |
| Expenditures: | | | | | | | | |
| Public protection..... | - | - | - | - | - | - | - | - |
| Public works, transportation and commerce..... | - | - | - | - | 881 | 881 | 881 | - |
| Human welfare and neighborhood development..... | 26,723 | 15,373 | 15,373 | - | - | - | - | - |
| Community health..... | - | - | - | - | - | - | - | - |
| Culture and recreation..... | - | - | - | - | 34,054 | 34,425 | 32,137 | 1,288 |
| General administration and finance..... | - | - | - | - | - | - | - | - |
| General City responsibilities..... | - | - | - | - | - | - | - | - |
| Total expenditures..... | 26,723 | 15,373 | 15,373 | - | 34,054 | 34,306 | 33,018 | 1,288 |
| Excess (deficiency) of revenues over (under) expenditures..... | (3,125) | (2,586) | (2,406) | 180 | (107) | (359) | 1,239 | 1,598 |
| Other financing sources (uses): | | | | | | | | |
| Transfers in..... | 3,125 | 3,125 | 3,125 | - | 1,417 | 1,417 | 1,417 | - |
| Transfers out..... | - | (16) | (16) | - | (76) | (76) | (76) | - |
| Issuance of bonds..... | - | - | - | - | - | - | - | - |
| Issuance of loans..... | - | - | - | - | - | - | - | - |
| Bond issuance costs..... | - | - | - | - | - | - | - | - |
| Budget reserves and designations..... | - | - | - | - | - | - | - | - |
| Loan repayments and other financing sources (uses)..... | - | - | - | - | (4,000) | - | - | - |
| Total other financing sources (uses)..... | 3,125 | 3,109 | 3,109 | - | (2,583) | 1,341 | 1,341 | - |
| Net change in fund balances..... | - | 523 | 703 | 180 | (2,690) | 982 | 2,590 | 1,598 |
| Budgetary fund balance (deficit), July 1..... | - | - | 3,076 | - | 2,690 | 24,154 | 24,154 | - |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 3,599 | \$ 3,779 | \$ 180 | \$ - | \$ 25,136 | \$ 26,734 | \$ 1,598 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | Public Library Fund | | | | Public Protection Fund | | | |
|--|---------------------|-----------------|-----------|------------------------------------|------------------------|-----------------|-----------|------------------------------------|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
| Revenues: | | | | | | | | |
| Property taxes..... | \$ 33,395 | \$ 33,395 | \$ 32,889 | \$ (506) | \$ - | \$ - | \$ - | \$ - |
| Business taxes..... | - | - | - | - | - | - | - | - |
| Other local taxes..... | - | - | - | - | 2,035 | 2,035 | 1,878 | (157) |
| Licenses, permits, and franchises..... | - | - | - | - | 1,532 | 1,395 | 2,038 | 443 |
| Fines, forfeitures, and penalties..... | 234 | 259 | 926 | 667 | 63 | 106 | 994 | 868 |
| Interest and investment income..... | - | - | 37 | 37 | - | - | - | - |
| Rents and concessions..... | 28 | - | - | - | - | - | - | - |
| Intergovernmental..... | - | - | - | - | - | - | - | - |
| Federal..... | - | 7 | 7 | - | 3,171 | 46,393 | 46,393 | - |
| State..... | 760 | 757 | 621 | (136) | 6,227 | 11,179 | - | - |
| Other..... | - | - | - | - | - | 3 | 3 | - |
| Charges for services..... | 763 | 808 | 756 | (52) | 46,579 | 58,945 | 57,777 | (1,071) |
| Other revenues..... | - | - | 6 | 6 | - | 217 | 217 | - |
| Total revenues..... | 35,180 | 35,260 | 35,242 | (18) | 59,707 | 120,376 | 120,479 | 103 |
| Expenditures: | | | | | | | | |
| Public protection..... | - | - | - | - | 27,742 | 51,419 | 51,419 | - |
| Public works, transportation and commerce..... | - | 3,879 | 3,879 | - | 48,978 | 86,912 | 84,885 | 2,027 |
| Human welfare and neighborhood development..... | - | - | - | - | - | 77 | 77 | - |
| Community health..... | - | - | - | - | - | 1,166 | 1,166 | - |
| Culture and recreation..... | - | - | - | - | - | - | - | - |
| General administration and finance..... | 75,767 | 72,177 | 71,267 | 890 | - | - | - | - |
| General City responsibilities..... | - | - | - | - | - | 156 | 156 | - |
| Total expenditures..... | 75,767 | 76,056 | 75,166 | 890 | 76,720 | 139,730 | 137,703 | 2,027 |
| Excess (deficiency) of revenues over (under) expenditures..... | (40,587) | (40,796) | (39,924) | 872 | (17,013) | (19,354) | (17,224) | 2,130 |
| Other financing sources (uses): | | | | | | | | |
| Transfers in..... | 42,150 | 40,861 | 40,861 | - | 21,548 | 22,261 | 22,261 | - |
| Transfers out..... | - | - | - | - | (2,505) | (3,529) | (3,529) | - |
| Issuance of bonds..... | - | - | - | - | - | - | - | - |
| Issuance of loans..... | - | - | - | - | - | - | - | - |
| Bond issuance costs..... | - | - | - | - | - | - | - | - |
| Budget reserves and designations..... | (1,563) | (1,563) | - | 1,563 | - | - | - | - |
| Loan repayments and other financing sources (uses)..... | - | - | - | - | (9,225) | - | - | - |
| Total other financing sources (uses)..... | 40,587 | 39,298 | 40,861 | 1,563 | 9,818 | 18,732 | 18,732 | - |
| Net change in fund balances..... | - | (1,498) | 937 | 2,435 | (7,195) | (622) | 1,508 | 2,130 |
| Budgetary fund balance (deficit), July 1..... | - | - | 24,760 | - | 7,195 | 19,910 | 19,910 | - |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 23,262 | \$ 25,697 | \$ 2,435 | \$ - | \$ 19,288 | \$ 21,418 | \$ 2,130 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | Commerce Fund | | | | Real Property Fund | | | |
|--|--------------------|-----------------|-----------|------------------------------------|--------------------|-----------------|-----------|------------------------------------|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
| Revenues: | | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| Business taxes..... | - | - | - | - | - | - | - | - |
| Other local taxes..... | - | - | - | - | - | - | - | - |
| Licenses, permits, and franchises..... | - | - | - | - | - | - | - | - |
| Fines, forfeitures, and penalties..... | 550 | 563 | 563 | 13 | - | - | - | - |
| Interest and investment income..... | - | - | - | - | 10 | 10 | 10 | 10 |
| Rents and concessions..... | - | - | 82 | 82 | - | - | 23,581 | 2,226 |
| Intergovernmental..... | - | - | - | - | - | - | - | - |
| Federal..... | - | 1,075 | 1,075 | - | - | - | - | - |
| State..... | - | 79 | 79 | - | - | - | - | - |
| Other..... | 780 | 1,784 | 1,784 | - | - | - | - | - |
| Charges for services..... | 9,223 | 23,615 | 20,723 | (2,892) | - | - | 76 | 76 |
| Other revenues..... | - | 334 | 334 | (135) | - | - | - | - |
| Total revenues..... | 10,003 | 27,572 | 24,640 | (2,932) | 4,389 | 21,355 | 23,687 | 2,312 |
| Expenditures: | | | | | | | | |
| Public protection..... | - | - | - | - | - | - | - | - |
| Public works, transportation and commerce..... | 2,683 | 15,681 | 14,444 | 1,237 | - | 9 | 9 | - |
| Human welfare and neighborhood development..... | 6,540 | 6,463 | 6,019 | 444 | - | - | - | - |
| Community health..... | - | 32 | 32 | - | - | - | - | - |
| Culture and recreation..... | - | 164 | 164 | - | 4,389 | 8,312 | 8,312 | - |
| General administration and finance..... | 780 | 164 | 164 | - | 4,389 | 8,321 | 8,321 | - |
| General City responsibilities..... | - | - | - | - | - | - | - | - |
| Total expenditures..... | 10,003 | 22,340 | 20,659 | 1,681 | 4,389 | 8,321 | 8,321 | - |
| Excess (deficiency) of revenues over (under) expenditures..... | - | 5,232 | 3,981 | (1,251) | - | 13,034 | 15,346 | 2,312 |
| Other financing sources (uses): | | | | | | | | |
| Transfers in..... | - | 918 | 918 | - | - | - | - | - |
| Transfers out..... | - | (106) | (106) | - | - | (8,824) | (8,824) | - |
| Issuance of bonds..... | - | - | - | - | - | - | - | - |
| Issuance of loans..... | - | - | - | - | - | - | - | - |
| Bond issuance costs..... | - | - | - | - | - | - | - | - |
| Budget reserves and designations..... | - | - | - | - | - | - | - | - |
| Loan repayments and other financing sources (uses)..... | - | - | - | - | - | - | - | - |
| Total other financing sources (uses)..... | - | 812 | 812 | - | - | (8,824) | (8,824) | - |
| Net change in fund balances..... | - | 6,044 | 4,793 | (1,251) | - | 4,210 | 6,522 | 2,312 |
| Budgetary fund balance (deficit), July 1..... | - | 15,764 | 15,764 | - | - | 3,531 | 3,531 | - |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 21,808 | \$ 20,557 | \$ (1,251) | \$ - | \$ 7,741 | \$ 10,053 | \$ 2,312 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | San Francisco County Transportation Authority Fund | | | | Senior Citizens' Program Fund | | | |
|--|---|-----------------|------------|------------------------------------|-------------------------------|-----------------|--------|------------------------------------|
| | Original Budget | Final Budget | Actual | Variance Positive (Negative) | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
| Revenues: | | | | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| Business taxes..... | - | - | - | - | - | - | - | - |
| Other local taxes..... | 79,715 | 79,715 | 79,556 | (159) | - | - | - | - |
| Licenses, permits, and franchises..... | - | - | - | - | - | - | - | - |
| Fines, forfeitures, and penalties..... | - | - | - | - | - | - | - | - |
| Interest and investment income..... | 4,014 | 4,014 | 6,212 | 2,198 | - | - | - | - |
| Rents and concessions..... | - | - | - | - | - | - | - | - |
| Intergovernmental..... | - | - | - | - | - | - | - | - |
| Federal..... | - | - | - | - | 4,105 | 4,189 | 4,189 | - |
| State..... | 20,926 | 24,253 | 8,905 | (15,348) | 1,895 | 1,911 | 1,911 | - |
| Other..... | - | - | - | - | - | - | - | - |
| Charges for services..... | 2,000 | 2,000 | 15,432 | 13,432 | - | - | - | - |
| Other revenues..... | 106,655 | 109,962 | 110,105 | 123 | 6,000 | 6,100 | 6,100 | - |
| Total revenues..... | - | - | - | - | - | - | - | - |
| Expenditures: | | | | | | | | |
| Public protection..... | - | - | - | - | - | - | - | - |
| Public works, transportation and commerce..... | 162,752 | 166,078 | 104,964 | 61,114 | - | - | - | - |
| Human welfare and neighborhood development..... | - | - | - | - | 6,000 | 6,102 | 6,100 | 2 |
| Community health..... | - | - | - | - | - | - | - | - |
| Culture and recreation..... | - | - | - | - | - | - | - | - |
| General administration and finance..... | - | - | - | - | - | - | - | - |
| General City responsibilities..... | - | - | - | - | - | - | - | - |
| Total expenditures..... | 162,752 | 166,078 | 104,964 | 61,114 | 6,000 | 6,102 | 6,100 | 2 |
| Excess (deficiency) of revenues over (under) expenditures..... | (56,097) | (56,096) | 5,141 | 61,237 | - | (2) | - | 2 |
| Other financing sources (uses): | | | | | | | | |
| Transfers in..... | - | - | - | - | - | - | - | - |
| Transfers out..... | - | - | - | - | - | - | - | - |
| Issuance of bonds..... | - | - | - | - | - | - | - | - |
| Issuance of loans..... | 22,570 | 22,570 | 12,059 | (10,511) | - | - | - | - |
| Bond issuance costs..... | - | - | - | - | - | - | - | - |
| Budget reserves and designations..... | - | - | - | - | - | - | - | - |
| Loan repayments and other financing sources (uses)..... | - | - | - | - | - | - | - | - |
| Total other financing sources (uses)..... | 22,570 | 22,570 | 12,059 | (10,511) | - | - | - | - |
| Net change in fund balances..... | (33,527) | (33,526) | 17,200 | 50,726 | - | (2) | - | 2 |
| Budgetary fund balance (deficit), July 1..... | 33,527 | 141,391 | 141,391 | - | - | - | - | - |
| Budgetary fund balance (deficit), June 30..... | \$ - | \$ 107,865 | \$ 158,591 | \$ 50,726 | \$ - | \$ 2 | \$ 2 | \$ 2 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| War Memorial Fund | TOTAL | | | | Variance Positive (Negative) |
|--|--------------------|-----------------|-----------|-----------------|------------------------------------|
| | Original Budget | Final Budget | Actual | Final Budget | |
| Revenues: | | | | | |
| Property taxes..... | \$ - | \$ - | \$ - | \$ 106,741 | \$ (1,219) |
| Business taxes..... | - | - | - | 85 | 923 |
| Other local taxes..... | 9,832 | 9,832 | 9,832 | 133,263 | (1,060) |
| Licenses, permits, and franchises..... | - | - | - | 8,791 | 197 |
| Fines, forfeitures, and penalties..... | - | - | - | 4,815 | 7,119 |
| Interest and investment income..... | - | - | - | 20,370 | (3,334) |
| Rents and concessions..... | 1,495 | 1,793 | 1,957 | 51,876 | (77) |
| Intergovernmental: | | | | | |
| Federal..... | - | - | - | 170,569 | (15,346) |
| State..... | - | - | - | 90,223 | 2,030 |
| Other..... | - | - | - | 2,030 | 1,445 |
| Charges for services..... | 227 | 276 | 327 | 152,721 | 12,166 |
| Other revenues..... | - | - | - | 65,176 | 655 |
| Total revenues..... | 11,554 | 11,901 | 12,116 | 815,515 | 7 |
| Expenditures: | | | | | |
| Public protection..... | - | - | - | 52,088 | 69,329 |
| Public works, transportation and commerce..... | - | - | - | 366,610 | 297,281 |
| Human welfare and neighborhood development..... | - | - | - | 216,425 | 215,436 |
| Community health..... | - | - | - | 88,111 | 88,111 |
| Culture and recreation..... | 11,554 | 12,193 | 11,533 | 209,528 | 5,381 |
| General administration and finance..... | - | - | - | 17,397 | 246 |
| General City responsibilities..... | - | - | - | - | - |
| Total expenditures..... | 11,554 | 12,628 | 11,968 | 950,159 | 75,952 |
| Excess (deficiency) of revenues over (under) expenditures..... | - | (727) | 148 | (134,644) | 76,607 |
| Other financing sources (uses): | | | | | |
| Transfers in..... | - | - | - | 120,448 | - |
| Transfers out..... | - | - | - | (24,341) | - |
| Issuance of bonds..... | - | - | - | 7,695 | - |
| Issuance of loans..... | - | - | - | 24,399 | (10,511) |
| Bond issuance costs..... | - | - | - | (8) | (8) |
| Budget reserves and designations..... | - | - | - | (2,133) | 2,133 |
| Loan repayments and other financing sources (uses)..... | - | - | - | (13,237) | (12) |
| Total other financing sources (uses)..... | - | - | - | 119,988 | (8,378) |
| Net change in fund balances..... | - | (727) | 148 | (126,048) | 68,229 |
| Budgetary fund balance (deficit), July 1..... | - | - | - | (63,046) | 59,633 |
| Budgetary fund balance (deficit), June 30..... | - | \$ 9,896 | \$ 10,771 | \$ 469,007 | \$ 68,229 |

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Schedule of Expenditures by Department
Budget and Actual - Budget Basis

Year ended June 30, 2008

(In Thousands)

| | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
|---|--------------------|-----------------|-----------|------------------------------------|
| BUILDING INSPECTION FUND | | | | |
| Public Works, Transportation and Commerce | | | | |
| Building Inspection..... | \$ 46,862 | \$ 47,496 | \$ 43,412 | \$ 4,084 |
| Public Works..... | - | 183 | 183 | - |
| Total Building Inspection Fund..... | 46,862 | 47,679 | 43,595 | 4,084 |
| CHILDREN AND FAMILIES FUND | | | | |
| Public Works, Transportation and Commerce | | | | |
| Municipal Transportation Agency..... | - | 10 | 10 | - |
| Human Welfare and Neighborhood Development | | | | |
| Child Support Services..... | 14,731 | 14,730 | 14,680 | 50 |
| Children and Families Commission..... | 20,966 | 18,221 | 18,221 | - |
| Mayor's Office..... | 70,076 | 70,076 | 69,952 | 124 |
| Total Children and Families Fund..... | 102,701 | 103,027 | 102,853 | 174 |
| COMMUNITY/NEIGHBORHOOD DEVELOPMENT FUND | | | | |
| Public Works, Transportation and Commerce | | | | |
| Business and Economic Development..... | - | 5,144 | 5,144 | - |
| Municipal Transportation Agency..... | - | 3 | 3 | - |
| Public Works..... | - | 150 | 150 | - |
| Total Public Works..... | - | 5,297 | 5,297 | - |
| Human Welfare and Neighborhood Development | | | | |
| Mayor's Office..... | 1,172 | 68,200 | 68,200 | - |
| Rent Arbitration Board..... | 5,184 | 5,164 | 4,795 | 369 |
| Total Human Welfare and Neighborhood Development..... | 6,356 | 73,364 | 72,995 | 369 |
| Culture and Recreation | | | | |
| Recreation and Park Commission..... | - | 30 | 30 | - |
| General Administration and Finance | | | | |
| Administrative Services..... | 1,322 | 727 | 727 | - |
| City Planning..... | 438 | 537 | 537 | - |
| Total General Administration and Finance..... | 1,760 | 1,264 | 1,264 | - |
| Total Community/Neighborhood Development Fund..... | 8,116 | 79,955 | 79,586 | 369 |
| COMMUNITY HEALTH SERVICES FUND | | | | |
| Community Health | | | | |
| Community Health Network..... | 84,023 | 86,515 | 86,515 | - |
| Total Community Health Services Fund..... | 84,023 | 86,515 | 86,515 | - |
| CONVENTION FACILITIES FUND | | | | |
| Human Welfare and Neighborhood Development | | | | |
| Mayor's Office..... | 5,900 | 5,394 | 5,394 | - |
| Culture and Recreation | | | | |
| Administrative Services - Convention Facilities..... | 72,213 | 72,017 | 70,010 | 2,037 |
| Arts Commission..... | 2 | 2 | 2 | - |
| Total Convention Facilities Fund..... | 72,213 | 72,049 | 70,012 | 2,037 |
| Total Convention Facilities Fund..... | 78,113 | 77,443 | 75,406 | 2,037 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Schedule of Expenditures by Department
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
|---|--------------------|-----------------|--------|------------------------------------|
| COURT'S FUND | | | | |
| Public Protection | | | | |
| Trial Courts | 4,796 | 279 | 272 | 7 |
| Public Works, Transportation and Commerce | | | | |
| Public Works | - | 47 | 47 | - |
| Total Court's Fund | 4,796 | 326 | 319 | 7 |
| CULTURE AND RECREATION FUND | | | | |
| Public Works, Transportation and Commerce | | | | |
| Mayor's Office | 671 | 191 | 191 | - |
| Public Works | 671 | 50 | 241 | - |
| Total Culture and Recreation Fund | 1,040 | 1,383 | 1,383 | - |
| Culture and Recreation | | | | |
| Arts Commission | 873 | 571 | 571 | - |
| Asian Art Museum | 4,775 | 3,502 | 3,502 | - |
| Fine Arts Museum | 3,124 | 1,736 | 1,541 | 195 |
| Recreation and Park Commission | 9,812 | 7,192 | 6,997 | 195 |
| Total Culture and Recreation Fund | 10,483 | 7,433 | 7,238 | 195 |
| ENVIRONMENTAL PROTECTION FUND | | | | |
| Human Welfare and Neighborhood Development | | | | |
| Mayor's Office | 5,724 | 6,037 | 6,037 | - |
| Total Environmental Protection Fund | 5,724 | 6,037 | 6,037 | - |
| GASOLINE TAX FUND | | | | |
| Public Works, Transportation and Commerce | | | | |
| Municipal Transportation Agency | - | 91 | 91 | - |
| Public Works | 30,525 | 37,705 | 36,838 | 867 |
| Total Gasoline Tax Fund | 30,525 | 37,796 | 36,929 | 867 |
| GENERAL SERVICES FUND | | | | |
| Public Protection | | | | |
| Mayor's Office | - | 10 | 10 | - |
| Trial Courts | 280 | 279 | 279 | - |
| Total Public Protection | 280 | 289 | 289 | - |
| Public Works, Transportation and Commerce | | | | |
| Telecommunications and Information Services | 2,415 | 1,400 | 1,400 | - |
| Culture and Recreation | - | 680 | 680 | - |
| Fine Arts Museum | - | 5,494 | 5,494 | - |
| General Administration and Finance | - | 1,559 | 1,514 | 45 |
| Assessor/Recorder | 2,526 | 94 | 94 | - |
| Board of Supervisors | - | 201 | 201 | - |
| Human Resources | 2,526 | 7,348 | 7,102 | 246 |
| Total General Services Fund | 5,221 | 9,171 | 9,471 | 246 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Schedule of Expenditures by Department
Budget and Actual - Budget Basis (Continued)

Year ended June 30, 2008

(In Thousands)

| | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
|--|--------------------|-----------------|--------|------------------------------------|
| GIFT FUND | | | | |
| Public Protection | | | | |
| Police Department | - | 10 | 10 | - |
| Public Defender | - | 91 | 91 | - |
| Total Gift Fund | - | 101 | 101 | - |
| Public Works, Transportation and Commerce | | | | |
| Building Inspection | - | 1 | 1 | - |
| Public Works | - | 264 | 264 | - |
| Total Public Works, Transportation and Commerce | - | 265 | 265 | - |
| Human Welfare and Neighborhood Development | | | | |
| Mayor's Office | - | 184 | 184 | - |
| Social Services | 300 | 404 | 404 | - |
| Total Human Welfare and Neighborhood Development | 300 | 588 | 588 | - |
| Community Health | | | | |
| Community Health Network | - | 430 | 430 | - |
| Culture and Recreation | | | | |
| Arts Commission | - | 30 | 30 | - |
| Fine Arts Museums | - | 115 | 115 | - |
| Mayor's Office | - | 48 | 48 | - |
| Public Library | 85 | 338 | 338 | - |
| Recreation and Park Commission | 280 | 90 | 90 | - |
| Total Culture and Recreation | 365 | 619 | 619 | - |
| General Administration and Finance | | | | |
| Administrative Services | - | 105 | 105 | - |
| Mayor's Office | - | 1 | 1 | - |
| Treasurer/Tax Collector | 80 | 46 | 46 | - |
| Total General Administration and Finance | 80 | 152 | 152 | - |
| Total Gift Fund | 745 | 2,155 | 2,155 | - |
| GOLF FUND | | | | |
| Culture and Recreation | | | | |
| Recreation and Park Commission | 11,277 | 11,132 | 10,821 | 311 |
| Total Golf Fund | 11,277 | 11,132 | 10,821 | 311 |
| HUMAN WELFARE FUND | | | | |
| Human Welfare and Neighborhood Development | | | | |
| Commission on Status of Women | 210 | 300 | 300 | - |
| Social Services | 26,513 | 15,073 | 15,073 | - |
| Total Human Welfare Fund | 26,723 | 15,373 | 15,373 | - |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Schedule of Expenditures by Department
Budget and Actual - Budget Basis (Continued)
Year ended June 30, 2008
(In Thousands)

| | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
|--|--------------------|-----------------|---------|------------------------------------|
| OPEN SPACE AND PARK FUND | | | | |
| Public Works, Transportation and Commerce | - | 24 | 24 | - |
| Public Utilities Commission | - | 857 | 857 | - |
| Public Works | - | 881 | 881 | - |
| Culture and Recreation | | | | |
| Arts Commission | - | 38 | 38 | - |
| Recreation and Park Commission | 34,054 | 33,387 | 32,099 | 1,288 |
| | 34,054 | 33,425 | 32,137 | 1,288 |
| Total Open Space and Park Fund | 34,054 | 34,306 | 33,018 | 1,288 |
| PUBLIC LIBRARY FUND | | | | |
| Public Works, Transportation and Commerce | - | 3,806 | 3,806 | - |
| Public Works | - | 73 | 73 | - |
| Telecommunications and Information Services | - | 3,879 | 3,879 | - |
| Culture and Recreation | | | | |
| Public Library | 75,767 | 72,177 | 71,287 | 890 |
| Total Public Library Fund | 75,767 | 76,056 | 75,166 | 890 |
| PUBLIC PROTECTION FUND | | | | |
| Public Protection | 5,411 | 5,835 | 5,835 | - |
| District Attorney | - | 1,944 | 1,944 | - |
| Fire Department | 943 | 5,570 | 5,570 | - |
| Mayor's Office | 18,107 | 30,881 | 30,881 | - |
| Police Commission | 100 | 100 | 100 | - |
| Public Defender | 2,890 | 6,546 | 6,546 | - |
| Sheriff | 301 | 543 | 543 | - |
| Trial Courts | 27,742 | 51,419 | 51,419 | - |
| Public Works, Transportation and Commerce | | | | |
| Emergency Communications Department | 48,978 | 86,912 | 84,885 | 2,027 |
| Human Welfare and Neighborhood Development | - | 77 | 77 | - |
| Commission on Status of Women | - | 1,166 | 1,166 | - |
| Community Health | | | | |
| Community Health | - | 156 | 156 | - |
| City Attorney | 76,720 | 139,730 | 137,703 | 2,027 |
| Total Public Protection Fund | | | | |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
SPECIAL REVENUE FUNDS

Schedule of Expenditures by Department
Budget and Actual - Budget Basis (Continued)
Year ended June 30, 2008
(In Thousands)

| | Original Budget | Final Budget | Actual | Variance Positive (Negative) |
|---|--------------------|-----------------|------------|------------------------------------|
| PUBLIC WORKS, TRANSPORTATION AND COMMERCE FUND | | | | |
| Public Works, Transportation and Commerce | 2,883 | 15,681 | 14,444 | 1,237 |
| Public Works | - | - | - | - |
| Human Welfare and Neighborhood Development | 6,540 | 6,463 | 6,019 | 444 |
| Mayor's Office | - | - | - | - |
| Culture and Recreation | | | | |
| Arts Commission | - | 32 | 32 | - |
| General Administration and Finance | | | | |
| City Planning | 780 | 164 | 164 | - |
| Total Public Works, Transportation and Commerce Fund | 10,003 | 22,340 | 20,659 | 1,681 |
| REAL PROPERTY FUND | | | | |
| Public Works, Transportation and Commerce | - | 9 | 9 | - |
| General Administration and Finance | 4,389 | 8,312 | 8,312 | - |
| Administrative Services | 4,389 | 8,321 | 8,321 | - |
| Total Real Property Fund | - | - | - | - |
| SAN FRANCISCO COUNTY TRANSPORTATION AUTHORITY FUND | | | | |
| Public Works, Transportation and Commerce | 182,752 | 186,078 | 104,964 | 61,114 |
| Board of Supervisors | 182,752 | 186,078 | 104,964 | 61,114 |
| SENIOR CITIZENS' PROGRAM FUND | | | | |
| Human Welfare and Neighborhood Development | 6,000 | 6,102 | 6,100 | 2 |
| Social Services Department | 6,000 | 6,102 | 6,100 | 2 |
| Total Senior Citizens' Program Fund | - | - | - | - |
| WAR MEMORIAL FUND | | | | |
| Public Works, Transportation and Commerce | - | 435 | 435 | - |
| Public Works | - | - | - | - |
| Culture and Recreation | | | | |
| War Memorial | 11,554 | 12,193 | 11,533 | 660 |
| Total War Memorial Fund | 11,554 | 12,628 | 11,968 | 660 |
| Total Special Revenue Funds With Legally Adopted Budgets | \$ 796,348 | \$ 950,159 | \$ 874,207 | \$ 75,952 |

CITY AND COUNTY OF SAN FRANCISCO

Combining Balance Sheet
Nonmajor Governmental Funds - Debt Service

June 30, 2008

(In Thousands)

| | General Obligation Bond | Certificates of Participation | Other Bond Funds | Total |
|---|-------------------------------|-------------------------------------|------------------------|-----------|
| ASSETS | | | | |
| Deposits and Investments with City Treasury..... | \$ 34,616 | \$ - | \$ 12 | \$ 34,628 |
| Deposits and Investments outside City Treasury..... | - | 15,028 | - | 15,028 |
| Receivables: | | | | |
| Property taxes and penalties..... | 6,167 | - | - | 6,167 |
| Interest and other..... | 509 | 23 | - | 532 |
| Total assets..... | \$ 41,292 | \$ 15,051 | \$ 12 | \$ 56,355 |
| LIABILITIES AND FUND BALANCES | | | | |
| Liabilities: | | | | |
| Accounts payable..... | \$ 321 | \$ - | \$ - | \$ 321 |
| Deferred tax, grant and subvention revenues..... | 6,069 | - | - | 6,069 |
| Deferred credits and other liabilities..... | 3,019 | - | - | 3,019 |
| Total liabilities..... | 9,409 | - | - | 9,409 |
| Fund balances: | | | | |
| Reserved for debt service..... | 31,883 | 15,051 | 12 | 46,946 |
| Total fund balances..... | 31,883 | 15,051 | 12 | 46,946 |
| Total liabilities and fund balances..... | \$ 41,292 | \$ 15,051 | \$ 12 | \$ 56,355 |

CITY AND COUNTY OF SAN FRANCISCO

Combining Statement of Revenues, Expenditures, and
Changes in Fund Balances

Nonmajor Governmental Funds - Debt Service

Year ended June 30, 2008

(In Thousands)

| | General Obligation Bond | Certificates of Participation | Other Bond Funds | Total |
|---|-------------------------------|-------------------------------------|------------------------|------------|
| Revenues: | | | | |
| Property taxes..... | \$ 134,353 | \$ - | \$ - | \$ 134,353 |
| Interest and investment income..... | 2,538 | 832 | - | 3,470 |
| Rents and concessions..... | - | 789 | - | 789 |
| Intergovernmental: | | | | |
| State..... | 685 | - | - | 685 |
| Total revenues..... | 137,676 | 1,621 | - | 139,297 |
| Expenditures: | | | | |
| Current: | | | | |
| Debt service: | | | | |
| Principal retirement..... | 89,812 | 8,420 | 7,473 | 105,705 |
| Interest and fiscal charges..... | 52,237 | 17,986 | 1,396 | 71,619 |
| Bond issuance costs..... | 589 | - | - | 589 |
| Total expenditures..... | 142,638 | 26,406 | 8,869 | 177,913 |
| Excess (deficiency) of revenues over (under) expenditures..... | (4,962) | (24,785) | (8,869) | (38,616) |
| Other financing sources (uses): | | | | |
| Transfers in..... | 951 | 24,685 | 8,840 | 34,476 |
| Issuance of bonds and loans | | | | |
| Face value of bonds issued..... | 271,395 | - | - | 271,395 |
| Premium on issuance of bonds..... | 12,744 | - | - | 12,744 |
| Payment to refunded bond escrow agent..... | (283,494) | - | - | (283,494) |
| Total other financing sources, net..... | 1,596 | 24,685 | 8,840 | 35,121 |
| Net change in fund balances..... | (3,366) | (100) | (29) | (3,495) |
| Fund balances at beginning of year..... | 35,249 | 15,151 | 41 | 50,441 |
| Fund balances at end of year..... | \$ 31,883 | \$ 15,051 | \$ 12 | \$ 46,946 |

CITY AND COUNTY OF SAN FRANCISCO
DEBT SERVICE FUNDS

**Combining Schedule of Revenues, Expenditures
and Changes in Fund Balances -
Budget and Actual - Budget Basis**

Year ended June 30, 2008

(In Thousands)

| | General Obligation Bond Fund | | | Variance |
|---|------------------------------|-----------------|------------|------------------------|
| | Original Budget | Final Budget | Actual | Positive (Negative) |
| Revenues: | | | | |
| Property taxes..... | \$ 144,506 | \$ 144,506 | \$ 134,353 | \$ (10,153) |
| Interest and investment income..... | - | - | 2,760 | 2,760 |
| Intergovernmental: | | | | |
| State..... | 750 | 750 | 685 | (65) |
| Total revenues..... | 145,256 | 145,256 | 137,798 | (7,458) |
| Expenditures: | | | | |
| Debt service: | | | | |
| Principal retirement..... | 145,256 | 89,811 | 89,812 | (1) |
| Interest and fiscal charges..... | - | 53,335 | 52,237 | 1,118 |
| Bond issuance costs..... | - | 333 | 276 | 57 |
| Total expenditures..... | 145,256 | 143,499 | 142,325 | 1,174 |
| Excess (deficiency) of revenues over (under) expenditures..... | - | 1,757 | (4,527) | (6,284) |
| Other financing sources (uses): | | | | |
| Transfers in..... | - | 951 | 951 | - |
| Issuance of bonds and loans | | | | |
| Face value of bonds issued..... | - | 2,750 | 2,750 | - |
| Loan repayments and other financing uses..... | - | (2,417) | (2,417) | - |
| Total other financing sources (uses)..... | - | 1,284 | 1,284 | - |
| Net change in fund balances..... | - | 3,041 | (3,243) | (6,284) |
| Budgetary fund balance, July 1..... | - | 42,972 | 42,972 | - |
| Budgetary fund balance, June 30..... | \$ - | \$ 46,013 | \$ 39,729 | \$ (6,284) |



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CITY AND COUNTY OF SAN FRANCISCO

Combining Balance Sheet
Nonmajor Governmental Funds - Capital Projects

June 30, 2008

(In Thousands)

| ASSETS | City Facilities Improvement | Earthquake Safety Improvement | Fire Protection Systems Improvement | Moscone Convention Center |
|---|-----------------------------------|-------------------------------------|--|---------------------------------|
| Deposits and investments with City Treasury..... | \$ 105,988 | \$ 1,021 | \$ 11,820 | \$ 6,750 |
| Deposits and investments outside City Treasury..... | 24,721 | - | - | - |
| Receivables: | | | | |
| Federal and state grants and subventions..... | 106 | - | - | - |
| Charges for services..... | 598 | 4 | 57 | 57 |
| Interest and other..... | - | - | - | - |
| Due from other funds..... | - | - | - | - |
| Due from component unit..... | - | - | - | - |
| Deferred charges and other assets..... | - | - | - | 39 |
| Total assets..... | \$ 131,413 | \$ 1,025 | \$ 11,877 | \$ 6,846 |

LIABILITIES AND FUND BALANCES

| | | | | |
|--|------------|----------|-----------|----------|
| Liabilities: | | | | |
| Accounts payable..... | \$ 19,512 | \$ 14 | \$ 24 | \$ - |
| Accrued payroll..... | 108 | 16 | 2 | - |
| Deferred tax, grant and subvention revenues..... | - | - | - | - |
| Due to other funds..... | 214 | - | - | 10,700 |
| Deferred credits and other liabilities..... | 14 | 24 | - | - |
| Total liabilities..... | 19,848 | 54 | 26 | 10,700 |
| Fund balances: | | | | |
| Reserved for assets not available for appropriation..... | 260 | - | - | 39 |
| Reserved for encumbrances..... | 52,085 | 11 | 56 | 93 |
| Reserved for appropriation carryforward..... | 24,275 | 6 | 1,883 | 18 |
| Unreserved..... | 34,945 | 954 | 9,912 | (4,004) |
| Total fund balances..... | 111,565 | 971 | 11,851 | (3,854) |
| Total liabilities and fund balances..... | \$ 131,413 | \$ 1,025 | \$ 11,877 | \$ 6,846 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO

Combining Balance Sheet
Nonmajor Governmental Funds - Capital Projects (Continued)

June 30, 2008

(In Thousands)

| ASSETS | Public Library Improvement | Recreation and Park Projects | Street Improvement | Total |
|---|----------------------------------|------------------------------------|-----------------------|------------|
| Deposits and investments with City Treasury..... | \$ 48,196 | \$ 4,462 | \$ 22,813 | \$ 201,050 |
| Deposits and investments outside City Treasury..... | - | - | - | 24,721 |
| Receivables: | | | | |
| Federal and state grants and subventions..... | 3,193 | 4,968 | 5,386 | 13,547 |
| Charges for services..... | - | - | 113 | 219 |
| Interest and other..... | 194 | 46 | 71 | 1,027 |
| Due from other funds..... | - | 10,680 | 287 | 10,967 |
| Due from component unit..... | - | - | 958 | 958 |
| Deferred charges and other assets..... | - | - | - | 39 |
| Total assets..... | \$ 51,583 | \$ 20,156 | \$ 29,628 | \$ 252,528 |

LIABILITIES AND FUND BALANCES

| | | | | |
|--|-----------|-----------|-----------|------------|
| Liabilities: | | | | |
| Accounts payable..... | \$ 2,416 | \$ 5,237 | \$ 4,364 | \$ 31,567 |
| Accrued payroll..... | 242 | 191 | 593 | 1,152 |
| Deferred tax, grant and subvention revenues..... | 3,193 | 2,179 | 2,203 | 7,575 |
| Due to other funds..... | - | - | - | 10,914 |
| Deferred credits and other liabilities..... | 96 | 104 | 19,332 | 19,570 |
| Total liabilities..... | 5,947 | 7,711 | 26,492 | 70,778 |
| Fund balances: | | | | |
| Reserved for assets not available for appropriation..... | - | - | 958 | 1,257 |
| Reserved for encumbrances..... | 11,979 | 22,815 | 10,140 | 87,179 |
| Reserved for appropriation carryforward..... | 39,014 | - | 15,992 | 81,168 |
| Unreserved..... | (5,357) | (10,370) | (23,954) | 2,126 |
| Total fund balances..... | 45,636 | 12,445 | 3,136 | 181,750 |
| Total liabilities and fund balances..... | \$ 51,583 | \$ 20,156 | \$ 29,628 | \$ 252,528 |

CITY AND COUNTY OF SAN FRANCISCO

Combining Statement of Revenues, Expenditures, and
Changes in Fund Balances

Nonmajor Governmental Funds - Capital Projects

Year ended June 30, 2008

(In Thousands)

| | City Facilities Improve- ment | Earthquake Safety Improve- ment | Fire Protection Systems Improve- ment | Moscone Convention Center |
|---|--|--|---|---------------------------------|
| Revenues: | | | | |
| Interest and investment income..... | \$ 8,101 | \$ 38 | \$ 428 | \$ 436 |
| Rents and concessions..... | - | - | - | - |
| Intergovernmental: | | | | |
| Federal..... | 24 | 443 | - | - |
| State..... | - | - | - | - |
| Other..... | - | - | - | - |
| Charges for services..... | - | - | - | - |
| Other..... | - | - | - | - |
| Total revenues..... | 8,125 | 481 | 428 | 436 |
| Expenditures: | | | | |
| Debt service: | | | | |
| Interest and fiscal charges..... | 6 | - | - | - |
| Bond issuance costs..... | 110 | - | - | - |
| Capital outlay..... | 32,750 | 1,341 | 118 | - |
| Total expenditures..... | 32,866 | 1,341 | 118 | - |
| Excess (deficiency) of revenues over (under) expenditures..... | (24,741) | (860) | 310 | 436 |
| Other financing sources (uses): | | | | |
| Transfers in..... | 3,554 | - | - | - |
| Issuance of bonds and loans Face value of bonds issued..... | (106,647) | - | - | - |
| Premium on issuance of bonds..... | - | - | - | - |
| Other financing sources-capital leases..... | - | - | - | - |
| Total other financing sources, net..... | (103,093) | - | - | - |
| Net change in fund balances..... | (127,834) | (860) | 310 | 436 |
| Fund balances at beginning of year..... | 239,399 | 1,831 | 11,541 | (4,290) |
| Fund balances at end of year..... | \$ 111,565 | \$ 971 | \$ 11,851 | \$ (3,854) |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO

Combining Statement of Revenues, Expenditures, and
Changes in Fund Balances

Nonmajor Governmental Funds - Capital Projects (Continued)

Year ended June 30, 2008

(In Thousands)

| | Public Library Improvement | Recreation and Park Projects | Street Improvement | Total |
|---|----------------------------------|------------------------------------|-----------------------|------------|
| Revenues: | | | | |
| Interest and investment income..... | \$ 988 | \$ 858 | \$ 5 | \$ 10,852 |
| Rents and concessions..... | 55 | - | 654 | 709 |
| Intergovernmental: | | | | |
| Federal..... | - | 1,448 | 6,681 | 8,586 |
| State..... | 1,732 | 1,824 | 736 | 4,292 |
| Other..... | - | - | 13,876 | 13,876 |
| Charges for services..... | - | - | - | - |
| Other..... | - | 645 | 116 | 761 |
| Total revenues..... | 2,773 | 4,775 | 22,068 | 39,086 |
| Expenditures: | | | | |
| Debt service: | | | | |
| Interest and fiscal charges..... | - | - | - | 6 |
| Bond issuance costs..... | 383 | - | - | 493 |
| Capital outlay..... | 17,735 | 49,070 | 32,141 | 133,155 |
| Total expenditures..... | 18,118 | 49,070 | 32,141 | 133,654 |
| Excess (deficiency) of revenues over (under) expenditures..... | (15,345) | (44,295) | (10,073) | (94,588) |
| Other financing sources (uses): | | | | |
| Transfers in..... | - | 3,106 | 11,294 | 17,954 |
| Issuance of bonds and loans Face value of bonds issued..... | (327) | - | - | (106,974) |
| Premium on issuance of bonds..... | 31,065 | - | - | 31,065 |
| Other financing sources-capital leases..... | 327 | - | - | 327 |
| Total other financing sources, net..... | 31,065 | 18,049 | 11,294 | 14,943 |
| Net change in fund balances..... | 15,720 | (26,246) | 1,221 | (42,685) |
| Fund balances at beginning of year..... | 29,916 | 38,681 | 1,915 | 319,003 |
| Fund balances at end of year..... | \$ 45,636 | \$ 12,445 | \$ 3,136 | \$ 181,750 |

CITY AND COUNTY OF SAN FRANCISCO

INTERNAL SERVICE FUNDS

Internal Service Funds are used to account for the financing of goods and services provided by one department or agency to other departments or agencies on a cost reimbursement basis.

Central Shops Fund -- Accounts for Central Shops equipment (primarily vehicle) maintenance service charges and the related billings to various departments.

Finance Corporation -- Accounts for the lease financing services provided by the Finance Corporation to City departments. On July 1, 2001 the City established the Finance Corporation Internal Service fund because its sole purpose is to provide lease financing to the City. Previously, the activities of the Finance Corporation were reported within governmental funds.

Reproduction Fund -- Accounts for printing, design and mail services required by various City departments and agencies.

Telecommunications and Information Fund -- Accounts for centralized telecommunications activities in the City's Wide Area Network, radio communication and telephone systems. In addition, it accounts for application support provided to many department-specific and citywide systems, management of the City's Web site, operations of the City's mainframe computers and technology training provided to city personnel. It also accounts for the related billings to various departments for specific services performed and operating support from the General Fund.



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CITY AND COUNTY OF SAN FRANCISCO
Combining Statement of Net Assets
Internal Service Funds

June 30, 2008
(In Thousands)

| | Central Shops Fund | Finance Corporation | Reproduction Fund | Telecom- munications & Information Fund | Total |
|---|--------------------------|------------------------|----------------------|--|------------|
| Assets | | | | | |
| Current assets: | | | | | |
| Deposits and investments with City Treasury..... | \$ 2,613 | \$ 302 | \$ 1,105 | \$ 7,612 | \$ 11,632 |
| Receivables: | | | | | |
| Charges for services..... | 146 | - | - | - | 146 |
| Interest and other..... | - | 692 | 79 | 577 | 1,348 |
| Due from other funds..... | - | 91 | - | - | 91 |
| Capital leases receivable..... | - | 26,999 | - | - | 26,999 |
| Total current assets..... | 2,759 | 28,094 | 1,184 | 8,189 | 40,216 |
| Noncurrent assets: | | | | | |
| Restricted assets: | | | | | |
| Deposits and investments outside City Treasury..... | - | 95,727 | - | - | 95,727 |
| Capital leases receivable..... | - | 257,699 | - | - | 257,699 |
| Capital assets: | | | | | |
| Facilities and equipment, net of depreciation..... | 1,429 | 4,341 | 285 | 3,271 | 4,985 |
| Deferred charges and other assets..... | - | - | - | 6 | 4,347 |
| Total noncurrent assets..... | 1,429 | 262,040 | 285 | 3,277 | 267,031 |
| Total assets..... | \$ 4,188 | \$ 385,851 | \$ 1,469 | \$ 11,466 | \$ 402,974 |
| Liabilities | | | | | |
| Current liabilities: | | | | | |
| Accounts payable..... | \$ 2,197 | \$ 133 | \$ 353 | \$ 4,904 | \$ 7,587 |
| Accrued payroll..... | 422 | - | 94 | 1,435 | 1,951 |
| Accrued vacation and sick leave pay..... | 449 | - | - | 1,648 | 2,097 |
| Accrued workers' compensation..... | - | - | - | 166 | 166 |
| Bonds, loans, capital leases, and other payables..... | - | 23,645 | 59 | 71 | 23,775 |
| Accrued interest payable..... | - | 2,704 | - | - | 2,704 |
| Due to other funds..... | 91 | 11,194 | - | - | 11,285 |
| Deferred credits and other liabilities..... | - | 89,351 | - | 1,003 | 89,354 |
| Total current liabilities..... | 3,159 | 126,027 | 506 | 9,227 | 138,919 |
| Noncurrent liabilities: | | | | | |
| Accrued vacation and sick leave pay..... | 373 | - | - | 1,539 | 1,912 |
| Accrued workers' compensation..... | - | - | - | 888 | 888 |
| Other postemployment benefits obligation..... | 702 | - | - | 3,445 | 4,147 |
| Bonds, loans, capital leases, and other payables..... | - | 259,824 | 125 | - | 259,949 |
| Total noncurrent liabilities..... | 1,075 | 259,824 | 125 | 5,872 | 266,896 |
| Total liabilities..... | 4,234 | 385,851 | 631 | 15,099 | 405,815 |
| Net Assets | | | | | |
| Invested in capital assets, net of related debt..... | 1,429 | - | 101 | 3,200 | 4,730 |
| Unrestricted (deficit)..... | (1,475) | - | 737 | (6,833) | (7,571) |
| Total net assets (deficit)..... | \$ (46) | \$ - | \$ 838 | \$ (3,633) | \$ (2,841) |

Notes:
(1) Intra-entity due to and due from eliminated for presentation in the Statement of Net Assets - Proprietary Funds on page 34.

CITY AND COUNTY OF SAN FRANCISCO
Combining Statement of Revenues, Expenses
and Changes in Fund Net Assets
Internal Service Funds

Year ended June 30, 2008
(In Thousands)

| | Central Shops Fund | Finance Corporation | Reproduction Fund | Telecom- munications & Information Fund | Total |
|---|--------------------------|------------------------|----------------------|--|------------|
| Operating revenues: | | | | | |
| Charges for services..... | \$ 25,939 | \$ - | \$ 7,364 | \$ 78,506 | \$ 111,809 |
| Rent and concessions..... | - | - | - | 14 | 14 |
| Total operating revenues..... | 25,939 | - | 7,364 | 78,520 | 111,823 |
| Operating expenses: | | | | | |
| Personal services..... | 11,562 | - | 2,248 | 38,431 | 52,241 |
| Contractual services..... | 2,495 | - | 3,870 | 31,622 | 37,987 |
| Materials and supplies..... | 10,312 | - | 426 | 6,045 | 16,783 |
| Depreciation and amortization..... | 596 | 287 | 59 | 1,442 | 2,384 |
| General and administrative..... | 88 | - | 12 | 414 | 514 |
| Services provided by other departments..... | 1,373 | - | 505 | 4,011 | 5,889 |
| Other..... | - | - | 197 | 445 | 642 |
| Total operating expenses..... | 26,426 | 287 | 7,317 | 82,410 | 116,440 |
| Operating income (loss)..... | (487) | (287) | 47 | (3,890) | (4,617) |
| Nonoperating revenues (expenses): | | | | | |
| Interest and investment income..... | - | 11,183 | - | - | 11,183 |
| Other, net..... | (139) | (10,896) | (42) | 25 | (11,216) |
| Total nonoperating revenues (expenses)..... | (139) | 287 | (42) | (119) | (10) |
| Income (loss) before transfers..... | (626) | - | 5 | (4,006) | (4,627) |
| Transfers in..... | 200 | - | 42 | 1,819 | 2,061 |
| Change in net assets..... | (426) | - | 47 | (2,187) | (2,566) |
| Total net assets (deficit) - beginning..... | 380 | - | 791 | (1,446) | (275) |
| Total net assets (deficit) - ending..... | \$ (46) | \$ - | \$ 838 | \$ (3,633) | \$ (2,841) |

CITY AND COUNTY OF SAN FRANCISCO
Combining Statement of Cash Flows
Internal Service Funds

Year ended June 30, 2008

(In Thousands)

| | Central Shops Fund | Finance Corporation | Reproduction Fund | Telecom- munications & Information Fund | Total |
|---|--------------------------|------------------------|----------------------|--|------------|
| Cash flows from operating activities: | | | | | |
| Cash received from customers..... | \$ 25,793 | \$ 31,003 | \$ 7,264 | \$ 78,560 | \$ 142,620 |
| Cash paid to employees for services..... | (10,850) | - | (2,239) | (34,355) | (47,444) |
| Cash paid to suppliers for goods and services..... | (13,102) | (18,475) | (5,023) | (45,703) | (82,303) |
| Net cash provided by (used in) operating activities..... | 1,841 | 12,528 | 2 | (1,498) | 12,873 |
| Cash flows from noncapital financing activities: | | | | | |
| Transfers in..... | 200 | - | 42 | 1,819 | 2,061 |
| Net cash provided by noncapital financing activities..... | 200 | - | 42 | 1,819 | 2,061 |
| Cash flows from capital and related financing activities: | | | | | |
| Bond sale proceeds..... | - | 54,852 | - | - | 54,852 |
| Acquisition of capital assets..... | (25) | (21,380) | - | (1,282) | (22,687) |
| Refinement of capital lease obligation..... | - | (1,426) | (57) | (130) | (1,613) |
| Bond issue costs paid..... | - | (9,939) | - | - | (9,939) |
| Interest paid on long term debt..... | - | 22,107 | - | (1,412) | 20,695 |
| Net cash provided by (used in) capital financing activities..... | (25) | 22,107 | (57) | (1,412) | 20,613 |
| Cash flows from investing activities: | | | | | |
| Purchases of investments with trustees..... | - | (159,000) | - | - | (159,000) |
| Proceeds from sale of investments with trustees..... | - | 130,765 | - | - | 130,765 |
| Interest income received..... | - | 2,978 | - | - | 2,978 |
| Other investing activities..... | - | - | - | - | - |
| Net cash used in investing activities..... | (139) | (25,257) | (42) | (141) | (25,579) |
| Increase (decrease) in cash and cash equivalents..... | 1,877 | 9,378 | (55) | (1,232) | 9,968 |
| Cash and cash equivalents - beginning of year..... | 736 | 23,349 | 1,160 | 8,844 | 34,089 |
| Cash and cash equivalents - end of year..... | \$ 2,613 | \$ 32,727 | \$ 1,105 | \$ 7,612 | \$ 44,057 |
| Reconciliation of operating income (loss) to net cash provided by (used in) operating activities: | | | | | |
| Operating income (loss)..... | \$ (487) | \$ (287) | \$ 47 | \$ (3,890) | \$ (4,617) |
| Adjustments for non-cash activities: | | | | | |
| Depreciation and amortization..... | 596 | 287 | 59 | 1,442 | 2,384 |
| Other..... | - | - | - | 26 | 26 |
| Changes in assets/liabilities: | | | | | |
| Receivables, net..... | (146) | 21,380 | - | 227 | 21,461 |
| Due from other funds..... | - | - | (79) | - | (79) |
| Deferred charges and other assets..... | - | - | - | (6) | (6) |
| Accounts payable..... | 1,142 | - | (12) | (3,142) | (2,012) |
| Accrued payroll..... | 37 | - | 8 | 134 | 179 |
| Accrued vacation and sick leave pay..... | (27) | - | - | 108 | 81 |
| Accrued workers compensation..... | - | - | - | 300 | 300 |
| Other postemployment benefits obligation..... | 702 | - | - | 3,445 | 4,147 |
| Due to other funds..... | 24 | - | - | (25) | (1) |
| Deferred credits and other liabilities..... | - | (8,852) | (21) | (207) | (9,080) |
| Total adjustments..... | 2,326 | 12,815 | (45) | 2,392 | 17,490 |
| Net cash provided by (used in) operating activities..... | \$ 1,841 | \$ 12,928 | \$ 2 | \$ (1,498) | \$ 12,873 |
| Reconciliation of cash and cash equivalents to the combining statement of net assets: | | | | | |
| Deposits and investments with City Treasury: | | | | | |
| Unrestricted..... | \$ 2,613 | \$ 302 | \$ 1,105 | \$ 7,612 | \$ 11,632 |
| Restricted..... | - | 95,727 | - | - | 95,727 |
| Total deposits and investments..... | 2,613 | 96,029 | 1,105 | 7,612 | 107,359 |
| Less: Investments outside of City Treasury not meeting the definition of cash equivalents..... | - | (63,302) | - | - | (63,302) |
| Cash and cash equivalents at end of year on combining statement of cash flows..... | \$ 2,613 | \$ 32,727 | \$ 1,105 | \$ 7,612 | \$ 44,057 |

CITY AND COUNTY OF SAN FRANCISCO

FIDUCIARY FUNDS

Fiduciary Funds include all Trust and Agency Funds which account for assets held by the City as a trustee or as an agent for individuals or other governmental units.

Trust Funds

Employees' Retirement System -- Accounts for the contributions from employees, City contributions and the earnings and profits from investments of monies. Disbursements are made for retirements, withdrawal, disability, and death benefits of the employees as well as administrative expenses.

Health Service System -- Accounts for the contributions from active and retired employees, and surviving spouses, City contributions and the earnings and profits from investment of monies. Disbursements are made for medical expenses and to various health plans of the beneficiaries.

Agency Funds

Agency Funds are custodial in nature and do not involve measurement of results of operations. Such funds have no equity accounts since all assets are due to individuals or entities at some future time.

Assistance Program Fund -- Accounts for collections and advances received as an agent under various human welfare and community health programs. Monies are disbursed in accordance with legal requirements and program regulations.

Deposits Fund -- Accounts for all deposits under the control of the City departments. Dispositions of the deposits are governed by the terms of the statutes and ordinances establishing the deposit requirement.

Payroll Deduction Fund -- Accounts for monies held for payroll charges including federal, state and other payroll related deductions.

State Revenue Collection Fund -- Accounts for various fees, fines and penalties collected by City departments for the State of California which are passed through to the State.

Tax Collection Fund -- Accounts for monies received for current and delinquent taxes which must be held pending authority for distribution. Included are prepaid taxes, disputed taxes, duplicate payment of taxes, etc. This fund also accounts for monies deposited by third parties pending settlement of litigation and claims. Upon final settlement, monies are disbursed as directed by the courts or by parties to the dispute.

Transit Fund -- Accounts for the quarter of one percent sales tax collected by the State Board of Equalization and deposited with the County of origin for local transportation support. The Metropolitan Transportation Commission, the regional agency responsible for administration of these monies, directs their use and distribution.

Other Agency Funds -- Accounts for monies held as agent for a variety of purposes.

CITY AND COUNTY OF SAN FRANCISCO

Combining Statement of Fiduciary Net Assets

Fiduciary Funds
Pension and Other Employee Benefit Trust Funds

June 30, 2008

(In Thousands)

| | Pension Trust Fund | Other Employee Benefit Trust Fund | Health Service System | Total |
|--|--------------------------|--|-----------------------------|---------------|
| ASSETS | | | | |
| Deposits and investments with City Treasury..... | \$ 135 | \$ 53,578 | | \$ 53,713 |
| Deposits and investments outside City Treasury: | | | | |
| Cash and deposits..... | 77,419 | - | | 77,419 |
| Short term bills and notes..... | 879,724 | - | | 879,724 |
| Debt securities..... | 4,540,996 | - | | 4,540,996 |
| Equity securities..... | 7,365,206 | - | | 7,365,206 |
| Real estate..... | 1,788,961 | - | | 1,788,961 |
| Venture capital..... | 1,686,927 | - | | 1,686,927 |
| Receivables: | | | | |
| Employer and employee contributions..... | 13,461 | 18,674 | | 32,135 |
| Brokers, general partners and others..... | 330,883 | - | | 330,883 |
| Interest and other..... | 55,886 | 7,024 | | 62,910 |
| Invested securities lending collateral..... | 1,567,442 | - | | 1,567,442 |
| Total assets..... | 18,306,640 | 79,276 | | 18,385,916 |
| Liabilities | | | | |
| Accounts payable..... | 22,716 | 9,551 | | 32,267 |
| Estimated claims payable..... | - | 10,916 | | 10,916 |
| Obligations under fixed coupon dollar reverse repurchase agreements..... | 322,053 | - | | 322,053 |
| Foreign currency contracts, net..... | 504 | - | | 504 |
| Payable to brokers..... | 561,394 | - | | 561,394 |
| Securities lending collateral..... | 1,567,442 | - | | 1,567,442 |
| Deferred credits and other liabilities..... | - | 35,252 | | 35,252 |
| Total liabilities..... | 2,474,119 | 55,719 | | 2,529,838 |
| Net Assets | | | | |
| Held in trust for pension benefits and other purposes..... | \$ 15,832,521 | \$ 23,557 | | \$ 15,856,078 |

CITY AND COUNTY OF SAN FRANCISCO

Combining Statement of Changes in Fiduciary Net Assets

Fiduciary Funds
Pension and Other Employee Benefit Trust Funds

Year ended June 30, 2008

(In Thousands)

| | Pension Trust Fund | Other Employee Benefit Trust Fund | Health Service System | Total |
|--|--------------------------|--|-----------------------------|---------------|
| Additions: | | | | |
| Employees' contributions..... | \$ 185,123 | \$ 73,258 | | \$ 258,381 |
| Employer contributions..... | 134,060 | 485,850 | | 619,910 |
| Total contributions..... | 319,183 | 559,108 | | 878,291 |
| Investment income: | | | | |
| Interest..... | 254,737 | 1,593 | | 256,330 |
| Dividends..... | 183,940 | - | | 183,940 |
| Net decrease in fair value of investments..... | (1,103,894) | (186) | | (1,104,080) |
| Securities lending income..... | 54,550 | - | | 54,550 |
| Fixed coupon dollar reverse repurchase agreement income..... | 8,638 | - | | 8,638 |
| Total investment income..... | (602,029) | 1,407 | | (600,622) |
| Less investment expenses: | | | | |
| Securities lending borrower rebates and expenses..... | (69,352) | - | | (69,352) |
| Fixed coupon dollar reverse repurchase finance charges and expenses..... | (12,972) | - | | (12,972) |
| Other expenses..... | (51,079) | - | | (51,079) |
| Total investment expenses..... | (133,403) | - | | (133,403) |
| Total additions, net..... | (416,249) | 560,515 | | 144,266 |
| Deductions: | | | | |
| Benefit payments..... | 682,230 | 580,858 | | 1,263,088 |
| Refunds of contributions..... | 8,449 | - | | 8,449 |
| Administrative expenses..... | 12,594 | - | | 12,594 |
| Total deductions..... | 703,273 | 580,858 | | 1,284,131 |
| Change in net assets..... | (1,119,522) | (20,343) | | (1,139,865) |
| Net assets at beginning of year..... | 16,952,043 | 43,900 | | 16,995,943 |
| Net assets at end of year..... | \$ 15,832,521 | \$ 23,557 | | \$ 15,856,078 |

CITY AND COUNTY OF SAN FRANCISCO

FIDUCIARY FUNDS

Combining Statement of Changes in Assets and Liabilities - Agency Funds

Year ended June 30, 2008

(In Thousands)

| | Balance July 1, 2007 | Additions | Deductions | Balance June 30, 2008 |
|--|----------------------------|-----------|------------|-----------------------------|
| Assistance Program Fund | | | | |
| ASSETS | | | | |
| Deposits and investments with City Treasury..... | \$ 64 | \$ 7,338 | \$ 7,097 | \$ 305 |
| Receivables: | | | | |
| Interest and other..... | 1 | 5 | 6 | - |
| Total assets..... | \$ 65 | \$ 7,343 | \$ 7,103 | \$ 305 |
| LIABILITIES | | | | |
| Accounts payable..... | \$ 19 | \$ 678 | \$ 681 | \$ 16 |
| Agency obligations..... | 46 | 7,277 | 7,034 | 289 |
| Total liabilities..... | \$ 65 | \$ 7,955 | \$ 7,715 | \$ 305 |
| Deposits Fund | | | | |
| ASSETS | | | | |
| Deposits and investments with City Treasury..... | \$ 14,334 | \$ 44,812 | \$ 47,466 | \$ 11,680 |
| Receivables: | | | | |
| Interest and other..... | 41 | 51 | 58 | 34 |
| Deferred charges and other assets..... | 28,658 | 2,100 | 19,859 | 8,899 |
| Total assets..... | \$ 41,035 | \$ 46,970 | \$ 67,385 | \$ 20,620 |
| LIABILITIES | | | | |
| Accounts payable..... | \$ 876 | \$ 9,632 | \$ 10,101 | \$ 407 |
| Agency obligations..... | 40,159 | 24,217 | 44,163 | 20,213 |
| Total liabilities..... | \$ 41,035 | \$ 33,849 | \$ 54,264 | \$ 20,620 |
| Payroll Deduction Fund | | | | |
| ASSETS | | | | |
| Deposits and investments with City Treasury..... | \$ 7,878 | \$ 682 | \$ - | \$ 8,560 |
| Receivables: | | | | |
| Employer and employee contributions..... | 40,802 | 4,075 | - | 44,877 |
| Total assets..... | \$ 48,480 | \$ 4,757 | \$ - | \$ 53,237 |
| LIABILITIES | | | | |
| Accounts payable..... | \$ 41,771 | \$ - | \$ 29,034 | \$ 12,737 |
| Agency obligations..... | 6,709 | 34,104 | 313 | 40,500 |
| Total liabilities..... | \$ 48,480 | \$ 34,104 | \$ 29,347 | \$ 53,237 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO

FIDUCIARY FUNDS

Combining Statement of Changes in Assets and Liabilities - Agency Funds (Continued)

Year ended June 30, 2008

(In Thousands)

| | Balance July 1, 2007 | Additions | Deductions | Balance June 30, 2008 |
|---|----------------------------|--------------|--------------|-----------------------------|
| State Revenue Collection Fund | | | | |
| ASSETS | | | | |
| Deposits and investments with City Treasury..... | \$ 499 | \$ 2,335 | \$ 1,957 | \$ 877 |
| Deposits and investments outside City Treasury..... | 1 | 1 | 1 | 1 |
| Total assets..... | \$ 500 | \$ 2,336 | \$ 1,958 | \$ 878 |
| LIABILITIES | | | | |
| Accounts payable..... | \$ 119 | \$ 2,181 | \$ 1,937 | \$ 343 |
| Agency obligations..... | 381 | 2,332 | 2,178 | 536 |
| Total liabilities..... | \$ 500 | \$ 4,493 | \$ 4,115 | \$ 878 |
| Tax Collection Fund | | | | |
| ASSETS | | | | |
| Deposits and investments with City Treasury..... | \$ 13,403 | \$ 2,292,189 | \$ 2,280,760 | \$ 24,832 |
| Receivables: | | | | |
| Interest and other..... | 143,207 | 143,819 | 143,201 | 143,825 |
| Total assets..... | \$ 156,610 | \$ 2,436,032 | \$ 2,423,961 | \$ 168,681 |
| LIABILITIES | | | | |
| Accounts payable..... | \$ 2,487 | \$ 45,510 | \$ 46,246 | \$ 1,751 |
| Agency obligations..... | 154,123 | 1,704,099 | 1,691,292 | 166,930 |
| Total liabilities..... | \$ 156,610 | \$ 1,749,609 | \$ 1,737,538 | \$ 168,681 |
| Transit Fund | | | | |
| ASSETS | | | | |
| Deposits and investments with City Treasury..... | \$ 1,673 | \$ 55,609 | \$ 55,215 | \$ 2,067 |
| Receivables: | | | | |
| Interest and other..... | 31 | 151 | 171 | 11 |
| Total assets..... | \$ 1,704 | \$ 55,760 | \$ 55,386 | \$ 2,078 |
| LIABILITIES | | | | |
| Accounts payable..... | \$ - | \$ 18,963 | \$ 18,761 | \$ 202 |
| Agency obligations..... | 1,704 | 37,797 | 37,615 | 1,876 |
| Total liabilities..... | \$ 1,704 | \$ 56,750 | \$ 56,376 | \$ 2,078 |

(Continued)

CITY AND COUNTY OF SAN FRANCISCO

FIDUCIARY FUNDS

Combining Statement of Changes in Assets and Liabilities -
Agency Funds (Continued)

Year ended June 30, 2008

(In Thousands)

| Other Agency Funds | Balance July 1, 2007 | Additions | Deductions | Balance June 30, 2008 |
|---|----------------------------|--------------|--------------|-----------------------------|
| ASSETS | | | | |
| Deposits and Investments with City Treasury..... | \$ 23,043 | \$ 136,162 | \$ 123,161 | \$ 36,044 |
| Deposits and Investments outside City Treasury..... | 11 | 12 | 11 | 12 |
| Receivables: | | | | |
| Interest and other..... | 346 | 166 | 488 | 24 |
| Total assets..... | \$ 23,400 | \$ 136,340 | \$ 123,660 | \$ 36,080 |
| LIABILITIES | | | | |
| Accounts payable..... | \$ 6,833 | \$ 127,204 | \$ 112,483 | \$ 21,554 |
| Agency obligations..... | 16,567 | 135,361 | 137,402 | 14,526 |
| Total liabilities..... | \$ 23,400 | \$ 262,565 | \$ 249,885 | \$ 36,080 |
| Total Agency Funds | | | | |
| ASSETS | | | | |
| Deposits and Investments with City Treasury..... | \$ 60,894 | \$ 2,539,127 | \$ 2,515,656 | \$ 84,365 |
| Deposits and Investments outside City Treasury..... | 14 | 44 | 14 | 44 |
| Receivables: | | | | |
| Employer and employee contributions..... | 40,802 | 4,075 | - | 44,877 |
| Interest and other..... | 143,626 | 144,192 | 143,924 | 143,894 |
| Deferred charges and other assets..... | 26,658 | 2,100 | 19,859 | 8,899 |
| Total assets..... | \$ 271,794 | \$ 2,689,538 | \$ 2,679,453 | \$ 281,879 |
| LIABILITIES | | | | |
| Accounts payable..... | \$ 52,105 | \$ 204,148 | \$ 219,243 | \$ 37,010 |
| Agency obligations..... | 219,689 | 1,945,177 | 1,919,997 | 244,869 |
| Total liabilities..... | \$ 271,794 | \$ 2,149,325 | \$ 2,139,240 | \$ 281,879 |

Statistical Section



CITY AND COUNTY OF SAN FRANCISCO

Statistical Section

This section of the City's comprehensive annual financial report presents detailed information as a context for understanding what the information in the financial statements, note disclosures, and required supplementary information says about the City's overall financial health.

Contents

Financial Trends

These schedules contain trend information to help the reader understand how the City's financial performance and well-being have changed over time.

Revenue Capacity

These schedules contain information to help the reader assess the City's most significant local revenue sources, the property tax.

Debt Capacity

These schedules present information to help the reader assess the affordability of the City's current levels of outstanding debt and the City's ability to issue additional debt in the future.

Demographic and Economic Information

These schedules offer demographic and economic indicators to help the reader understand the environment within which the City's financial activities take place.

Operating Information

These schedules contain information about the City's operations and resources to help the reader understand how the City's financial information relates to the services the City provides and the activities it performs.

Sources:

Unless otherwise noted, the information in these schedules is derived from the comprehensive annual financial reports for the relevant year. The City implemented Governmental Accounting Standards Board Statement No. 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments* in 2001; schedules presenting government-wide data include information beginning in that year.

CITY AND COUNTY OF SAN FRANCISCO NET ASSETS BY COMPONENT Last Eight Fiscal Years (accrual basis of accounting) (In Thousands)

| | Fiscal Year | | | | | | | |
|--|---------------------|---------------------|---------------------|--------------|--------------|--------------|--------------|--------------|
| | 2001 ⁽¹⁾ | 2002 ⁽²⁾ | 2003 ⁽³⁾ | 2004 | 2005 | 2006 | 2007 | 2008 |
| Governmental activities | | | | | | | | |
| Invested in capital assets, net of related debt..... | \$ 779,698 | \$ 887,667 | \$ 983,834 | \$ 1,096,834 | \$ 1,159,696 | \$ 1,438,010 | \$ 1,454,614 | \$ 1,436,842 |
| Restricted for: | | | | | | | | |
| Cash and emergencies requirements by | | | | | | | | |
| Charter ⁽⁴⁾ | 97,491 | 93,293 | 59,337 | 55,139 | - | - | - | - |
| Reserve for rainy day..... | - | - | - | - | 48,139 | 121,976 | 133,622 | 117,792 |
| Debt service..... | 10,855 | 12,135 | 7,795 | 9,996 | 46,575 | 53,076 | 28,310 | 23,130 |
| Capital projects..... | 118,549 | 115,052 | 86,912 | 48,313 | 25,101 | 10,589 | 19,128 | 19,128 |
| Community development..... | 181,264 | 135,308 | 158,591 | 163,875 | 208,532 | 71,207 | 63,043 | 95,136 |
| Transportation Authority activities..... | 162,037 | 142,740 | 149,070 | 135,466 | 75,282 | 23,727 | 10,390 | 1,693 |
| Other purposes..... | 153,838 | 219,351 | 133,233 | 122,265 | 138,224 | 148,071 | 176,350 | 172,360 |
| Unrestricted (deficit)..... | (45,402) | (130,525) | (265,950) | (325,147) | (200,467) | (72,038) | (14,446) | (261,897) |
| Total governmental activities net assets..... | \$ 1,458,330 | \$ 1,475,021 | \$ 1,312,822 | \$ 1,306,741 | \$ 1,501,082 | \$ 1,794,618 | \$ 1,871,011 | \$ 1,585,056 |
| Business-type activities | | | | | | | | |
| Invested in capital assets, net of related debt..... | \$ 2,970,198 | \$ 3,115,392 | \$ 3,273,449 | \$ 3,416,154 | \$ 3,391,450 | \$ 3,438,397 | \$ 3,795,006 | \$ 3,935,008 |
| Restricted for: | | | | | | | | |
| Debt service..... | 276,392 | 334,747 | 273,242 | 242,537 | 202,006 | 256,055 | 249,656 | 282,187 |
| Capital projects..... | 189,103 | 141,154 | 147,693 | 128,387 | 161,231 | 146,957 | 75,771 | 111,463 |
| Other purposes..... | 112,335 | 70,118 | 61,616 | 61,241 | 66,753 | 32,354 | 23,709 | 28,254 |
| Unrestricted..... | 578,675 | 568,599 | 542,813 | 464,658 | 446,039 | 536,670 | 567,122 | 491,437 |
| Total business-type activities net assets..... | \$ 4,126,703 | \$ 4,230,010 | \$ 4,298,813 | \$ 4,312,977 | \$ 4,267,479 | \$ 4,412,433 | \$ 4,711,264 | \$ 4,848,349 |
| Primary government | | | | | | | | |
| Invested in capital assets, net of related debt..... | \$ 3,749,896 | \$ 4,003,059 | \$ 4,257,283 | \$ 4,512,988 | \$ 4,551,146 | \$ 4,876,407 | \$ 5,249,620 | \$ 5,371,850 |
| Restricted for: | | | | | | | | |
| Cash and emergencies requirements by | | | | | | | | |
| Charter..... | 97,491 | 93,293 | 59,337 | 55,139 | - | - | - | - |
| Reserve for rainy day..... | - | - | - | - | 48,139 | 121,976 | 133,622 | 117,792 |
| Debt service..... | 287,247 | 346,882 | 281,037 | 252,533 | 248,581 | 309,131 | 277,966 | 305,317 |
| Capital projects..... | 307,652 | 256,208 | 234,905 | 176,700 | 186,332 | 159,546 | 94,899 | 111,463 |
| Community development..... | 181,264 | 135,308 | 158,591 | 163,875 | 208,532 | 71,207 | 63,043 | 95,136 |
| Transportation Authority activities..... | 162,037 | 142,740 | 149,070 | 135,466 | 75,282 | 23,727 | 10,390 | 1,693 |
| Other purposes..... | 266,173 | 289,469 | 194,849 | 183,506 | 204,977 | 180,425 | 200,059 | 200,614 |
| Unrestricted..... | 533,273 | 438,074 | 276,863 | 139,511 | 245,572 | 464,632 | 552,676 | 229,540 |
| Total primary activities net assets..... | \$ 5,585,033 | \$ 5,705,031 | \$ 5,611,635 | \$ 5,619,718 | \$ 5,768,561 | \$ 6,207,051 | \$ 6,582,275 | \$ 6,433,405 |

Notes:

- (1) Trend data is only available for the last eight fiscal years due to the implementation of GASB Statement 34 in fiscal year 2000-2001.
- (2) Beginning fiscal year 2001-2002, the City established the San Francisco Finance Corporation Internal Service Fund to report the activities of the Finance Corporation because its sole purpose is to provide lease financing to the City. Previously, the operations of the Finance Corporation were accounted for in the debt service and capital project funds.
- (3) In fiscal year 2002-2003, in accordance with a Charter amendment, the City transferred its Parking and Traffic Department from governmental to business-type activities.
- (4) The City's Charter was amended in November 2003 and replaced the reserve for cash and emergencies requirements by Charter with the reserve for rainy day.

CITY AND COUNTY OF SAN FRANCISCO

CHANGES IN NET ASSETS

Last Eight Fiscal Years

(accrual basis of accounting)

(In Thousands)

| | Fiscal Year | | | | | | | |
|--|---------------------|---------------------|---------------------|--------------|--------------|--------------|--------------|--------------|
| | 2001 ⁽¹⁾ | 2002 ⁽²⁾ | 2003 ⁽³⁾ | 2004 | 2005 | 2006 | 2007 | 2008 |
| Expenses | | | | | | | | |
| Governmental activities: | | | | | | | | |
| Public protection..... | \$ 699,472 | \$ 717,552 | \$ 778,710 | \$ 727,580 | \$ 738,688 | \$ 780,642 | \$ 861,689 | \$ 1,020,457 |
| Public works, transportation and commerce..... | 309,171 | 317,778 | 287,010 | 160,179 | 213,335 | 272,397 | 309,095 | 342,411 |
| Human welfare and neighborhood development..... | 523,827 | 596,188 | 626,306 | 651,250 | 619,753 | 858,366 | 751,034 | 848,195 |
| Community health..... | 457,500 | 493,856 | 542,460 | 517,086 | 503,256 | 478,844 | 516,321 | 567,410 |
| Culture and recreation..... | 226,721 | 246,620 | 242,398 | 232,187 | 256,538 | 244,423 | 290,547 | 341,453 |
| General administration and finance..... | 107,318 | 156,770 | 186,144 | 183,258 | 152,850 | 167,490 | 194,653 | 250,295 |
| General City responsibilities..... | 109,804 | 55,551 | 53,026 | 73,530 | 59,024 | 49,054 | 67,948 | 80,887 |
| Unallocated interest on long-term debt..... | 73,598 | 77,335 | 77,827 | 86,131 | 86,690 | 94,923 | 94,060 | 97,694 |
| Total governmental activities expenses..... | 2,510,401 | 2,651,650 | 2,794,801 | 2,640,181 | 2,632,935 | 2,946,169 | 3,085,347 | 3,554,782 |
| Business-type activities: | | | | | | | | |
| Airport..... | 529,002 | 599,335 | 641,036 | 618,301 | 628,445 | 633,102 | 624,832 | 651,581 |
| Transportation..... | 468,753 | 528,725 | 628,180 | 660,650 | 711,733 | 695,593 | 726,053 | 830,411 |
| Port..... | 47,587 | 58,094 | 61,074 | 61,185 | 54,897 | 55,329 | 61,937 | 67,495 |
| Water..... | 145,858 | 165,362 | 186,579 | 206,211 | 197,648 | 213,584 | 236,824 | 252,802 |
| Power..... | 107,000 | 113,754 | 95,427 | 121,629 | 116,893 | 119,146 | 95,020 | 106,436 |
| Hospitals..... | 513,486 | 525,045 | 561,673 | 562,188 | 598,160 | 646,149 | 714,349 | 812,399 |
| Sewer..... | 149,687 | 159,890 | 153,845 | 150,586 | 160,650 | 160,701 | 168,954 | 182,712 |
| Garages..... | 34,155 | 32,274 | - | - | - | - | - | - |
| Market..... | - | - | 894 | 949 | 1,055 | 1,035 | 1,061 | 1,052 |
| Total business-type activities expenses..... | 1,995,528 | 2,183,085 | 2,328,708 | 2,381,892 | 2,469,471 | 2,524,639 | 2,629,030 | 2,907,886 |
| Total primary government expenses..... | \$ 4,505,929 | \$ 4,834,735 | \$ 5,123,509 | \$ 5,021,880 | \$ 5,102,406 | \$ 5,470,808 | \$ 5,714,377 | \$ 6,462,670 |
| Program Revenues | | | | | | | | |
| Governmental activities: | | | | | | | | |
| Charges for services: | | | | | | | | |
| Public protection..... | \$ 43,051 | \$ 42,254 | \$ 44,291 | \$ 40,349 | \$ 54,808 | \$ 51,874 | \$ 58,979 | \$ 66,343 |
| Public works, transportation and commerce..... | 97,432 | 102,576 | 84,057 | 83,176 | 95,081 | 113,881 | 111,364 | 115,939 |
| Human welfare and neighborhood development..... | 12,742 | 20,292 | 26,349 | 23,931 | 21,375 | 29,181 | 56,367 | 108,956 |
| Community health..... | 29,999 | 36,176 | 41,606 | 38,933 | 44,860 | 52,183 | 50,266 | 52,455 |
| Culture and recreation..... | 57,191 | 47,116 | 44,829 | 53,369 | 64,614 | 64,720 | 65,407 | 70,576 |
| General administration and finance..... | 49,977 | 53,434 | 36,525 | 43,585 | 41,348 | 55,799 | 10,502 | 20,376 |
| General City responsibilities..... | 54,329 | 47,050 | 41,123 | 59,609 | 28,956 | 31,647 | 29,604 | 26,980 |
| Operating Grants and Contributions..... | 763,863 | 781,767 | 809,670 | 823,784 | 834,607 | 859,619 | 927,256 | 926,089 |
| Capital Grants and Contributions..... | 22,619 | 56,394 | 46,029 | 39,209 | 55,435 | 248,329 | 50,479 | 35,079 |
| Total Governmental activities program revenues..... | 1,131,203 | 1,189,059 | 1,174,578 | 1,205,945 | 1,241,071 | 1,507,513 | 1,360,224 | 1,423,793 |
| Business-type activities: | | | | | | | | |
| Charges for services: | | | | | | | | |
| Airport..... | 414,880 | 465,176 | 500,116 | 486,132 | 477,314 | 455,342 | 503,914 | 535,771 |
| Transportation..... | 113,190 | 107,455 | 155,656 | 186,390 | 187,913 | 210,692 | 222,115 | 257,341 |
| Port..... | 50,345 | 50,494 | 54,467 | 56,702 | 57,519 | 58,598 | 61,193 | 64,498 |
| Water..... | 149,917 | 147,216 | 170,253 | 189,290 | 184,836 | 201,833 | 216,531 | 234,216 |
| Power..... | 101,963 | 125,777 | 132,190 | 124,474 | 132,303 | 149,500 | 108,224 | 119,855 |
| Hospitals..... | 368,461 | 412,874 | 429,128 | 453,607 | 493,596 | 472,327 | 515,092 | 558,167 |
| Sewer..... | 141,770 | 134,595 | 134,745 | 137,806 | 148,888 | 164,703 | 193,411 | 202,549 |
| Garages..... | 37,599 | 35,645 | - | - | - | - | - | - |
| Market..... | - | - | 1,296 | 1,413 | 1,462 | 1,503 | 1,567 | 1,564 |
| Operating Grants and Contributions..... | 260,520 | 282,099 | 164,257 | 169,767 | 180,607 | 188,672 | 183,301 | 181,725 |
| Capital Grants and Contributions..... | 335,520 | 251,747 | 204,751 | 94,818 | 93,724 | 110,403 | 150,080 | 152,511 |
| Total business-type activities program revenues..... | 2,004,161 | 2,013,038 | 1,846,859 | 1,879,389 | 1,858,361 | 2,013,553 | 2,155,428 | 2,308,197 |
| Total primary government program revenues..... | \$ 3,135,364 | \$ 3,202,097 | \$ 3,121,438 | \$ 3,085,314 | \$ 3,199,432 | \$ 3,521,076 | \$ 3,515,652 | \$ 3,731,990 |

(Continued)



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CITY AND COUNTY OF SAN FRANCISCO
FUND BALANCES OF GOVERNMENTAL FUNDS

Last Ten Fiscal Years
(modified accrual basis of accounting)
(In Thousands)

| | Fiscal Year | | | | | | | | | |
|--|-------------------|---------------------|---------------------|---------------------|---------------------|---------------------|-------------------|-------------------|-------------------|---------------------|
| | 1999 | 2000 ⁽¹⁾ | 2001 | 2002 ⁽²⁾ | 2003 ⁽³⁾ | 2004 ⁽⁴⁾ | 2005 | 2006 | 2007 | 2008 ⁽⁵⁾ |
| General Fund | | | | | | | | | | |
| Reserved by charter for cash and emergency requirements..... | \$ 80,076 | \$ 88,125 | \$ 97,491 | \$ 97,491 | \$ 59,337 | \$ - | \$ - | \$ - | \$ - | \$ - |
| Reserved for rainy day..... | - | - | - | - | - | 55,139 | 48,139 | 121,976 | 133,622 | 117,792 |
| Reserved for assets not available for appropriation..... | 5,163 | 5,576 | 6,089 | 6,406 | 6,768 | 7,142 | 9,031 | 10,710 | 12,665 | 11,358 |
| Reserved for encumbrances..... | 43,602 | 32,808 | 37,743 | 52,735 | 43,195 | 42,501 | 57,762 | 38,159 | 60,948 | 63,068 |
| Reserved for appropriation carryforward..... | 50,284 | 74,051 | 77,060 | 61,716 | 26,880 | 35,754 | 36,198 | 124,009 | 161,127 | 99,959 |
| Reserved for subsequent years' budgets..... | 26,013 | 29,990 | 53,337 | 25,379 | 15,414 | 6,242 | 22,351 | 27,451 | 32,062 | 36,341 |
| Unreserved..... | 35,725 | 45,090 | 207,467 | 136,664 | 44,718 | 63,657 | 134,199 | 138,971 | 141,037 | 77,117 |
| Total general fund..... | \$ 240,863 | \$ 275,640 | \$ 479,187 | \$ 380,391 | \$ 196,312 | \$ 210,435 | \$ 307,680 | \$ 461,276 | \$ 541,461 | \$ 405,635 |
| All other governmental funds | | | | | | | | | | |
| Reserved for assets not available for appropriation..... | \$ 54,054 | \$ 72,433 | \$ 51,548 | \$ 41,233 | \$ 25,906 | \$ 17,443 | \$ 17,683 | \$ 20,202 | \$ 19,413 | \$ 19,814 |
| Reserved for debt service..... | 34,785 | 27,694 | 63,308 | 36,548 | 33,866 | 18,800 | 45,540 | 57,429 | 51,299 | 47,334 |
| Reserved for encumbrances..... | 332,258 | 267,168 | 373,088 | 340,591 | 278,656 | 142,784 | 97,920 | 423,120 | 288,948 | 193,461 |
| Reserved for appropriation carryforward..... | 282,711 | 330,687 | 446,211 | 285,508 | 227,818 | 287,690 | 549,571 | 294,340 | 292,234 | 314,051 |
| Reserved for subsequent years' budgets..... | 1,660 | 3,520 | 9,664 | 18,604 | 8,004 | 8,005 | 8,004 | 8,004 | 8,004 | 13,504 |
| Unreserved reported in: | | | | | | | | | | |
| Special revenue funds..... | 48,119 | 40,790 | 54,018 | 97,167 | 67,988 | 19,043 | 30,809 | 35,243 | 47,445 | (27,758) |
| Capital projects funds..... | 32,658 | 44,729 | 11,629 | 44,487 | 40,561 | 10,048 | 7,193 | 13,662 | (373) | 2,126 |
| Permanent fund..... | - | - | 4,064 | 4,433 | 4,227 | 3,326 | 3,856 | 2,308 | 3,508 | 3,502 |
| Fiduciary funds..... | 3,576 | 5,083 | - | - | - | - | - | - | - | - |
| Total other governmental funds..... | \$ 789,821 | \$ 792,104 | \$ 1,013,530 | \$ 868,571 | \$ 687,026 | \$ 507,139 | \$ 760,576 | \$ 854,308 | \$ 710,478 | \$ 566,034 |

Notes:

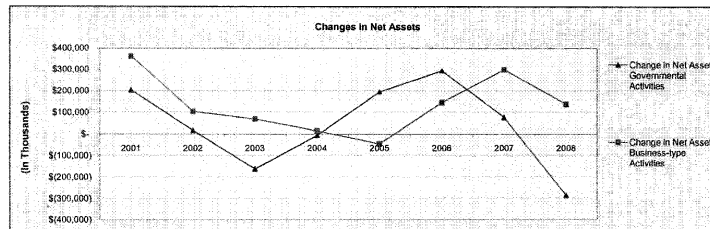
- (1) Through fiscal year 1999-2000, Expendable Trust Funds were reported as part of Fiduciary Fund Types. Due to the implementation of GASB Statement 34 in fiscal year 2000-2001, Expendable Trust Funds were reported as Special Revenue and Permanent Fund Types.
- (2) Beginning fiscal year 2001-2002, the City established the San Francisco Finance Corporation Internal Service Fund to report the activities of the Finance Corporation because its sole purpose is to provide lease financing to the City. Previously, the operations of the Finance Corporation were accounted for in the debt service and capital project funds.
- (3) In fiscal year 2002-2003, in accordance with a Charter amendment, the City transferred its Parking and Traffic Department from governmental to business-type activities.
- (4) The City's Charter was amended in November 2003 and replaced the requirements for a cash requirement reserve and an emergency reserve with the rainy day reserve.
- (5) The change in reserved and unreserved fund balance in fiscal year 2007-2008 is explained in Management's Discussion and Analysis.

196

CITY AND COUNTY OF SAN FRANCISCO
CHANGES IN NET ASSETS (Continued)

Last Eight Fiscal Years
(accrual basis of accounting)
(In Thousands)

| | Fiscal Year | | | | | | | |
|--|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| | 2001 ⁽¹⁾ | 2002 ⁽²⁾ | 2003 ⁽³⁾ | 2004 | 2005 | 2006 | 2007 | 2008 |
| Net (expenses)/revenue | | | | | | | | |
| Governmental activities..... | \$ (1,370,198) | \$ (1,462,591) | \$ (1,620,222) | \$ (1,434,236) | \$ (1,391,864) | \$ (1,438,656) | \$ (1,725,123) | \$ (2,130,969) |
| Business-type activities..... | 8,633 | (170,047) | (381,849) | (502,330) | (611,110) | (511,078) | (473,002) | (599,691) |
| Total primary government net expenses..... | \$ (1,370,565) | \$ (1,632,638) | \$ (2,002,071) | \$ (1,936,566) | \$ (1,902,974) | \$ (1,949,732) | \$ (2,198,725) | \$ (2,730,680) |
| General Revenues and Other Changes in Net Assets | | | | | | | | |
| Governmental activities: | | | | | | | | |
| Taxes: | | | | | | | | |
| Property taxes..... | \$ 628,846 | \$ 697,703 | \$ 686,858 | \$ 723,786 | \$ 820,314 | \$ 1,016,220 | \$ 1,126,992 | \$ 1,189,511 |
| Business taxes..... | 277,822 | 274,848 | 276,651 | 264,632 | 262,763 | 323,153 | 337,592 | 366,025 |
| Other local taxes..... | 581,480 | 444,590 | 450,977 | 509,455 | 538,085 | 595,664 | 668,824 | 662,971 |
| Interest and investment income..... | 81,084 | 70,597 | 26,332 | 11,856 | 29,490 | 71,129 | 86,233 | 67,929 |
| Other..... | 115,695 | 115,943 | 190,496 | 170,163 | 47,153 | 56,022 | 33,046 | 25,939 |
| Transfers - internal activities of primary government..... | (192,154) | (124,369) | (178,991) | (251,937) | (241,800) | (329,996) | (451,171) | (477,341) |
| Total governmental activities..... | 1,582,773 | 1,479,282 | 1,458,023 | 1,428,185 | 1,586,205 | 1,732,192 | 1,801,816 | 1,845,034 |
| Business-type activities: | | | | | | | | |
| Interest and investment income..... | 96,493 | 63,530 | 50,215 | 17,620 | 33,268 | 53,161 | 85,892 | 67,217 |
| Other..... | 28,779 | 85,425 | 188,446 | 237,692 | 237,102 | 272,873 | 218,184 | 233,244 |
| Special item..... | 126,014 | - | 33,000 | 9,245 | (46,368) | - | 17,386 | (41,026) |
| Transfers - internal activities of primary government..... | 102,154 | 124,369 | 178,991 | 251,937 | 241,800 | 329,996 | 451,171 | 477,341 |
| Total business-type activities..... | 353,440 | 273,354 | 450,652 | 516,494 | 465,612 | 665,030 | 772,433 | 736,776 |
| Total primary government..... | \$ 1,936,213 | \$ 1,752,636 | \$ 1,908,675 | \$ 1,944,649 | \$ 2,051,817 | \$ 2,398,222 | \$ 2,573,949 | \$ 2,581,810 |
| Change in Net Assets | | | | | | | | |
| Governmental activities..... | \$ 203,575 | \$ 16,691 | \$ (162,199) | \$ (6,081) | \$ 194,341 | \$ 293,536 | \$ 76,393 | \$ (285,955) |
| Business-type activities..... | 362,073 | 103,307 | 89,603 | 14,164 | (45,498) | 144,954 | 298,831 | 137,085 |
| Total primary government..... | \$ 565,648 | \$ 119,998 | \$ (72,596) | \$ 8,083 | \$ 148,843 | \$ 438,490 | \$ 375,224 | \$ (148,870) |



Notes:

- (1) Trend data is only available for the last eight fiscal years due to the implementation of GASB Statement 34 in fiscal year 2000-2001.
- (2) Beginning fiscal year 2001-2002, the City established the San Francisco Finance Corporation Internal Service Fund to report the activities of the Finance Corporation because its sole purpose is to provide lease financing to the City. Previously, the operations of the Finance Corporation were accounted for in the debt service and capital project funds.
- (3) In fiscal year 2002-2003, in accordance with a Charter amendment, the City transferred its Parking and Traffic Department from governmental to business-type activities.

CITY AND COUNTY OF SAN FRANCISCO
CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS
Last Ten Fiscal Years
(modified accrual basis of accounting)
(In Thousands)

| | Fiscal Year | | | | | | | | | |
|---|------------------|---------------------|---------------------|---------------------|---------------------|------------------|---------------------|------------------|------------------|------------------|
| | 1999 | 2000 ⁽¹⁾ | 2001 ⁽²⁾ | 2002 ⁽³⁾ | 2003 ⁽⁴⁾ | 2004 | 2005 ⁽⁵⁾ | 2006 | 2007 | 2008 |
| Revenues: | | | | | | | | | | |
| Property taxes..... | \$ 527,176 | \$ 544,210 | \$ 627,654 | \$ 687,150 | \$ 686,154 | \$ 721,437 | \$ 918,645 | \$ 1,008,151 | \$ 1,107,864 | \$ 1,179,688 |
| Business taxes..... | 229,905 | 267,918 | 277,822 | 274,848 | 276,651 | 264,832 | 292,763 | 323,153 | 337,592 | 396,025 |
| Other local taxes..... | 481,362 | 547,470 | 581,480 | 444,590 | 450,677 | 509,455 | 538,085 | 595,664 | 668,824 | 652,971 |
| Licenses, permits and franchises..... | 20,685 | 21,025 | 23,503 | 25,762 | 21,648 | 23,788 | 25,942 | 27,662 | 27,428 | 30,943 |
| Fines, forfeitures and penalties..... | 19,800 | 12,658 | 12,773 | 12,045 | 9,000 | 25,183 | 12,509 | 14,449 | 8,871 | 13,217 |
| Interest and investment income..... | 56,023 | 60,542 | 91,429 | 65,597 | 25,570 | 11,630 | 28,268 | 70,046 | 83,846 | 54,256 |
| Rent and concessions..... | 61,516 | 72,948 | 75,382 | 63,623 | 55,369 | 58,979 | 49,450 | 52,426 | 52,493 | 70,160 |
| Intergovernmental: | | | | | | | | | | |
| Federal..... | 260,696 | 288,537 | 296,758 | 307,943 | 320,254 | 344,155 | 348,764 | 350,985 | 381,688 | 328,315 |
| State..... | 468,968 | 555,750 | 575,361 | 608,804 | 690,271 | 630,953 | 522,937 | 565,989 | 582,666 | 561,095 |
| Other..... | 2,562 | 4,695 | 6,245 | 33,924 | 24,623 | 18,259 | 25,783 | 23,500 | 15,689 | 15,907 |
| Charges for services..... | 161,689 | 186,733 | 215,412 | 225,547 | 221,883 | 217,647 | 241,750 | 263,994 | 273,057 | 288,689 |
| Other..... | 22,577 | 18,834 | 31,119 | 26,405 | 27,092 | 57,144 | 57,487 | 61,565 | 44,084 | 81,321 |
| Total revenues..... | 2,312,959 | 2,581,320 | 2,814,938 | 2,776,238 | 2,809,192 | 2,883,462 | 3,062,383 | 3,357,584 | 3,584,102 | 3,672,587 |
| Expenditures | | | | | | | | | | |
| Public protection..... | 592,833 | 632,737 | 672,119 | 690,050 | 734,811 | 706,758 | 738,494 | 787,398 | 865,556 | 927,198 |
| Public works, transportation and commerce..... | 169,514 | 231,991 | 299,949 | 296,411 | 267,034 | 165,555 | 195,896 | 274,669 | 280,907 | 332,171 |
| Human welfare and neighborhood development..... | 522,487 | 515,007 | 557,242 | 613,133 | 670,670 | 662,948 | 644,899 | 697,102 | 740,171 | 828,903 |
| Community health..... | 455,162 | 434,386 | 454,975 | 484,826 | 524,771 | 512,914 | 501,050 | 471,741 | 509,844 | 543,046 |
| Culture and recreation..... | 266,879 | 204,081 | 233,863 | 238,326 | 252,477 | 273,163 | 239,022 | 256,979 | 286,135 | 309,612 |
| General administration and finance..... | 174,930 | 174,999 | 150,482 | 164,745 | 163,748 | 153,709 | 135,118 | 161,195 | 167,505 | 210,466 |
| General City responsibilities..... | - | 45,194 | 109,753 | 54,628 | 53,323 | 74,623 | 62,799 | 53,763 | 57,532 | 71,205 |
| Debt service: | | | | | | | | | | |
| Principal retirement..... | 52,715 | 63,596 | 69,870 | 69,536 | 100,902 | 78,831 | 80,306 | 86,970 | 98,169 | 106,580 |
| Interest and fiscal charges..... | 56,823 | 60,650 | 68,367 | 68,111 | 64,243 | 61,886 | 61,524 | 75,975 | 71,266 | 75,844 |
| Bond issuance costs..... | - | - | 7,368 | 2,987 | 1,646 | 1,350 | 4,842 | 1,933 | 3,683 | 1,090 |
| Capital outlay..... | 244,070 | 188,793 | 170,472 | 276,662 | 248,928 | 165,872 | 130,224 | 153,493 | 263,370 | 133,155 |
| Total expenditures..... | 2,535,413 | 2,551,434 | 2,794,460 | 2,959,415 | 3,082,553 | 2,857,609 | 2,794,174 | 3,021,218 | 3,364,138 | 3,539,270 |
| Excess (deficiency) of revenues over expenditures... | (222,454) | 29,886 | 20,478 | (183,177) | (273,361) | 25,853 | 268,209 | 336,366 | 219,964 | 133,317 |

(Continued)



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CITY AND COUNTY OF SAN FRANCISCO
ASSESSED VALUE OF TAXABLE PROPERTY (1)(3)(4)
Last Ten Fiscal Years
(In Thousands)

| Fiscal Year | Assessed Value | | Exemptions (2) | | Total Taxable Assessed Value | Total Direct Tax Rate |
|-------------|----------------|-------------------|------------------|--------------|------------------------------|-----------------------|
| | Real Property | Personal Property | Non-reimbursable | Reimbursable | | |
| 1999 (1) | \$ 61,700,799 | \$ 4,010,092 | \$ 2,863,293 | \$ 666,010 | \$ 59,707,571 | 1.00% |
| 2000 (1) | 66,859,683 | 4,384,155 | 2,783,904 | 666,747 | 64,948,698 | 1.00% |
| 2001 (1) | 73,712,384 | 7,807,032 | 2,800,943 | 670,468 | 74,872,213 | 1.00% |
| 2002 (1) | 88,866,299 | 4,686,951 | 3,129,961 | 665,145 | 84,465,707 | 1.00% |
| 2003 (1) | 93,467,166 | 4,639,579 | 3,407,736 | 671,540 | 90,250,041 | 1.00% |
| 2004 (1) | 99,878,960 | 3,848,851 | 3,706,357 | 689,559 | 96,439,753 | 1.00% |
| 2005 (1) | 105,805,910 | 3,736,998 | 4,017,052 | 676,120 | 100,847,860 | 1.00% |
| 2006 (1) | 114,767,252 | 3,465,152 | 4,246,112 | 657,144 | 106,875,759 | 1.00% |
| 2007 (1) | 125,074,101 | 3,524,897 | 4,617,851 | 652,034 | 116,990,087 | 1.00% |
| 2008 (1) | 136,897,654 | 3,807,362 | 5,687,576 | | 124,221,093 | 1.00% |

Source: Controller, City and County of San Francisco

Notes:

- (1) Assessed value of taxable property represents all property within the City. The maximum tax rate is 1% of the full cash value or \$1/\$100 of the assessed value, excluding the tax rate for debt service.
- (2) Exemptions are summarized as follows:
- (a) Non-reimbursable exemptions are revenues lost to the City because of provisions of California Constitution, Article XIII(2).
- (b) Reimbursable exemptions arise from Article XIII(25) which reimburses local governments for revenues lost through the homeowners' exemption in Article XIII(3) (k).
- (c) Tax increments are allocations made to the San Francisco Redevelopment Agency under authority of California Constitution, Article XVI and Section 33675 of the California Health & Safety Code. Actual allocations are limited under an indebtedness agreement between the City and the Redevelopment Agency.
- (3) Based on certified assessed values.
- (4) Based on year end actual assessed values.

200

CITY AND COUNTY OF SAN FRANCISCO
CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS (Continued)
Last Ten Fiscal Years
(modified accrual basis of accounting)
(In Thousands)

| | Fiscal Year | | | | | | | | | |
|--|-------------|-----------|------------|--------------|--------------|--------------|------------|------------|-------------|--------------|
| | 1999 | 2000 (1) | 2001 (2) | 2002 (3) | 2003 (4) | 2004 | 2005 (5) | 2006 | 2007 | 2008 |
| Other financing sources (uses): | | | | | | | | | | |
| Transfer in..... | 275,205 | 340,880 | 261,957 | 267,107 | 226,520 | 204,660 | 271,553 | 224,523 | 217,298 | 244,770 |
| Transfer out..... | (290,639) | (428,615) | (365,178) | (536,680) | (423,936) | (456,852) | (513,423) | (555,155) | (668,847) | (724,172) |
| Issuance of bonds and loans: | | | | | | | | | | |
| Face value of bonds issued..... | 200,450 | 94,909 | 394,040 | 249,995 | 71,310 | 116,645 | 346,225 | 219,120 | 312,955 | 310,155 |
| Face value of loans issued..... | - | - | 803 | 3,095 | 323 | 2,156 | 500 | 5,359 | 141 | 1,829 |
| Premium on issuance of bonds..... | - | - | - | - | - | 1,411 | 11,989 | 10,233 | 3,521 | 13,071 |
| Discount on issuance of bonds..... | - | - | (2,733) | (238) | - | - | - | - | (1,856) | - |
| Payment to refunded bond escrow agent..... | (28,229) | - | - | (136,230) | - | (65,802) | (38,913) | - | (159,610) | (283,494) |
| Other financing sources - capital leases..... | - | - | - | 92,373 | 33,520 | 6,165 | 4,542 | 6,882 | 12,789 | 24,254 |
| Total other financing sources (uses)..... | 156,787 | 7,174 | 288,889 | (60,578) | (92,263) | (191,617) | 82,473 | (89,038) | (283,609) | (413,587) |
| Net change in fund balances..... | \$ (65,667) | \$ 37,060 | \$ 309,367 | \$ (243,755) | \$ (365,624) | \$ (165,764) | \$ 350,682 | \$ 247,328 | \$ (63,645) | \$ (280,270) |
| Debt service as a percentage of noncapital expenditures..... | 4.78% | 5.26% | 5.55% | 5.24% | 5.89% | 5.28% | 5.51% | 5.75% | 5.62% | 5.39% |
| Debt service as a percentage of total expenditures..... | 4.32% | 4.87% | 5.21% | 4.75% | 5.41% | 4.97% | 5.25% | 5.46% | 5.15% | 5.19% |

Notes:

- (1) Through fiscal year 1999-2000, Expendable Trust Funds were reported as part of Fiduciary Fund Types. Due to the implementation of GASB Statement 34 in fiscal year 2000-2001, Expendable Trust Funds were reported as Special Revenue and Permanent Fund Types.
- (2) Prior to fiscal year 2000-2001, bond issuance discounts and premiums were included in the face values of bonds issued.
- (3) Beginning fiscal year 2001-2002, the City established the San Francisco Finance Corporation Internal Service Fund to report the activities of the Finance Corporation because its sole purpose is to provide lease financing to the City. Previously, the operations of the Finance Corporation were accounted for in the debt service and capital project funds.
- (4) For General Obligation Bonds authorized and issued prior to the passage of Proposition 39 in 2003, transfer of the proceeds to San Francisco Community College District and San Francisco Unified School District was included as Human Welfare & Neighborhood Development expenditures.
- (5) Prior to fiscal year 2004-2005, transfers of base rental payments from various Certificate of Participation Special Revenue Funds which provide for debt service payments were recorded as current expenditures in paying departments/funds and rental income in debt service funds. Beginning fiscal year 2004-2005, they were recorded as transfers.

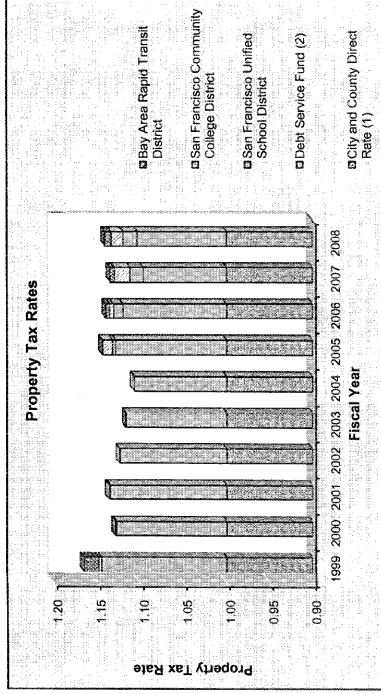
CITY AND COUNTY OF SAN FRANCISCO

DIRECT AND OVERLAPPING PROPERTY TAX RATES

Last Ten Fiscal Years

(Rate Per \$1,000 of Assessed Value)

| Fiscal Year | City and County Direct Rate ⁽¹⁾ | Overlapping Rates | | | | Total |
|-------------|--|----------------------------------|---------------------------------------|--|---------------------------------|----------|
| | | Debt Service Fund ⁽²⁾ | San Francisco Unified School District | San Francisco Community College District | Bay Area Rapid Transit District | |
| 1999 | \$ 1.00000000 | \$ 0.14493925 | \$ 0.00338075 | \$ - | \$ 0.01668000 | \$1.1650 |
| 2000 | 1.00000000 | 0.12766122 | 0.00133878 | - | - | 1.1290 |
| 2001 | 1.00000000 | 0.13481356 | 0.00118644 | - | - | 1.1360 |
| 2002 | 1.00000000 | 0.12369506 | 0.00040494 | - | - | 1.1240 |
| 2003 | 1.00000000 | 0.11671113 | 0.00028887 | - | - | 1.1170 |
| 2004 | 1.00000000 | 0.10662335 | 0.00017665 | - | - | 1.1070 |
| 2005 | 1.00000000 | 0.12839968 | 0.00393518 | 0.01167514 | - | 1.1440 |
| 2006 | 1.00000000 | 0.12012547 | 0.01092226 | 0.00415227 | 0.00480000 | 1.1400 |
| 2007 | 1.00000000 | 0.09657879 | 0.01532351 | 0.01809770 | 0.00500000 | 1.1350 |
| 2008 | 1.00000000 | 0.10365766 | 0.01666883 | 0.01307551 | 0.00760000 | 1.1410 |



Notes:

(1) Proposition 13 allows each county to levy a maximum tax of \$1 per \$100 of full cash value. Full cash value is equivalent to assessed value pursuant to Statutes of 1978, Senate Bill 1656.

(2) On June 6, 1978, California voters approved a constitutional amendment to Article XIII A of the California Constitution, commonly known as Proposition 13, that limits the taxing power of California public agencies. Legislation enacted to implement Article XIII A (Statutes of 1978, Chapter 292, as amended) provides that notwithstanding any other law, local agencies may not levy property taxes except to pay debt service on indebtedness approved by voters prior to July 1, 1978 or any bonded indebtedness for the acquisition or improvement of real property approved on or after July 1, 1978 by two-thirds of the voting public.

CITY AND COUNTY OF SAN FRANCISCO

PRINCIPAL PROPERTY ASSESSEES

Current Fiscal Year and Nine Fiscal Years Ago
(In Thousands)

| Assessee | Type of Business | Fiscal Year 2008 | | Fiscal Year 1999 | |
|---|--------------------|---------------------------------------|------|------------------------|-------|
| | | Taxable Assessed Value ⁽¹⁾ | Rank | Taxable Assessed Value | Rank |
| HWA 555 Owners LLC | Office, Commercial | \$ 869,072 | 1 | - | - |
| EOP - One Market LLC | Office, Commercial | 433,499 | 2 | - | - |
| Marriott Hotel | Hotel | 405,542 | 3 | 334,779 | 5 |
| Four Embarcadero Center Venture | Office, Commercial | 387,395 | 4 | - | 0.52 |
| One Embarcadero Center Venture | Office, Commercial | 375,385 | 5 | - | - |
| One Embarcadero Center Venture | Office, Commercial | 316,673 | 6 | - | - |
| Three Embarcadero Center Venture | Office, Commercial | 298,160 | 7 | - | - |
| Embarcadero Center Associates | Office, Commercial | 297,006 | 8 | 662,329 | 3 |
| Emportum Mail LLC | Shopping Center | 283,703 | 9 | - | 1.07 |
| 10 California Venture | Office, Commercial | 283,475 | 10 | - | - |
| San Francisco Community College | Utilities | - | - | 226,680 | 8 |
| SFAC California (Formerly Pacific Bell) | Utilities | - | - | 172,820 | 1 |
| 555 California Street Partners | Office, Commercial | - | - | 155,874 | 2 |
| Knickerbocker Properties | Office, Commercial | - | - | 618,026 | 4 |
| ZIM One Market Ltd Partnership | Office, Commercial | - | - | 297,400 | 6 |
| San Francisco Hilton Joint Venture | Hotel | - | - | 239,844 | 7 |
| Westin St. Francis Ltd | Hotel | - | - | 217,603 | 9 |
| Total | | \$ 3,930,470 | | \$ 4,858,810 | 10 |
| | | | | 3.00% | 7.27% |

Source: Assessor, City and County of San Francisco

Notes:

(1) Data for fiscal year 2007-2008 updated as of July 1, 2007.
(2) Assessed values for fiscal years 2007-2008 and 1998-1999 are from the tax rolls of calendar years 2007 and 1998, respectively.
(3) Reflects revised calculations due to GASB 14 implementation.

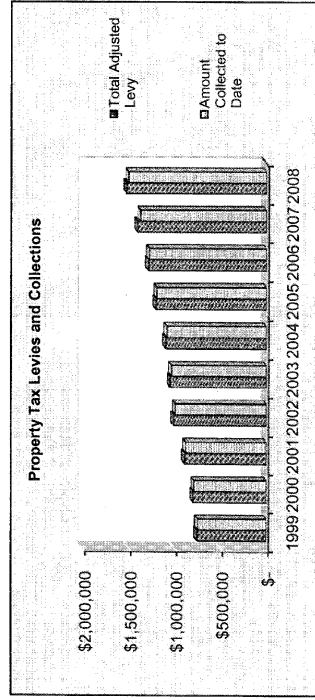
CITY AND COUNTY OF SAN FRANCISCO

PROPERTY TAX LEVIES AND COLLECTIONS (1)(2)

Last Ten Fiscal Years

(In Thousands)

| Fiscal Year | Collected within the Fiscal Year of the Levy | | | | Total Collections to Date | |
|-------------|--|------------|-----------------------------|-------------------------------------|---------------------------|-----------------------------|
| | Total Adjusted Levy | Amount | Percentage of Original Levy | Collections in Subsequent Years (3) | Amount | Percentage of Adjusted Levy |
| | | | | | | |
| 1999 | \$ 757,899 | \$ 742,774 | 98.00% | \$ 8,719 | \$ 751,493 | 99.15% |
| 2000 | 799,385 | 784,984 | 98.20 | 6,153 | 791,137 | 98.97 |
| 2001 | 892,675 | 877,170 | 98.26 | 3,526 | 880,696 | 98.66 |
| 2002 | 1,010,960 | 985,838 | 97.52 | 7,366 | 993,204 | 98.24 |
| 2003 | 1,051,921 | 1,028,649 | 97.79 | 5,766 | 1,034,415 | 98.34 |
| 2004 | 1,100,951 | 1,079,354 | 98.04 | 9,092 | 1,088,446 | 98.86 |
| 2005 | 1,208,044 | 1,179,959 | 97.68 | 18,010 | 1,197,969 | 99.17 |
| 2006 | 1,291,491 | 1,263,396 | 97.82 | 17,524 | 1,280,920 | 99.18 |
| 2007 | 1,411,316 | 1,372,174 | 97.23 | 5,959 | 1,378,133 | 97.65 |
| 2008 | 1,530,484 | 1,487,715 | 97.21 | 20,781 | 1,508,496 | 98.56 |



Source: Controller, City and County of San Francisco

Notes:

- (1) Includes San Francisco Unified School District, San Francisco Community College District, Bay Area Rapid Transit District, Bay Area Air Quality Management District and San Francisco Redevelopment Agency.
- (2) Does not include SB-813 supplemental property taxes.
- (3) Collections in subsequent years reflect assessment appeals reduction.

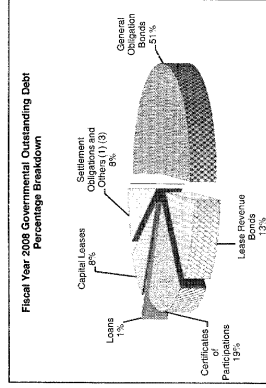
CITY AND COUNTY OF SAN FRANCISCO

RATIOS OF OUTSTANDING DEBT BY TYPE

Last Ten Fiscal Years

(In Thousands, except per capita amount)

| Governmental Activities | | | | | | | | | | | | | | | Total Primary Government | | | | | | | | | |
|-------------------------|--------------------------|---------------------|--------------------------------|----------|----------------|---|--------------|--|--|------------------|---------------------------------|----------------|--------------------------|--------------------------|--|---------------------------|--|--|--|--|--|--|--|--|
| Fiscal Year | General Obligation Bonds | Lease Revenue Bonds | Certificates of Participations | Loans | Capital Leases | Settlement Obligations and Others ⁽¹⁾⁽²⁾ | Subtotal | Business-Type Activities ⁽¹⁾⁽²⁾ | | | | | Total Primary Government | | | | | | | | | | | |
| | | | | | | | | General Obligation Bonds | State of California - Revolving Fund Loans | Commercial Paper | Notes, Loans and Other Payables | Capital Leases | Subtotal | Total Primary Government | Percentage of Personal Income ⁽⁴⁾ | Per Capita ⁽⁴⁾ | | | | | | | | |
| 1999..... | \$ 886,250 | \$ 157,985 | \$ 86,617 | \$ 9,385 | \$ 3,299 | \$ - | \$ 1,143,146 | \$ 167,730 | \$ 199,775 | \$ 11,492 | \$ 2,137 | \$ 4,503,695 | \$ 5,646,841 | 15.12% | \$ 7,289 | | | | | | | | | |
| 2000..... | 911,625 | 151,166 | 91,926 | 17,313 | 2,507 | - | 1,174,536 | 180,295 | 271,650 | 10,628 | 1,788 | 4,785,313 | 5,959,849 | 13.77 | 7,671 | | | | | | | | | |
| 2001..... | 973,235 | 155,707 | 95,707 | 15,816 | 2,485 | - | 1,243,245 | 193,597 | 272,541 | 12,267 | 1,779 | 5,163,869 | 6,913,847 | 15.90 | 8,818 | | | | | | | | | |
| 2002..... | 973,235 | 155,707 | 95,707 | 15,816 | 2,485 | - | 1,243,245 | 179,591 | 90,000 | 4,076 | 1,342 | 5,484,769 | 7,219,527 | 17.40 | 9,457 | | | | | | | | | |
| 2003..... | 859,625 | 232,035 | 296,135 | 9,278 | 212,649 | 49,470 | 1,679,182 | 163,125 | 25,000 | 23,382 | 4,210 | 5,484,262 | 7,163,454 | 17.52 | 9,515 | | | | | | | | | |
| 2004..... | 844,350 | 245,680 | 290,635 | 9,515 | 194,815 | 94,275 | 1,679,270 | 150,186 | 25,000 | 27,680 | 4,891 | 5,375,172 | 7,054,442 | 16.28 | 9,484 | | | | | | | | | |
| 2005..... | 1,065,355 | 230,620 | 283,320 | 7,961 | 186,703 | 188,670 | 1,956,629 | 181,566 | 60,000 | 21,451 | 4,754 | 5,328,492 | 7,324,121 | 15.79 | 9,884 | | | | | | | | | |
| 2006..... | 1,232,205 | 231,265 | 276,160 | 12,377 | 190,279 | 182,955 | 2,125,241 | 191,770 | 118,688 | 20,017 | 5,522 | 5,650,437 | 7,775,578 | 14.70 | 10,451 | | | | | | | | | |
| 2007..... | 1,155,944 | 249,550 | 420,620 | 11,640 | 185,736 | 177,095 | 2,200,585 | 192,328 | 119,868 | 102,438 | 4,499 | 5,625,949 | 7,726,534 | 13.89 | 10,100 | | | | | | | | | |
| 2008..... | 1,098,913 | 282,490 | 412,200 | 12,495 | 174,149 | 170,585 | 2,150,832 | - | 89,101 | 68,000 | 3,843 | 5,452,708 | 7,603,540 | 13.19 | 9,828 | | | | | | | | | |



Notes:

- (1) Through fiscal year 1999-2000, business-type revenue bonds were reported net of deferred amount on discount and unamortized bond premium. Upon the implementation of GASB 34 in fiscal year 2000-2001, business type revenue bonds excluded deferred amount on refunding and unamortized bond premium.
- (2) In fiscal year 2002-2003, in accordance with a Charter amendment, the City transferred its Parking and Traffic Department from governmental to business activities.
- (3) Includes commercial paper issued by San Francisco County Transportation Authority.
- (4) See Demographic and Economic Statistics, for personal income and population data.

CITY AND COUNTY OF SAN FRANCISCO
RATIOS OF GENERAL BONDED DEBT OUTSTANDING
 Last Ten Fiscal Years
 (In Thousands, except per capita amount)

| Fiscal Year | General Obligation Bonds ⁽¹⁾ | Less: Amounts Restricted for Debt Service ⁽¹⁾ | Total | Per Capita ⁽²⁾ | Percentage of Taxable Assessed Value ⁽³⁾ |
|-------------|---|--|------------|---------------------------|---|
| | | | | | |
| 1999 | \$ 886,260 | \$ 10,323 | \$ 875,937 | \$ 1,131 | 1.39% |
| 2000 | 911,625 | 6,168 | 905,457 | 1,165 | 1.32 |
| 2001 | 953,535 | 14,809 | 938,726 | 1,211 | 1.19 |
| 2002 | 917,220 | 20,395 | 896,825 | 1,175 | 0.99 |
| 2003 | 859,625 | 13,304 | 846,321 | 1,124 | 0.89 |
| 2004 | 844,350 | 1,533 | 842,817 | 1,133 | 0.84 |
| 2005 | 1,096,355 | 33,774 | 1,062,581 | 1,420 | 0.99 |
| 2006 | 1,232,205 | 46,929 | 1,185,276 | 1,593 | 1.04 |
| 2007 | 1,155,944 | 35,249 | 1,120,695 | 1,465 | 0.90 |
| 2008 | 1,098,913 | 31,883 | 1,067,030 | 1,379 | 0.79 |

Notes:
 (1) Details regarding the City's outstanding debt can be found in the notes to the financial statements.
 (2) Population data can be found in Demographic and Economic Statistics.
 (3) Taxable property data can be found in Assessed Value of Taxable Property.

CITY AND COUNTY OF SAN FRANCISCO
LEGAL DEBT MARGIN INFORMATION
 Last Ten Fiscal Years
 (In Thousands)

| | 1999 | 2000 | 2001 | 2002 | 2003 |
|--|--------------|--------------|--------------|--------------|--------------|
| Debt limit | \$ 1,940,012 | \$ 2,053,798 | \$ 2,361,554 | \$ 2,712,699 | \$ 2,840,970 |
| Total net debt applicable to limit | 886,260 | 911,625 | 953,535 | 917,220 | 859,625 |
| Legal debt margin | \$ 1,053,752 | \$ 1,142,173 | \$ 1,408,019 | \$ 1,795,479 | \$ 1,981,345 |
| Total net debt applicable to the limit as a percentage of debt limit | 45.68% | 44.39% | 40.36% | 33.81% | 30.26% |

| | 2004 | 2005 | 2006 | 2007 | 2008 |
|--|--------------|--------------|--------------|--------------|--------------|
| Debt limit | \$ 3,000,644 | \$ 3,195,776 | \$ 3,419,607 | \$ 3,749,434 | \$ 4,050,223 |
| Total net debt applicable to limit | 844,350 | 1,086,355 | 1,232,205 | 1,155,944 | 1,098,913 |
| Legal debt margin | \$ 2,156,294 | \$ 2,109,421 | \$ 2,187,402 | \$ 2,593,490 | \$ 2,951,310 |
| Total net debt applicable to the limit as a percentage of debt limit | 28.14% | 33.99% | 36.03% | 30.83% | 27.13% |

Legal Debt Margin Calculation for Fiscal Year 2008

| | |
|---|----------------|
| Total assessed value | \$ 140,695,016 |
| Less: non-reimbursable exemptions ⁽¹⁾ | 5,687,576 |
| Assessed value ⁽¹⁾ | \$ 135,007,440 |
| Debt limit (three percent of valuation subject to taxation ⁽²⁾) | \$ 4,050,223 |
| Debt applicable to limit | |
| Less: general obligation bonds | 1,098,913 |
| Legal debt margin | \$ 2,951,310 |

Source:
 (1) Assessor, City and County of San Francisco

Note:
 (2) City's Administrative Code Section 2.60 Limitations on Bonded Indebtedness.
 "There shall be a limit on outstanding general obligation bond indebtedness of three percent of the assessed value of all taxable real and personal property, located within the City and County."

CITY AND COUNTY OF SAN FRANCISCO
DIRECT AND OVERLAPPING DEBT

June 30, 2008

| District | Total General Debt Outstanding | Estimated Percentage Applicable to City and County ⁽¹⁾ | Estimated Share of Overlapping Debt |
|---|--------------------------------|---|-------------------------------------|
| Bay Area Rapid Transit District..... | \$ 467,320,000 | 27.00% | \$ 126,176,400 |
| San Francisco Unified School District..... | 351,275,000 | 100.00 | 351,275,000 |
| San Francisco Community College District..... | 365,990,000 | 100.00 | 365,990,000 |
| Subtotal, overlapping debt..... | | | 843,441,400 |
| City and County of San Francisco direct debt..... | | | 1,096,912,731 |
| Total net direct and overlapping debt..... | | | \$ 1,942,354,131 |
| Population - 2008 ⁽²⁾ | | | 773,674 |
| Estimated overlapping debt per capita..... | | | \$ 2,510.56 |

Note: Overlapping districts are those that coincide, at least in part, with the geographic boundaries of the City. This schedule estimates the portion of the outstanding debt of those overlapping districts that is borne by the residents and businesses of the City. This process recognizes that, when considering the district's ability to issue and repay long-term debt, the entire debt burden borne by the residents and businesses should be taken into account.

(1) The percentage of overlapping debt applicable is estimated using taxable assessed property value. Applicable percentages were estimated by determining the portion of the City's taxable assessed value that is within the district's boundaries and dividing it by the City's total taxable assessed value.

(2) Source: US Census Bureau.

CITY AND COUNTY OF SAN FRANCISCO
PLEDGED-REVENUE COVERAGE
Last Ten Fiscal Years
(In Thousands)

| Fiscal Year | Operating Revenues ^(a) | Less: Operating Expenses ^(a) | Net Available Revenue | Principal | Debt Service Interest | Total | Coverage |
|-------------|-----------------------------------|---|-----------------------|-----------|-----------------------|------------|----------|
| 1999 | \$ 400,549 | \$ 189,017 | \$ 151,629 | \$ 18,250 | \$ 93,596 | \$ 111,846 | 1.36 |
| 2000 | 433,281 | 197,175 | 208,108 | 19,835 | 136,413 | 159,248 | 1.32 |
| 2001 | 463,468 | 281,061 | 202,427 | 21,215 | 177,800 | 199,015 | 1.02 |
| 2002 | 456,688 | 296,299 | 230,389 | 27,290 | 213,663 | 240,953 | 0.96 |
| 2003 | 553,253 | 295,472 | 237,581 | 52,280 | 224,364 | 279,824 | 0.86 |
| 2004 | 483,422 | 278,765 | 204,657 | 70,835 | 207,405 | 275,492 | 0.74 |
| 2005 | 490,865 | 233,931 | 243,534 | 76,555 | 207,405 | 268,985 | 0.95 |
| 2006 | 480,073 | 297,387 | 213,286 | 79,125 | 199,419 | 278,544 | 0.77 |
| 2007 | 540,166 | 284,662 | 255,464 | 79,415 | 192,748 | 272,161 | 0.84 |
| 2008 | 565,139 | 295,649 | 269,290 | 75,510 | 214,639 | 290,349 | 0.93 |

(1) The pledged-revenue coverage calculations presented in this schedule conform to the requirements of GASB Statement No. 44 and as such differs significantly from those calculated in accordance with the Airport Commission's 1991 Master Resolution which authorized the sale and issuance of these bonds.

(2) Operating revenues of Airport Commission operating revenues and interest and investment income.

(3) In accordance with GASB Statement No. 44, Airport operating expenses related to the pledged revenues exclude interest, depreciation and amortization.

| Fiscal Year | Gross Revenues ^(b) | Less: Operating Expenses ^(b) | Net Available Revenue | Principal | Debt Service Interest | Total | Coverage |
|-------------|-------------------------------|---|-----------------------|-----------|-----------------------|-----------|----------|
| 1999 | \$ 139,579 | \$ 108,464 | \$ 33,962 | \$ 6,440 | \$ 13,619 | \$ 20,355 | 1.63 |
| 2000 | 149,220 | 126,322 | 22,898 | 7,440 | 14,411 | 21,851 | 1.04 |
| 2001 | 149,917 | 127,707 | 22,210 | 6,958 | 14,411 | 21,367 | 1.04 |
| 2002 | 147,216 | 122,521 | 24,695 | 7,350 | 18,688 | 26,038 | 0.95 |
| 2003 | 170,253 | 136,063 | 34,180 | 11,769 | 21,655 | 33,444 | 1.02 |
| 2004 | 168,260 | 152,268 | 15,992 | 13,345 | 24,056 | 37,401 | 0.43 |
| 2005 | 184,633 | 145,341 | 39,292 | 14,055 | 23,658 | 37,713 | 1.26 |
| 2006 | 182,531 | 145,567 | 36,964 | 14,444 | 22,520 | 36,964 | 1.00 |
| 2007 | 214,531 | 153,863 | 60,668 | 18,160 | 48,955 | 67,115 | 0.87 |
| 2008 | 234,216 | 177,084 | 57,122 | 19,170 | 45,023 | 64,193 | 0.89 |

(1) The pledged-revenue coverage calculations presented in this schedule conform to the requirements of GASB Statement No. 44 and as such differs significantly from those calculated in accordance with the bond indenture.

(2) Gross revenue consists of charges for services, rental income and other income.

(3) In accordance with GASB Statement No. 44, Water Department operating expenses related to the pledged revenues exclude interest, depreciation and amortization.

(4) Principal payment was related to exclude principal refunding in FY 2006.

| Fiscal Year | Base Rental Payment and Gross Meter Charges ^(a) | Less: Operating Expenses ^(a) | Net Available Revenue | Principal | Debt Service Interest | Total | Coverage |
|-------------|--|---|-----------------------|-----------|-----------------------|----------|----------|
| 1999 | \$ 13,217 | \$ 3,131 | \$ 10,086 | \$ 905 | \$ 1,635 | \$ 2,440 | 4.71 |
| 2000 | 13,217 | 3,131 | 10,086 | 905 | 1,635 | 2,440 | 4.71 |
| 2001 | 13,217 | 3,131 | 10,086 | 905 | 1,635 | 2,440 | 4.71 |
| 2002 | 13,354 | 3,351 | 10,003 | 1,440 | 1,437 | 2,877 | 3.20 |
| 2003 | 15,633 | 6,227 | 9,406 | 3,274 | 2,312 | 5,586 | 1.68 |
| 2004 | 25,004 | 10,430 | 15,174 | 4,943 | 2,854 | 7,797 | 1.95 |
| 2005 | 25,923 | 14,071 | 11,552 | 5,193 | 2,852 | 7,775 | 1.49 |
| 2006 | 31,127 | 16,563 | 14,564 | 5,734 | 1,989 | 7,723 | 1.93 |
| 2007 | 31,801 | 16,907 | 14,894 | 5,734 | 1,989 | 7,723 | 1.93 |
| 2008 | 33,091 | 18,038 | 15,053 | 6,017 | 1,747 | 7,764 | 1.94 |

(1) The Parking Authority leased North Beach, Moscone, and San Francisco General Hospital garages to the City. In return, the City pledged to pay off the debt service with its base (less) rental payment. Gross Meter Revenue consists of revenues from all meters in San Francisco except the meters on Port and Airport properties.

(2) The annual budget for the Parking Program includes the Parking Authority that manages garages and the Parking Meter Program that maintains meters. The operating expense is the year-end total expenditures net of all debt service related to the pledged revenue stream do not include interest, depreciation and amortization expenses.

(3) Details regarding the City's outstanding debt can be found in the notes to the financial statements. Operating expenses related to the pledged revenue stream do not include interest, depreciation and amortization expenses.

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
PLEDGED-REVENUE COVERAGE (Continued)

Last Ten Fiscal Years
(In Thousands)

| Fiscal Year | Gross Revenues ⁽¹²⁾ | San Francisco Wastewater Enterprises ⁽¹¹⁾ | | | | Total | Coverage |
|-------------|--------------------------------|--|-----------------------|-----------|-----------------------|-----------|----------|
| | | Less: Operating Expenses ⁽¹³⁾ | Net Available Revenue | Principal | Debt Service Interest | | |
| 1999 | \$ 142,974 | \$ 77,104 | \$ 65,870 | \$ 33,864 | \$ 34,955 | \$ 68,829 | 1.03 |
| 2000 | 146,495 | 77,044 | 69,451 | 31,845 | 32,395 | 64,240 | 1.05 |
| 2001 | 141,770 | 79,902 | 61,868 | 35,270 | 31,109 | 66,379 | 0.93 |
| 2002 | 134,595 | 90,642 | 43,953 | 66,006 | 30,604 | 96,610 | 0.45 |
| 2003 | 137,805 | 91,822 | 45,983 | 68,771 | 15,620 | 84,391 | 0.51 |
| 2004 | 137,805 | 91,822 | 45,983 | 68,771 | 15,620 | 84,391 | 0.51 |
| 2005 | 148,888 | 101,460 | 47,428 | 70,384 | 15,413 | 85,797 | 0.55 |
| 2006 | 164,703 | 103,726 | 60,977 | 70,384 | 21,438 | 91,822 | 0.66 |
| 2007 | 193,411 | 114,917 | 78,494 | 70,384 | 20,419 | 90,803 | 0.86 |
| 2008 | 202,549 | 126,487 | 76,062 | 70,384 | 18,865 | 89,249 | 0.85 |

(11) The pledged-revenue coverage calculations presented in this schedule conform to the requirements of GASB Statement No. 44 and as such differs significantly from those calculated in accordance with the bond indenture. (12) Gross revenues include all revenues from the sale of real and personal property, including interest on bonds, interest on investments, and other income. (13) Operating expenses include all expenses incurred in the operation of the enterprise, including depreciation and amortization, interest on bonds, interest on investments, and other income.

| Fiscal Year | Total Operating Revenues ⁽¹⁴⁾ | Port of San Francisco ⁽¹⁵⁾ | | | | Total | Coverage |
|-------------|--|--|-----------------------|-----------|-----------------------|----------|----------|
| | | Less: Operating Expenses ⁽¹⁶⁾ | Net Available Revenue | Principal | Debt Service Interest | | |
| 1999 | \$ 45,429 | \$ 27,111 | \$ 18,317 | \$ 2,800 | \$ 2,514 | \$ 5,414 | 3.38 |
| 2000 | 45,429 | 27,111 | 18,317 | 2,800 | 2,514 | 5,414 | 3.38 |
| 2001 | 54,453 | 37,129 | 17,324 | 3,095 | 2,118 | 5,303 | 3.21 |
| 2002 | 53,740 | 47,759 | 5,981 | 3,235 | 2,168 | 5,391 | 1.11 |
| 2003 | 56,241 | 50,103 | 6,138 | 3,405 | 1,976 | 5,381 | 1.14 |
| 2004 | 57,782 | 49,707 | 8,075 | 3,595 | 1,719 | 5,314 | 1.52 |
| 2005 | 59,217 | 43,786 | 15,431 | 3,920 | 1,072 | 4,932 | 3.13 |
| 2006 | 65,416 | 48,431 | 16,985 | 4,070 | 1,072 | 4,932 | 3.38 |
| 2007 | 65,416 | 50,887 | 14,529 | 3,975 | 453 | 4,428 | 3.28 |
| 2008 | 65,111 | 56,405 | 8,706 | 4,070 | 348 | 4,418 | 2.65 |

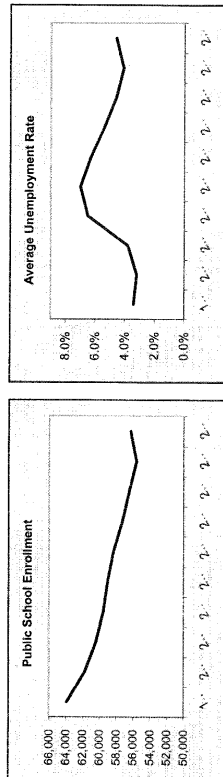
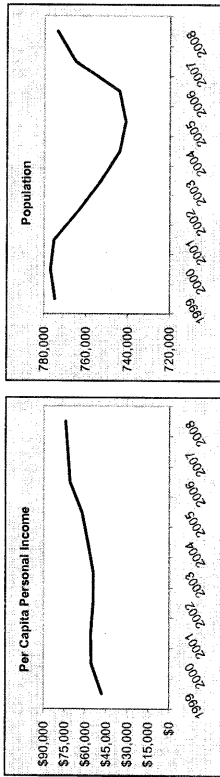
(14) The pledged-revenue coverage calculations presented in this schedule conform to the requirements of GASB Statement No. 44 and as such differs significantly from those calculated in accordance with the bond indenture. (15) Total revenues consist of operating revenues and interest and investment income. (16) In accordance with GASB Statement No. 44, operating expenses related to the pledged-revenue stream exclude interest, depreciation and amortization. Details regarding outstanding debt can be found in the notes to the financial statements. The pledged-revenue stream excludes interest on bonds, interest on investments, and other income. The California General Obligation Bonds of 2001, The State General Obligation Bonds were fully paid in fiscal year 1998-1999.

| Fiscal Year | Total Revenues | Total Business-type Activities | | | | Total | Coverage |
|-------------|----------------|--------------------------------|-----------------------|-----------|-----------------------|------------|----------|
| | | Less: Operating Expenses | Net Available Revenue | Principal | Debt Service Interest | | |
| 1999 | \$ 880,841 | \$ 395,738 | \$ 284,103 | \$ 61,659 | \$ 146,728 | \$ 208,537 | 1.36 |
| 2000 | 756,029 | 434,531 | 321,498 | 63,265 | 186,844 | 280,019 | 1.29 |
| 2001 | 823,387 | 510,441 | 312,946 | 67,916 | 227,097 | 295,013 | 1.08 |
| 2002 | 845,593 | 532,572 | 313,021 | 105,321 | 285,546 | 371,867 | 0.84 |
| 2003 | 845,593 | 532,572 | 313,021 | 105,321 | 285,546 | 371,867 | 0.84 |
| 2004 | 885,134 | 539,862 | 345,272 | 107,442 | 273,549 | 360,988 | 0.90 |
| 2005 | 915,048 | 545,619 | 369,429 | 117,136 | 256,619 | 373,755 | 0.98 |
| 2006 | 939,906 | 576,023 | 363,883 | 118,891 | 244,313 | 363,004 | 1.00 |
| 2007 | 1,047,345 | 625,099 | 422,246 | 155,159 | 284,582 | 419,721 | 1.02 |
| 2008 | 1,103,106 | 673,674 | 429,432 | 152,605 | 290,522 | 433,427 | 0.99 |

CITY AND COUNTY OF SAN FRANCISCO
DEMOGRAPHIC AND ECONOMIC STATISTICS

Last Ten Fiscal Years

| Fiscal Year | Population ⁽¹⁾ | Personal Income (In Thousands) ⁽²⁾ | Per Capita Personal Income ⁽³⁾ | Median Age ⁽⁴⁾ | Public School Enrollment ⁽⁵⁾ | Average Unemployment Rate ⁽⁶⁾ |
|-------------|---------------------------|---|---|---------------------------|---|--|
| 1999 | 774,716 | \$37,342,310 | \$48,201 | 38.7 | 63,895 | 3.4% |
| 2000 | 776,885 | 43,283,762 | 55,715 | 39.1 | 61,766 | 3.2% |
| 2001 | 775,257 | 43,480,208 | 56,085 | 39.3 | 60,421 | 3.8% |
| 2002 | 753,400 | 41,493,071 | 54,353 | 38.3 | 59,015 | 6.5% |
| 2003 | 752,853 | 40,885,951 | 54,308 | 38.3 | 58,323 | 7.0% |
| 2004 | 743,852 | 43,325,147 | 58,244 | 39.2 | 57,276 | 6.3% |
| 2005 | 741,025 | 46,398,387 | 62,614 | 39.4 | 57,276 | 5.4% |
| 2006 | 744,041 | 52,902,542 ⁽⁸⁾ | 71,101 ⁽⁹⁾ | 39.4 | 56,459 | 4.6% |
| 2007 | 764,976 ⁽⁷⁾ | 55,627,416 ⁽⁸⁾ | 72,718 ⁽⁹⁾ | 40.0 ⁽¹⁰⁾ | 55,590 | 4.1% |
| 2008 | 773,674 ⁽⁷⁾ | 57,650,453 ⁽⁸⁾ | 74,515 ⁽⁹⁾ | 39.7 ⁽¹⁰⁾ | 56,315 | 4.6% |



Sources:

- (1) US Census Bureau.
- (2) US Bureau of Economic Analysis.
- (3) US Bureau of Economic Analysis.
- (4) US Census Bureau.
- (5) San Francisco Unified School District.
- (6) California Employment Development Department.

Note: 2008 population was estimated by multiplying the 2007 population by the 2006-07 population growth rate. 2007 is updated from last year's CAFR with newly available data.

- (7) Personal income was estimated by assuming that its percentage of state personal income in 2007 and 2008 remained at the 2006 level of 3.86 percent. 2006 is updated from last year's CAFR with newly available data.
- (8) Per capita personal income for 2007 and 2008 was estimated by dividing the estimated personal income for 2007 and 2008 by the reported and estimated population in 2007 and 2008, respectively. 2006 is updated from last year's CAFR with newly available data.
- (9) Median age in 2008 was estimated by averaging the median age in 2006 and 2007. 2007 is updated from last year's CAFR with newly available data.
- (10) year's CAFR with newly available data.

CITY AND COUNTY OF SAN FRANCISCO

PRINCIPAL EMPLOYERS

Current Year and Six Years Ago

| Employer | Year 2007 ⁽¹⁾ | | | Year 2001 | | |
|--|--------------------------|------|-------------------------------------|---------------|------|-------------------------------------|
| | Employees | Rank | Percentage of Total City Employment | Employees | Rank | Percentage of Total City Employment |
| City and County of San Francisco..... | 26,665 | 1 | 6.43% | 29,610 | 1 | 5.85% |
| University of California, San Francisco... | 17,500 | 2 | 4.22 | 13,835 | 2 | 2.95 |
| Wells Fargo & Co..... | 8,139 | 3 | 1.96 | 6,366 | 5 | 1.36 |
| State of California..... | 6,226 | 4 | 1.50 | 11,296 | 3 | 2.41 |
| California Pacific Medical Center..... | 5,569 | 5 | 1.34 | - | - | - |
| San Francisco Unified School District... | 5,557 | 6 | 1.34 | 5,579 | 6 | 1.19 |
| United States Postal Service..... | 4,935 | 7 | 1.19 | 4,500 | 10 | 0.96 |
| PG&E Corporation..... | 4,800 | 8 | 1.16 | 5,000 | 8 | 1.07 |
| Gap, Inc..... | 4,075 | 9 | 0.98 | - | - | - |
| Kaiser Permanente..... | 3,918 | 10 | 0.95 | - | - | - |
| AT&T..... | - | - | - | 5,200 | 7 | 1.11 |
| Pacific Bell/SBC Communications..... | - | - | - | 4,600 | 9 | 0.98 |
| Charles Schwab & Co. Inc..... | - | - | - | 9,873 | 4 | 2.10 |
| Total..... | 87,384 | | 21.07% | 95,859 | | 19.98% |

Source: Total City and County of San Francisco employee count is obtained from the California Employment Development Department. All other data is obtained from San Francisco Business Times Book of Lists.

Note:

(1) The latest data as of calendar year 2007 is presented.

CITY AND COUNTY OF SAN FRANCISCO

FULL-TIME EQUIVALENT CITY GOVERNMENT EMPLOYEES BY FUNCTION ⁽¹⁾

| Function | Fiscal Year | | | | | | | | | | |
|---|-------------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|
| | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 | 2009 | 2010 |
| Public Protection..... | 1,856 | 1,864 | 1,909 | 1,899 | 1,835 | 1,752 | 1,706 | 1,665 | 1,726 | 1,726 | 1,726 |
| Police..... | 2,742 | 2,785 | 2,748 | 2,688 | 2,669 | 2,616 | 2,664 | 2,765 | 2,870 | 2,870 | 2,870 |
| Fire Department..... | 896 | 892 | 921 | 920 | 937 | 929 | 944 | 939 | 939 | 939 | 939 |
| Sheriff..... | 1,013 | 1,013 | 998 | 982 | 954 | 930 | 958 | 978 | 1,019 | 1,019 | 1,019 |
| Other..... | 6,507 | 6,554 | 6,576 | 6,489 | 6,395 | 6,227 | 6,272 | 6,347 | 6,566 | 6,566 | 6,566 |
| Total Public Protection..... | 4,406 | 4,525 | 4,629 | 4,569 | 4,518 | 4,386 | 4,232 | 4,374 | 4,598 | 4,598 | 4,598 |
| Public Works, Transportation and Commerce..... | 1,507 | 1,576 | 1,537 | 1,506 | 1,214 | 1,203 | 1,248 | 1,220 | 1,228 | 1,228 | 1,228 |
| Municipal Transportation Agency..... | 1,507 | 1,576 | 1,537 | 1,506 | 1,214 | 1,203 | 1,248 | 1,220 | 1,228 | 1,228 | 1,228 |
| Department of Public Works..... | 1,376 | 1,404 | 1,411 | 1,513 | 1,593 | 1,635 | 1,635 | 1,640 | 1,660 | 1,660 | 1,660 |
| Public Utilities Commission..... | 516 | 537 | 569 | 546 | 507 | 505 | 532 | 538 | 542 | 542 | 542 |
| Other..... | 8,819 | 9,109 | 9,227 | 9,011 | 8,881 | 8,666 | 8,620 | 8,768 | 8,768 | 8,768 | 8,768 |
| Total Public Works, Transportation and Commerce..... | 6,133 | 6,068 | 6,192 | 6,309 | 6,093 | 5,928 | 5,956 | 5,983 | 6,196 | 6,196 | 6,196 |
| Community Health..... | 6,133 | 6,068 | 6,192 | 6,309 | 6,093 | 5,928 | 5,956 | 5,983 | 6,196 | 6,196 | 6,196 |
| Public Health..... | 6,133 | 6,068 | 6,192 | 6,309 | 6,093 | 5,928 | 5,956 | 5,983 | 6,196 | 6,196 | 6,196 |
| Total Community Health..... | 6,133 | 6,068 | 6,192 | 6,309 | 6,093 | 5,928 | 5,956 | 5,983 | 6,196 | 6,196 | 6,196 |
| Human Welfare and Neighborhood Development..... | 1,706 | 1,807 | 1,724 | 1,744 | 1,735 | 1,687 | 1,663 | 1,745 | 1,812 | 1,812 | 1,812 |
| Human Services..... | 245 | 269 | 305 | 316 | 317 | 312 | 306 | 313 | 312 | 312 | 312 |
| Total Human Welfare and Neighborhood Development..... | 1,351 | 2,076 | 2,029 | 2,060 | 2,052 | 2,009 | 1,969 | 2,068 | 2,124 | 2,124 | 2,124 |
| Culture and Recreation..... | 1,010 | 998 | 1,014 | 976 | 1,001 | 954 | 916 | 922 | 942 | 942 | 942 |
| Recreation and Park Commission..... | 594 | 599 | 612 | 613 | 617 | 616 | 608 | 631 | 641 | 641 | 641 |
| Public Library..... | 94 | 94 | 94 | 95 | 95 | 96 | 95 | 96 | 96 | 96 | 96 |
| War Memorial..... | 124 | 120 | 130 | 149 | 156 | 149 | 200 | 199 | 204 | 204 | 204 |
| Other..... | 1,822 | 1,811 | 1,850 | 1,833 | 1,869 | 1,815 | 1,817 | 1,848 | 1,883 | 1,883 | 1,883 |
| Total Culture and Recreation..... | 417 | 426 | 420 | 401 | 405 | 383 | 378 | 438 | 505 | 505 | 505 |
| General Administration and Finance..... | 316 | 334 | 329 | 321 | 319 | 308 | 321 | 324 | 327 | 327 | 327 |
| Administrative Services..... | 314 | 352 | 333 | 324 | 313 | 276 | 281 | 270 | 307 | 307 | 307 |
| Communications and Information Services..... | 209 | 216 | 215 | 215 | 215 | 170 | 179 | 164 | 188 | 188 | 188 |
| Controller..... | 209 | 216 | 215 | 215 | 215 | 170 | 179 | 164 | 188 | 188 | 188 |
| Human Resources..... | 183 | 182 | 184 | 185 | 192 | 192 | 189 | 203 | 203 | 203 | 203 |
| Treasurer/Tax Collector..... | 145 | 77 | 75 | 72 | 58 | 51 | 48 | 51 | 57 | 57 | 57 |
| Mayor..... | 455 | 467 | 470 | 466 | 454 | 491 | 520 | 571 | 571 | 571 | 571 |
| Other..... | 2,200 | 2,214 | 2,182 | 2,137 | 2,080 | 2,011 | 2,028 | 2,151 | 2,318 | 2,318 | 2,318 |
| Total General Administration and Finance..... | 2,743 | 2,734 | 2,809 | 2,784 | 2,734 | 2,660 | 2,695 | 2,716 | 2,785 | 2,785 | 2,785 |
| General City Responsibility..... | 2,743 | 2,734 | 2,809 | 2,784 | 2,734 | 2,660 | 2,695 | 2,716 | 2,785 | 2,785 | 2,785 |
| Subtotal annually funded positions..... | 27,432 | 27,834 | 28,059 | 27,843 | 27,374 | 26,660 | 26,955 | 27,160 | 27,855 | 27,855 | 27,855 |
| Capital project funded positions..... | 848 | 1,776 | 1,857 | 1,875 | 1,567 | 1,597 | 1,588 | 1,628 | 1,750 | 1,750 | 1,750 |
| Total annually funded positions..... | 28,280 | 29,610 | 29,916 | 29,718 | 28,941 | 28,257 | 28,543 | 28,788 | 29,605 | 29,605 | 29,605 |

Source: Controller, City and County of San Francisco

Note:

(1) Data represent budgeted and funded full-time equivalent positions.

CITY AND COUNTY OF SAN FRANCISCO
OPERATING INDICATORS BY FUNCTION

| Function | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 |
|---|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Public Protection | | | | | | | | |
| Fire and Emergency Communications | | | | | | | | |
| Total response time of first unit to highest priority incidents requiring possible medical care, 90th percentile..... | N/A | N/A | N/A | 8:09 | 7:59 | 8:01 | 8:04 | 7:38 |
| Police | | | | | | | | |
| Average time from dispatch to arrival on scene for highest priority calls ⁽¹⁾ | 2:34 | 2:38 | 2:45 | 2:58 | 3:07 | 3:09 | 3:15 | 4:08 |
| Number of homicides per 100,000 population..... | N/A | N/A | N/A | 10.8 | 9.8 | 12.8 | 9.0 | 12.0 |
| Percentage of San Franciscans who report feeling safe or very safe crossing the street ⁽²⁾ | 34% | 42% | 45% | 45% | 51% | N/A | 48% | N/A |
| Public Works, Transportation, and Commerce | | | | | | | | |
| General Services Agency - Public Works | | | | | | | | |
| Percentage of San Franciscans who rate cleanliness of neighborhood streets as good or very good ⁽³⁾ | 38% | 45% | N/A | 52% | 49% | N/A | 49% | N/A |
| Number of blocks of City streets resurfaced..... | 252 | 324 | 292 | 154 | 186 | 267 | 243 | 334 |
| Municipal Transportation Agency | | | | | | | | |
| Average rating of Muni's timeliness and reliability by residents of San Francisco ("very poor, 5=very good") ⁽⁴⁾ | 2.70 | 2.92 | 3.21 | 3.20 | 3.13 | N/A | 2.84 | N/A |
| Percentage of vehicles that run on time according to published schedules ⁽⁵⁾ | 55.4% | 69.0% | 70.4% | 68.8% | 71.0% | 69.2% | 70.8% | 70.8% |
| Resurfaced all-terrain and established intermediate paths ⁽⁶⁾ | 94.4% | 98.3% | 98.6% | 97.2% | 95.3% | 94.2% | 94.3% | 95.9% |
| Percentage of scheduled service hours delivered ⁽⁷⁾ | | | | | | | | |
| Airport | | | | | | | | |
| Percent change in air passenger volume..... | -3.8% | -20.1% | -5.9% | 5.3% | 5.5% | 1.5% | 2.8% | 8.4% |
| Human Welfare and Neighborhood Development | | | | | | | | |
| Environment | | | | | | | | |
| Percentage of total solid waste materials diverted in a calendar year..... | 42% | 46% | 52% | 63% | 67% | 67% | 66% | 70% |
| Culture and Recreation | | | | | | | | |
| Recreation and Park | | | | | | | | |
| Percentage of San Franciscans who rate the quality of the City's park grounds (landscaping) as good or very good ⁽⁸⁾ | 65% | 64% | 67% | 67% | 60% | N/A | 57% | N/A |
| Civilians percentage of park maintenance standards met for all parks inspected..... | N/A | N/A | N/A | N/A | N/A | 83% | 86% | 88% |
| Public Library | | | | | | | | |
| Percentage of San Franciscans who rate the quality of library staff assistance as good or very good..... | 70% | 77% | 79% | 81% | 76% | N/A | 70% | N/A |
| Circulation of materials at San Francisco libraries..... | 5,409,585 | 6,295,052 | 6,793,335 | 6,755,849 | 7,279,926 | 7,459,821 | 7,685,892 | 8,334,391 |
| Asian and Fine Arts Museums | | | | | | | | |
| Number of visitors to City-owned art museums..... | 962,090 | 453,117 | 727,437 | 783,242 | 696,271 | 1,346,617 | 1,879,688 | 1,739,098 |

Source: Controller, City and County of San Francisco

Notes:

- (1) Measure changed from median time to average time in FY 2008. Values for FY 2001 through FY 2007 reflect median time. FY 2008 reflects average time.
- (2) Value for FY 2005 has been restated to be consistent with City Survey data.
- (3) Value for FY 2002 has been restated to be consistent with City Survey data.
- (4) Value for FY 2005 has been restated to be consistent with City Survey data.
- (5) Value for FY 2002 and FY 2008 have been restated to be consistent with annual average for fiscal year from the MTA service standards report.
- (6) Value for FY 2002 and FY 2008 have been restated to be consistent with annual average for fiscal year from the MTA service standards report.
- (7) Value for FY 2005 has been restated to be consistent with City Survey data.

N/A = Information is not available. Note that in most cases this is due to the fact that the City Survey, which was administered annually until 2005, then biennially afterwards, is the data source.

CITY AND COUNTY OF SAN FRANCISCO
CAPITAL ASSET STATISTICS BY FUNCTION
Last Ten Fiscal Years

| Function | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 |
|--|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|
| Police protection (1) | 10 | 10 | 11 | 11 | 11 | 10 | 10 | 10 | 10 | 10 |
| Number of salaries | 2,180 | 2,228 | 2,321 | 2,448 | 2,388 | 2,170 | 2,180 | 2,070 | 2,304 | 2,455 |
| Number of police officers | | | | | | | | | | |
| Fire protection (2) | 43 | 45 | 45 | 45 | 45 | 45 | 45 | 48 | 42 | 42 |
| Number of firefighters | 1,586 | 1,654 | 1,804 | 1,800 | 1,795 | 1,690 | 1,675 | 1,333 | 1,012 | 978 |
| Public works | | | | | | | | | | |
| Mile of street (3) | 945 | 989 | 989 | 1,044 | 1,252 | 1,050 | 1,000 | 1,051 | 1,051 | 1,291 |
| Number of streetlights (4) | 40,857 | 41,052 | 41,066 | 42,353 | 41,042 | 41,031 | 41,431 | 41,571 | 42,029 | 42,857 |
| Water (4) | | | | | | | | | | |
| Number of services | 164,495 | 171,878 | 174,427 | 174,873 | 175,278 | 185,122 | 175,000 | 176,351 | 176,758 | 177,648 |
| Average daily consumption (million gallons)..... | 248.7 | 253.2 | 255.3 | 249.4 | 247.0 | 273.9 | 247.0 | 239.4 | 250.8 | 248.1 |
| Mile of water mains..... | 1,463 | 1,440 | 1,520 | 1,520 | 1,503 | 1,435 | 1,475 | 1,485 | 1,465 | 1,465 |
| Sewers (4) | | | | | | | | | | |
| Mile of collecting sewers..... | 887.5 | 920 | 920 | 920 | 893 | 923 | 893 | 893 | 893 | 893 |
| Mile of transportation sewers..... | 16.3 | 16.3 | 16.3 | 15 | 15 | 15 | 15 | 15 | 15 | 17 |
| Recreation and Parks | | | | | | | | | | |
| Number of parks (5) | 27 | 27 | 27 | 27 | 27 | 27 | 27 | 27 | 27 | 28 |
| Number of libraries (6) | 27 | 27 | 27 | 27 | 27 | 27 | 27 | 27 | 27 | 28 |
| Number of library volumes (million) (6) | 2.1 | 2.1 | 2.2 | 2.2 | 2.3 | 2.1 | 2.4 | 2.6 | 2.7 | 2.8 |
| Public school education (7) | | | | | | | | | | |
| Attendance centers..... | 117 | 116 | 116 | 113 | 118 | 118 | 119 | 117 | 112 | 112 |
| Number of classrooms..... | 2,896 | 2,896 | 3,200 | 3,428 | 3,418 | 3,439 | 3,434 | 3,360 | 3,266 | 3,269 |
| Number of full-time equivalent..... | 2,094 | 2,671 | 3,260 | 3,272 | 3,362 | 3,138 | 3,171 | 3,103 | 3,103 | 3,113 |
| Number of students..... | 65,540 | 63,895 | 62,569 | 60,421 | 59,521 | 57,805 | 57,144 | 56,236 | 55,487 | 56,259 |

Sources:

- (1) Police Commission, City and County of San Francisco
- (2) Department of Public Works, City and County of San Francisco
- (3) Department of Public Works, City and County of San Francisco
- (4) Public Utilities Commission, City and County of San Francisco
- (5) Parks and Recreation Commission, City and County of San Francisco
- (6) Library Commission, City and County of San Francisco
- (7) San Francisco Unified School District

APPENDIX D

SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS

The following is a summary of certain provisions contained in the Trust Agreement, the Lease, and the Facilities Lease (collectively, the “Legal Documents”). This summary does not purport to be comprehensive or definitive and is qualified in its entirety by reference to each of the Legal Documents.

DEFINITIONS

The following are definitions of certain terms used in this Summary of Certain Provisions of the Legal Documents to which reference is hereby made. The following definitions are equally applicable to both the singular and plural forms of any of the terms defined in the Trust Agreement and the Lease.

“Additional Rental” means the amounts specified in the Lease.

“Annual Debt Service,” when used in connection with any series of Bonds, means, for each Fiscal Year, the sum of (1) the interest falling due on such series of Bonds in such twelve-month period, assuming that the Bonds of such series are retired as scheduled; and (2) the principal amount of such series of Bonds, if any, falling due by their terms in such twelve-month period.

“Assignment Agreement” means the Assignment Agreement, dated as of March 1, 2009, by and between the Corporation and the Trustee, as the same may be amended from time to time.

“Base Rental” means all amounts payable to the Corporation by the City as Base Rental pursuant the Lease (but excluding Additional Rental).

“Bondowner,” “Owner,” “Holder,” and “Bondholder” mean the Person in whose name such Bond shall be registered.

“Bonds” means the Series 2009A Bonds and all Parity Bonds issued in accordance with the Trust Agreement and the Lease.

“Bond Insurer” means, collectively, any municipal bond insurance company that has issued an unconditional guarantee of the principal of and interest on any series of Bonds.

“Business Day” means any day other than a Saturday, a Sunday, a day on which banking institutions are authorized or required by law or executive order to be closed in the State for commercial banking purposes, a day on which trading on the New York Stock Exchange is suspended for more than four hours, or a day on which the New York Stock Exchange is closed for a state or national holiday.

“Certificate,” “Certificate of the Corporation,” or “Certificate of the City”; “Statement,” “Statement of the Corporation,” or “Statement of the City”; “Request,” “Request of the Corporation,” or “Request of the City”; and “Requisition,” “Requisition of the Corporation,” or “Requisition of the City” mean, respectively, a written certificate, statement, request, or requisition signed in the name of the Corporation by an Authorized Representative of the Corporation or in the name of the City by an Authorized Representative of the City, or such other Person as may be designated in writing to the Trustee and authorized to sign for the Corporation or the City, as applicable. Any such instrument and supporting opinions or representations, if any, may be, but need not be, combined in a single instrument with any other instrument, opinion, or representation, and the two or more so combined shall be read and construed as a single instrument.

“Charter” means the Charter of the City as the same may be amended from time to time.

“Continuing Disclosure Certificate” means the certificate by that name under the Lease.

“Credit Facility” means any letter of credit, line of credit, insurance policy, surety bond, or other credit source deposited with the Trustee pursuant to the Trust Agreement. Any Credit Facility in the form of a letter of credit or line of credit shall be provided by any entity which maintains a rating of at least equal to the rating on the applicable series of the Bonds from Moody’s and S&P and any Credit Facility in the form of an insurance policy, surety bond, or other credit source shall be provided by an entity which maintains a rating of “Aaa” from Moody’s, “AAA” from Fitch, and “AAA” from S&P, such ratings to be in effect at the time of provision of such letter of credit, line of credit, insurance policy, surety bond, or other credit source.

“Facilities” means the facilities described in the Lease, as such Facilities may be revised pursuant to the terms of the Lease.

“Facilities Lease” means the Facilities Lease, dated as of March 1, 2009, by and between the City, as lessor, and the Corporation, as lessee, as the same may be amended or supplemented from time to time.

“Fiscal Year” means the period beginning July 1 of each year and ending on the next succeeding June 30 or such other 12-month period selected by the City and the Corporation and indicated to the Trustee in writing.

“Fitch” means Fitch Ratings and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term “Fitch” shall be deemed to refer to any other nationally recognized securities rating agency selected by the City.

“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 Funding Corporation that 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, and “pre-refunded” municipal obligations rated in the highest rating category by Moody’s and S&P.

“Independent Certified Public Accountant” means any certified public accountant or public accountant or firm of such accountants retained and paid by the Corporation or the City, and who, or each of whom:

- (1) is in fact independent, and not under domination of the Corporation or the City;
 - (2) does not have any substantial interest, direct or indirect, with the Corporation or the City;
- and
- (3) is not connected with the Corporation or the City as a member of the Board of Directors of the Corporation or as a member of the Board of Supervisors of the City, or as an officer or employee of the Corporation or the City, but who may be regularly retained to make annual or similar audits of any of the books of the Corporation or the City.

“Insurance and Eminent Domain Proceeds Fund” means the fund by that name created pursuant to the Trust Agreement.

“Interest Payment Date” means each June 15 and December 15, commencing on June 15, 2009, or, with respect to Parity Bonds, commencing on such date as provided in a Parity Bond Instrument.

“Lease” means the Master Lease, dated as of March 1, 2009, by and between the Corporation, as lessor, and the City, as lessee, providing for the lease of the Facilities from the Corporation to the City, as the same may be amended or supplemented, including as amended or supplemented in connection with the issuance of Parity Bonds.

“Maximum Annual Debt Service” means the largest Annual Debt Service during the period from the date of such determination through the final maturity date of any Outstanding Bonds.

“Moody’s” means Moody’s Investors Service and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term “Moody’s” shall be deemed to refer to any other nationally recognized securities rating agency selected by the City.

“Opinion of Bond Counsel” means a written opinion of an attorney at law, or a firm of such attorneys, in each case designated by the City, of nationally recognized standing in matters pertaining to the exclusion from gross income for federal income tax purposes of interest on obligations issued by states and their political subdivisions, duly admitted to the practice of law before the highest court of any state of the United States of America.

“Opinion of Counsel” means a written opinion of counsel (who may be counsel for the City or the Corporation) retained by the City or the Corporation. Any opinion of counsel may be based, insofar as it relates to factual matters, upon information that is in the possession of the City or the Corporation, upon a certificate or opinion of, or representation by, an officer or officers of the City or the Corporation, unless such counsel knows, or in the exercise of reasonable care should have known, that the certificate or opinion or representation with respect to the matters upon which his or her opinion may be based is erroneous.

“Outstanding”, when used as of any particular time with reference to the Bonds, means (subject to the Trust Agreement) all Bonds theretofore executed, issued, and delivered by the Corporation under the Trust Agreement or any Parity Bond Instrument except:

(1) Bonds canceled by the Trustee or surrendered to the Trustee for cancellation or Bonds that have been discharged in accordance with the Trust Agreement in accordance with any Parity Bond Instrument;

(2) Bonds, the payment or redemption for which funds in the necessary amount shall have been deposited theretofore with the Trustee or escrow agent (whether upon or prior to the maturity or redemption date of such Bonds), provided, that if such Bonds are to be redeemed prior to the maturity thereof, notice of such redemption shall have been given as provided in the Trust Agreement or some other provision satisfactory to the Trustee shall have been made for the giving of such notice; and

(3) Bonds in lieu of or in substitution for which other Bonds shall have been executed, issued, and delivered by the Corporation pursuant to the Trust Agreement.

“Parity Bond Instrument” means any trust agreement, indenture, resolution, or other instrument, including an agreement supplemental to the Trust Agreement or an agreement supplemental to the Lease, pursuant to which Parity Bonds are issued.

“Parity Bonds” means Parity Bonds issued in accordance with the Trust Agreement and the Lease.

“Permitted Encumbrances” means, as of any particular time: (i) liens for general ad valorem taxes and assessments, if any, not then delinquent; (ii) the Assignment Agreement; (iii) the Facilities Lease and the Lease; (iv) any right or claim of any mechanic, laborer, materialman, supplier, or vendor not filed or perfected in the manner prescribed by law; (v) easements, rights of way, mineral rights, drilling rights, and other rights, reservations, covenants, conditions, or restrictions that exist of record as of the date of initial execution of the Lease or a related supplement thereto; and (vi) easements, rights of way, mineral rights, drilling rights, and other rights, reservations, covenants, conditions, or restrictions established following the date of recordation of the Lease and to which the Corporation, the City, and the Trustee consent in writing. In giving such consent, the Trustee may conclusively rely on a Certificate of the City to the effect that such encumbrance will not materially impair the beneficial use of the Facilities by the City.

“Permitted Investments” means, if and to the extent permitted by law and by any policy guidelines promulgated by the City or 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”) guaranteed mortgage-backed bonds and 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 United States of America 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) Fannie Mae - mortgage-backed securities and senior debt obligations (excluding stripped mortgage securities that 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 that 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"; including funds for which the Trustee, its parent holding company, if any, or any affiliates or subsidiaries of the Trustee provide investment advisory or other management services;
- (e) Certificates of deposit issued by a state or national bank or a state or federal savings and fully insured by the FDIC, which may include the Trustee and its affiliates, or that have a maturity of not greater than three hundred sixty-five (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 at the time of provision of such agreement, or (ii) such agreement is fully collateralized by Government Obligations or Government Certificates.
- (h) Commercial paper of "prime" quality rated at the time of purchase 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 that 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, which may include the Trustee and its affiliates, provided that the maturity cannot exceed two hundred seventy (270) days;
- (k) Repurchase agreements with maturities of either (a) thirty (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 (i) rated in the highest rating category by Moody's and S&P, including "pre-funded" municipal obligations or (ii) if all Bonds are insured by one or more policies of municipal bond insurance, approved in writing by such Bond Insurer(s);

(m) The Local Agency Investment Fund administered by the State of California; and

(n) Any investment (i) with the consent of the Bond Insurer if any Bonds are insured by a policy of municipal bond insurance or (ii) with confirmation from the Rating Agencies that the ratings on the Bonds will not be lowered as a result of such investment if any Bonds are not insured by a policy of municipal bond insurance.

In connection with the purchase of Permitted Investments, the City, the Corporation, and/or the Trustee may enter into agreements, including forward purchase agreements, for the purchase thereof.

"Principal Corporate Trust Office" means the corporate trust office of the Trustee located in San Francisco, California, or such other office that the Trustee may designate in writing to the City from time to time as the corporate trust office for purposes of the Trust Agreement; provided, however, that for purposes of the transfer, registration, exchange, payment, and surrender of Bonds, the term "Principal Corporate Trust Office" means the office or agency of the Trustee at which, at any particular time, its corporate trust agency business shall be conducted.

"Principal Payment Date" means December 15, 2009, and each June 15 thereafter on which the principal of the Bonds is scheduled to be paid, commencing June 15, 2010.

"Project" means the projects financed with the proceeds of the Bonds, which projects shall be limited to items permitted to be financed with funds on deposit in the Library Preservation Fund as provided under Section 16.109 of the Charter.

"Rebate Fund" means the Rebate Fund established pursuant to the Trust Agreement.

"Reserve Fund" means the fund by that name created pursuant to the Trust Agreement.

"Reserve Fund Requirement" means, as of any date of calculation, an amount equal to the least of (i) ten percent (10%) of the original principal amount of a series of Bonds, (ii) Maximum Annual Debt Service, or (iii) one hundred twenty-five percent (125%) of average Annual Debt Service.

"Revenue Fund" means the fund by that name created pursuant to the Trust Agreement.

"Revenues" means proceeds of the Bonds, if any, deposited in the Revenue Fund and the Reserve Fund, that portion of the Base Rentals set forth in the Lease that is received by the Trustee for the benefit of the Owners of the Bonds, other amounts received by the Trustee for the benefit of the Owners of the Bonds, and all other revenues, proceeds, charges, income, rents, receipts, profits, and benefits derived by the Corporation as lessor of the Facilities under the Lease or otherwise from the use and operation of the Facilities or arising out of the Facilities (other than Additional Rental) and payable to the Trustee,

including interest or profits from the investment of money in any fund or account created under the Trust Agreement (other than the Rebate Fund), any contributions from whatever source, and all rentals received by the Corporation as lessor of the Facilities from any additions or extensions of the Facilities hereafter acquired or constructed.

“S&P” means Standard & Poor's Ratings Services, a Division of The McGraw-Hill Companies, Inc., and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term “S&P” shall be deemed to refer to any other nationally recognized securities rating agency selected by the City.

“Series 2009A Bonds” means the City and County of San Francisco Finance Corporation Lease Revenue Bonds, Series 2009A (Branch Library Improvement Program).

“Site” means the real property described in the Lease as such may be amended or revised from time to time as provided in the Lease.

“Sinking Account Payment” means the payment for the mandatory sinking fund redemption of Bonds as provided in the Trust Agreement or in any Parity Bond Instrument.

“Trust Agreement” means the Master Trust Agreement, dated as of March 1, 2009, by and between the Corporation and the Trustee, as it may from time to time be amended or supplemented by any supplemental trust agreement adopted or entered into pursuant to the provisions of the Trust Agreement.

THE TRUST AGREEMENT

Allocation of Revenues

Upon receipt thereof, the Trustee shall deposit all Revenues in the Revenue Fund. The Trustee shall apply all moneys in the Revenue Fund as set forth in the Trust Agreement either to pay debt service on the Bonds or to make a deposit in the Reserve Fund, which the Trustee shall establish, maintain, and hold in trust. Such Revenues shall be so applied in the order of priority set forth below, each such requirement to be satisfied before any payment subsequent in priority.

The Trustee acknowledges that the City is entitled to receive credits against Base Rental payments under certain circumstances as provided in the Lease.

(a) Interest Payments. The Trustee, on each Interest Payment Date, shall first apply amounts on deposit in the Revenue Fund to pay the aggregate amount of interest then due and payable on the Outstanding Bonds on such Interest Payment Date.

(b) Principal Payments. The Trustee, on each Principal Payment Date and on each Sinking Account Payment Date, after making the payments required on such date by subsection (a) above, shall next apply amounts on deposit in the Revenue Fund to pay the principal of the Bonds then due or required to be paid on such Principal Payment Date or Sinking Account Payment Date with respect to the Bonds in accordance with the terms of the Trust Agreement.

(c) Reserve Fund. On each Interest Payment Date, after making all payments required by subsections (a) and (b) above, the Trustee shall deposit in the Reserve Fund such amounts as may be necessary to maintain on deposit in the Reserve Fund an amount equal to the Reserve Fund Requirement; provided, however, that failure to so maintain such amounts on deposit in the Reserve Fund (because such amounts have been used for the purpose for which the Reserve Fund has been established) shall not constitute an Event of Default, but only if and to the extent Revenues are not available for such purpose.

Moneys in (or available to) the Reserve Fund shall be applied solely for the purpose of paying the interest on the Bonds as the same shall become due and payable, including accrued interest on any Bonds purchased or redeemed prior to maturity pursuant to the Trust Agreement, or for the purpose of paying the principal of the Bonds as the same become due (in both instances, however, only to the extent that there are insufficient moneys available for such purposes in the Revenue Fund); provided that, at the direction of the City, separate accounts may be established in the Reserve Fund relating to an individual series of the Bonds or separate reserve funds may be held under Parity Bond Instruments so long as such account or fund is funded in an amount equal to the Reserve Fund Requirement, as applied to the applicable series of the Bonds. Any moneys in excess of the Reserve Fund Requirement in the Reserve Fund shall, on or before any May 1 and November 1 occurring while any Bonds are Outstanding, be transferred to the Revenue Fund or as otherwise directed in a Request of the City.

Notwithstanding anything to the contrary within the Trust Agreement, at the option of the City, amounts required to be held in the Reserve Fund may be substituted, in whole or in part, by the deposit of a Credit Facility with the Trustee; provided that with respect to any such substitution, (i) such substitution shall not result in the reduction or withdrawal of any ratings by any Rating Agency with respect to the Bonds (and the Corporation shall notify each Rating Agency prior to making any such substitution), and (ii) the Trustee shall receive prior to any such substitution becoming effective an Opinion of Bond Counsel stating that such substitution will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds. Amounts on deposit in the Reserve Fund for which a Credit Facility has been substituted shall be released to or transferred to another fund under the Trust Agreement as directed by the City in a Request of the City.

(d) Insurance and Eminent Domain Proceeds Fund. The net proceeds resulting from any insurance claim or eminent domain proceedings and payable to the Trustee pursuant to the Assignment Agreement or any assignment agreement with respect to Parity Bonds shall be deposited in the Insurance and Eminent Domain Proceeds Fund and applied as set forth in the Trust Agreement, as applicable.

Events of Default

Any one or more of the following events are an “Event of Default” under the Trust Agreement:

- (i) a default shall occur under the Lease; or
- (ii) the Corporation shall fail to observe or perform any covenant, condition, or agreement on its part to be observed or performed under the Trust Agreement, other than such failure as may constitute an Event of Default under clause (i) above, for a period of sixty (60) days after written notice specifying such failure and requesting that it be remedied has been given to the Corporation by the Trustee, or to the Corporation and the Trustee by the Owners of not less than a majority of the aggregate principal amount of the Bonds then Outstanding; provided, however, that failure to comply with the Continuing Disclosure Certificate shall not constitute an Event of Default under the Trust Agreement; provided further, however, if the failure stated in the notice cannot be corrected within such period, then such period will be extended so long as corrective action is instituted by the Corporation within such period and diligently pursued until the default is corrected, but only if such extension would not materially adversely affect the interest of any Owner.

Remedies on Default. Upon the occurrence and continuance of any Event of Default specified in (i) above, the Trustee shall proceed, or upon the occurrence and continuance of any other Event of Default under the Trust Agreement, the Trustee may proceed (and upon written request of the Owners of not less than a majority of the aggregate principal amount of the Bonds then Outstanding and upon being

indemnified to its satisfaction by such Owners shall proceed) to exercise the remedies set forth in the Lease to the extent an event of default has occurred under the Lease.

Notice of Events of Default. If an Event of Default occurs under the Trust Agreement, the Trustee shall, unless such Event of Default is immediately remedied, promptly give notice, at the expense of the Corporation, of such Event of Default to the Owners. Such notice shall state that a default has occurred and shall provide a brief description of such Event of Default. The Trustee in its discretion may withhold notice if it deems it in the best interest of the Owners. The notice shall be given by first-class mail, postage prepaid, to the Owners within thirty (30) days of the occurrence of such Event of Default.

No Remedy Exclusive. No remedy conferred upon or reserved to the Trustee under the Trust Agreement is intended to be exclusive and every such remedy shall be cumulative and shall be in addition to every other remedy given under the Trust Agreement or now or hereafter existing at law or in equity. No delay or omission to exercise any right or power accruing upon any Event of Default shall be construed to be a waiver thereof, but any such right and power may be exercised from time to time and as often as may be deemed expedient. In order to entitle the Trustee or the Owners to exercise any remedy reserved to it or them, it shall not be necessary to give any notice other than such notice as may be required in the Trust Agreement or by law.

Waiver; No Additional Waiver Implied by One Waiver. The Trustee may in its discretion waive any Event of Default and its consequences and shall also do so upon the written request of the Owners of not less than a majority of the aggregate principal amount of the Bonds then Outstanding; provided, however, that no default in the payment of the principal of, premium, if any, or interest on any Bond shall be waived unless prior to such waiver, all arrears of such payments have been made and all fees and expenses of the Trustee have been paid. In case of any such waiver, the Trustee, the Corporation, the City, and the Owners shall be restored to their former positions and rights, respectively, but such waiver shall be limited to the particular breach so waived and shall not be deemed to waive any other breach under the Trust Agreement.

Action by Owners. In the event the Trustee fails to take any action to eliminate an Event of Default, the Owners of not less than a majority of the aggregate principal amount of the Bonds then Outstanding may institute a suit, action, mandamus, or other proceeding in equity or at law for the protection or enforcement of any right under the Trust Agreement, but only if such Owners shall have first made written request of the Trustee after the right to exercise such powers or right of action shall have arisen, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers granted therein or in the Trust Agreement or otherwise granted by law or to institute such action, suit or proceeding in its name, and unless, also, the Trustee shall have been offered security and indemnity satisfactory to it against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee shall have refused or neglected to comply with such request within a reasonable time.

Notwithstanding any other provision in the Trust Agreement, the right of any Owner to receive principal and interest in accordance with the terms of his or her Bond or to institute suit for the enforcement of any such payment on or after such payments become due shall not be impaired or affected without the consent of such Owner.

Application of Proceeds in Event of Default. Except to the extent necessary, first, to compensate the Trustee for its reasonable fees and expenses (including reasonable attorneys' fees and expenses) and, second, to pay all principal of and interest then due and unpaid on all Outstanding Bonds, all damages or other payments received by the Trustee from the enforcement of any rights and powers of the Trustee under the Trust Agreement or the Lease shall be deposited by the Trustee into the Revenue Fund and used first to pay interest on the Bonds and then to pay the principal of the Bonds. If the amount deposited into the Revenue Fund is not sufficient to pay all overdue interest payments, the amounts deposited shall be

distributed pro rata to Owners on the basis of the amount of interest due and unpaid to such Owners. If the amount deposited into the Revenue Fund is not sufficient to pay all overdue payments of principal, the amounts deposited shall be distributed pro rata to Owners on the basis of the amount of principal due and unpaid to such Owners.

To the extent not required to be deposited into the Revenue Fund pursuant to the immediately preceding paragraph, all damages or other payments received by the Trustee from the enforcement of any rights and powers under the Trust Agreement shall be applied as follows in the order of priority indicated:

(1) deposited into the Reserve Fund to the extent that the amount in the Reserve Fund is less than the Reserve Fund Requirement; and

(2) any remaining amounts shall be deposited into and retained in the Revenue Fund for application to the payments due with respect to the Bonds on the next succeeding payment dates thereof.

Modification or Amendment

Amendments Permitted. The Trust Agreement and the rights and obligations of the Corporation and of the Owners of the Bonds may be modified or amended at any time by a supplement or amendment that shall become effective when the written consents of the Owners of at least sixty percent (60%) in aggregate principal amount of the Bonds then Outstanding, exclusive of Bonds disqualified as provided under the Trust Agreement (provided that for any series of Bonds insured by a policy of municipal bond insurance that is in full force and effect such consent may be given by the Bond Insurer and without written consent of the Owners of such Bonds), shall have been filed with the Trustee. No such supplement or amendment shall (1) extend the fixed maturity of any Bonds or reduce the interest rate thereon or extend the time of payment of interest, or reduce the amount of principal thereof or reduce any premium payable upon the redemption thereof, without the express consent of the Owner of such Bond, or (2) reduce the percentage of Bonds required for the affirmative vote or written consent to an amendment or modification of the Trust Agreement, or (3) modify any of the rights or obligations of the Trustee without the written assent thereto by the Trustee.

Certain Amendments Permitted Without Bondholder Consent. The Trust Agreement and the rights and obligations of the Corporation and of the Owners of the Bonds may also be modified or amended at any time, without the consent of any Bondowners, but only to the extent permitted by law and only for any one or more of the following purposes:

(i) to add to the covenants and agreements of the Corporation in the Trust Agreement contained, other covenants and agreements thereafter to be observed, or to surrender any right or power therein reserved to or conferred upon the Corporation, which in any case shall not adversely affect the interests of the Owners of the Bonds;

(ii) to cure, correct, or supplement any ambiguous or defective provision contained in the Trust Agreement or in regard to questions arising under the Trust Agreement, as the Corporation may deem necessary or desirable and not inconsistent with the Trust Agreement, and which shall not adversely affect the interests of the Owners of the Bonds;

(iii) to modify, amend, or supplement the Trust Agreement in such manner as to permit the qualification of the Trust Agreement under the Trust Indenture Act of 1939, as amended, or any similar federal statute hereafter in effect, and to add such other terms, conditions and provisions as may be permitted by said Act or similar federal statute, and which shall not materially adversely affect the interests of the Owners of the Bonds;

(iv) to maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes;

(v) to modify any of the provisions of the Trust Agreement in any other respect, including the substitution of a Credit Facility, and the modification of the Trustee's fee letter provided that such modifications shall not have a material adverse effect on the interests of the Owners of the Bonds;

(vi) (1) for the purpose of curing any ambiguity or omission relating thereto, or of curing, correcting, or supplementing any defective provision contained in the Lease or the Facilities Lease, (2) in regard to questions arising under the Lease or the Facilities Lease that the City and the Corporation may deem necessary or desirable and not inconsistent with the Lease or the Facilities Lease, as applicable, and that shall not adversely affect the interests of the Owners of the Bonds then Outstanding, or (3) to effect any substitution of the Facilities or any portion thereof in accordance with the Lease or the Facilities Lease, provided such modification or amendment does not adversely affect the interests of the Owners of the Bonds then Outstanding; provided that the City and the Corporation may rely in entering into any such amendment or modification thereof, upon the Opinion of Counsel stating that the requirements of this sentence have been met with respect to such amendment or modification; or

(vii) in connection with the issuance of any Parity Bonds pursuant to the Trust Agreement.

Disqualified Bonds. Bonds owned or held by or for the account of the Corporation or the City or by an obligor on the Bonds, or by any Person directly or indirectly controlled or controlled by, or under direct or indirect common control with the Corporation or the City (except any Bonds held in any pension or retirement fund) shall not be deemed Outstanding for the purpose of any vote, consent, waiver, or other action or any calculation of Outstanding Bonds provided for in the Trust Agreement, and shall not be entitled to vote upon, consent to, or take any other action provided for in the Trust Agreement. Upon request of the Trustee, the City and the Corporation shall specify in a certificate to the Trustee the Bonds disqualified and the Trustee may conclusively rely on such certificate.

Effect of Supplement or Amendment. From and after the time any supplement or amendment to the Trust Agreement becomes effective, the Trust Agreement shall be deemed to be modified and amended in accordance therewith, the respective rights, duties, and obligations under the Trust Agreement of the Corporation and all Owners of Bonds Outstanding shall thereafter be determined, exercised, and enforced subject in all respects to such modification and amendment, and all the terms and conditions of any such supplement or amendment shall be deemed to be part of the terms and conditions of the Trust Agreement for any and all purposes.

Endorsement or Replacement of Bonds Issued After Amendments. The Corporation may determine that Bonds issued and delivered after the effective date of any action taken as provided in the Trust Agreement shall bear a notation, by endorsement or otherwise, in form approved by the Corporation, as to such action. In that case, upon demand of the Owner of any Bond Outstanding at such effective date and presentation of the Bond for the purpose at the office of the Corporation or at such other office as the Corporation may select and designate for that purpose, a suitable notation shall be made on such Bond. The Corporation may determine that new Bonds so modified as in the opinion of the Corporation necessary to conform to such Bondowners' action, shall be prepared, executed and delivered. In that case, upon demand of the Owner of any Bond then Outstanding, such new Bond shall be exchanged in the Principal Corporate Trust Office, without cost to such Owner and at the expense of the Corporation, for a Bond of the same character then outstanding, upon surrender of such Bond.

Amendatory Endorsement of Bonds. The provisions of the Trust Agreement shall not prevent any Bondowner from accepting any amendment as to the particular Bonds held by him, provided that due notification thereof is made on such Bonds.

Reliance on Opinion. The Corporation and the Trustee may rely, in entering into any amendment or modification of, or supplement to, the Trust Agreement, on an Opinion of Counsel (which opinion may rely upon the opinions of other experts, consultants, or advisors) stating that the requirements of the Trust Agreement have been met with respect to such amendment, modification, or supplement.

Discharge of Trust Agreement

Discharge of Trust Agreement. If the Corporation shall pay and discharge the entire indebtedness on all Bonds Outstanding in any one or more of the following ways:

- by paying or causing to be paid the principal of (including redemption premiums, if any) and interest on all Bonds Outstanding, as and when the same become due and payable;
- by depositing with the Trustee, or with an independent escrow agent for the benefit of the Trustee, in trust, at or before maturity, money in the necessary amount to pay or redeem all Bonds Outstanding;
- by delivering to the Trustee, for cancellation by it, all Bonds Outstanding; or
- by depositing with the Trustee, or with an independent escrow agent for the benefit of the Trustee, in trust, Government Obligations not subject to call prior to the date they would be used to pay the Bonds in such amount as will, together with the income or increment to accrue thereon, be fully sufficient, in the opinion of an Independent Certified Public Accountant, to pay and discharge the indebtedness on all Bonds at or before their respective maturity dates;

and if the Corporation shall also pay or cause to be paid all other sums payable by the Corporation including, without limitation, all fees and expenses of the Trustee due under, the Trust Agreement, including reasonable attorneys' fees, then and in that case, at the election of the Corporation (evidenced by a Certificate of the Corporation signifying its intention to pay and discharge all such indebtedness and that the Trust Agreement and all other obligations of the Corporation under the Trust Agreement shall cease and terminate, which Certificate of the Corporation shall be filed with the Trustee), and notwithstanding that any Bonds shall not have been surrendered for payment, the pledge of the Revenues provided for in the Trust Agreement and all other obligations of the Corporation under the Trust Agreement shall cease and terminate, except as otherwise provided and except for the obligation of the Corporation to pay or cause to be paid to the Owners of the Bonds not so surrendered and paid all sums due thereon. The discharge of the obligations of the Corporation under the Trust Agreement shall be without prejudice to the rights of the Trustee to charge for and be reimbursed by the Corporation for any expenditures that it may thereafter incur in connection herewith.

The Corporation may at any time surrender to the Trustee for cancellation by it any Bonds previously issued and delivered, which the Corporation may have acquired in any manner whatsoever, and such Bonds, upon such surrender and cancellation, shall be deemed to be paid and retired.

Discharge of Bonds

Upon the deposit with the Trustee, in trust, at or before maturity, of money or Government Obligations in the necessary amount to pay or redeem Outstanding Bonds (whether upon or prior to their maturity or the redemption date of such Bonds), provided that if such Bonds are to be redeemed prior to the maturity thereof, notice of such redemption shall have been given as provided in the Trust Agreement

or other provision satisfactory to the Trustee shall have been made for the giving of such notice, all liability of the Corporation in respect of such Bonds shall cease, terminate, and be completely discharged and the Owners thereof shall thereafter be entitled only to payment out of the money or Government Obligations deposited with the Trustee as aforesaid for their payment, subject, however, to the provisions of the Trust Agreement.

In the event that debt service on the Bonds is not paid in full by June 15, 2044 due solely to abatement occurring under the Lease, the Bonds will be deemed discharged and no longer outstanding, and the Corporation shall cease to have any liability thereunder.

Payment of Bonds After Discharge of Trust Agreement. Notwithstanding any provisions of the Trust Agreement, any moneys deposited with the Trustee in trust for the payment of the principal of, or interest or premium on, any Bonds and remaining unclaimed for two (2) years after the principal of or interest on any of the Outstanding Bonds has become due and payable (whether at maturity or upon call for redemption or by declaration as provided in the Trust Agreement) shall then be repaid to the Corporation, and the Owners of such Bonds shall thereafter be entitled to look only to the Corporation for payment thereof, and all liability of the Trustee with respect to such moneys shall thereupon cease; provided, however, that before the repayment of such moneys to the Corporation as aforesaid, the Trustee may cause to be mailed to the registered Owners of such Bonds at their addresses as they appear on the registration books of the Trustee, a notice, in such form as may be deemed appropriate by the Trustee, with respect to the Bonds so payable and not presented and with respect to the provisions relating to the repayment to the Corporation of the moneys held for the payment thereof. In the event of the repayment of any such moneys to the Corporation as aforesaid, the Owners of the Bonds in respect of which such moneys were deposited shall thereafter be deemed to be general creditors of the Corporation for amounts equivalent to the respective amounts deposited for the payment of such Bonds and so repaid to the Corporation (without interest thereon).

Amounts Remaining in Funds and Accounts. Notwithstanding any other provision of the Trust Agreement, it is agreed by the parties hereto that after payment in full of (i) the Bonds, or after provision for such payment shall have been made as provided in the Trust Agreement, (ii) the fees, charges, and expenses of the Trustee in accordance with the Trust Agreement, and (iii) all other amounts required to be paid under the Trust Agreement, any amounts remaining in any fund or account held by the Trustee under the Trust Agreement (other than amounts held in the Rebate Fund) shall belong to the City, and shall be paid to the City by the Trustee.

Investment of Moneys in Funds

Any moneys in any of the funds established by the Trustee pursuant to the Trust Agreement, upon the Request of the City, shall be invested in Permitted Investments (subject in each case to the limitations as to maturities in the Trust Agreement). The Trustee shall notify the City not less than two (2) Business Days prior to the date moneys held under the Trust Agreement will be available for investment requesting that the City deliver to the Trustee a Request of the City specifying the Permitted Investments to be acquired by the Trustee with such moneys. The City, in issuing such Request, shall comply with the restrictions and instructions set forth in the Tax Certificate. Moneys in all funds and accounts held under the Trust Agreement shall be invested in obligations that will, as nearly as practicable, mature on or before the date on which the invested moneys are estimated by the City to be required for expenditure.

If an Authorized Representative of the City shall fail to provide the Trustee with written direction with respect to any moneys subject to investment, the Trustee shall, on the date when moneys will be available for investment, provide the City, in writing, three investments available for investment within the Permitted Investments listed in clause (a) that would mature on the day prior to the next Interest Payment Date by not later than 12:00 p.m. (Eastern Standard Time) on the date of such investment. The

Trustee shall invest in Permitted Investments as directed in a Request of the City or the Corporation; provided that such Request is received by the Trustee by 1:00 p.m. (Eastern Standard Time) on such date. If such Request is not received by the Trustee by such time, the Trustee shall instead invest such moneys in Permitted Investments listed in clause (d) that would mature on the day prior to the next Interest Payment Date. Such Request must be received for each specific investment and a blanket Request shall have no effect. All Requests must be express and in writing and signed by an Authorized Representative of the City or the Corporation.

The Trustee may act as agent in the making or disposing of any investment. The Trustee shall not invest any moneys held under the Trust Agreement in Permitted Investments held by the Trustee or its affiliates unless (1) authorized by the City, and (2) all fees charged are reasonable.

The Trustee may sell or present for redemption any obligations so purchased whenever it shall be necessary in order to provide moneys to meet any payment on the Bonds, and the Trustee shall not be liable or responsible for any loss resulting from such sale or redemption.

Any interest, profit, or other income on such investment of moneys (i) in the Project Fund shall be retained therein unless otherwise directed by the City pursuant to the Trust Agreement, and (ii) in the Revenue Fund shall be deposited in the Revenue Fund unless otherwise directed by the City in a Request of the City. Any interest, profit, or other income on such investment of moneys in the Reserve Fund in excess of the Reserve Requirement shall be applied in accordance with the Trust Agreement.

The Trustee or any of its affiliates may act as sponsor, advisor, or manager in connection with any investments made by the Trustee under the Trust Agreement.

THE LEASE

Fair Rental Value

The payments of the Base Rental and Additional Rental during the term of the Lease shall constitute the total rental for the City's use and occupancy of the Facilities for the Fiscal Year in which such payments are scheduled to be made, and the parties to the Lease have agreed and determined that such total rental represents the fair rental value of the Facilities. In making such determination, consideration has been given to the uses and purposes that may be served by the Facilities, and the benefits that will accrue to the Corporation, the City, and the general public therefrom.

Defaults and Remedies

(a) The City shall be deemed to be in default under the Lease:

(i) if it shall (A) fail to pay any Base Rental payable under the Lease, within five (5) calendar days after the same becomes due and payable, time being expressly agreed to be of the essence in the Lease, (B) fail to pay any Additional Rental payable under the Lease, within thirty (30) calendar days after the same becomes due and payable, time being expressly agreed to be of the essence in the Lease, or (C) fail to keep, observe, or perform any other term, covenant, or condition contained in the Lease to be kept or performed by the City; or

(ii) upon the happening of any of the events specified in subsection (b), below.

The Corporation may exercise any and all remedies available pursuant to law (other than those specifically waived in the Lease) or granted pursuant to the Lease upon the occurrence of any default. The City shall not be in default in the observance or performance of any covenant, condition, or agreement in the Lease on its part to be observed or performed under clause (i)(B) of the preceding

sentence unless the City shall have failed, for a period of thirty (30) days or such additional time as is reasonably required, to correct any such default after notice by the Corporation to the City properly specifying wherein the City has failed to perform any such covenant, condition, or agreement

Upon any such default, the Corporation, in addition to all other rights and remedies it may have at law, shall have the option to do any of the following:

(1) Without terminating the Lease, (i) to collect each installment of rent as it becomes due and enforce any other terms or provision of the Lease to be kept or performed by the City, or (ii) to exercise a right of entry or re-entry, and to re-let the Facilities (any such re-let of the Facilities shall be for library purposes in accordance with the Charter). In the event the Corporation does not elect to terminate the Lease in the manner provided for in subparagraph (2) below, the City shall remain liable under the Lease and agrees to keep or perform all covenants and conditions in the Lease contained to be kept or performed by the City; provided, however, that for so long as the Facilities are not re-let, the Corporation shall not prevent the City from using, occupying, and enjoying the Facilities, subject only to entry or re-entry by the Corporation to perform maintenance, make repairs or alterations, or engage in such other activities as may be desirable in furtherance of an attempt to preserve or re-let the Facilities. If the Facilities are not re-let, the City shall pay the full amount of the rent to the end of the term of the Lease as it becomes due, or, in the event that the Facilities are re-let, to pay any resulting deficiency in rent as such rent becomes due; and further agrees to pay said rent or rent deficiency punctually at the same time and in the same manner as provided in the Lease for the payment of rent, notwithstanding the fact that the Corporation may have received in previous years or may receive in subsequent years rental in excess of the rental specified by the Lease, and notwithstanding any entry or re-entry by the Corporation or suit in unlawful detainer, or otherwise, brought by the Corporation for the purpose of effecting such re-entry or obtaining possession of the Facilities. Should the Corporation elect to re-enter as provided by the Lease, the City hereby irrevocably appoints the Corporation as the agent and attorney-in-fact of the City to re-let the Facilities, or any part thereof, from time to time, either in the Corporation's name or otherwise, upon such terms and conditions and for such use and period (not to exceed one year, unless approved in writing by the City) as the Corporation may deem advisable and to remove all persons in possession thereof and all personal property whatsoever situated upon the Facilities and to place such personal property in storage in any warehouse or other suitable place in the City, for the account of and at the expense of the City, and the City hereby exempts and agrees to hold harmless the Corporation from any costs, loss, or damage whatsoever arising out of, in connection with, or incident to any such re-entry upon and re-letting of the Facilities and removal and storage of such property by the Corporation or its duly authorized agents in accordance with the provisions of the Lease. The City agrees that the terms of the Lease constitute full and sufficient notice of the right of the Corporation to re-let the Facilities in the event of such re-entry without effecting a surrender of the Lease, and further agrees that no acts of the Corporation in effecting such re-letting shall constitute a surrender or termination of the Lease irrespective of the use or the term (subject to the preceding sentence) for which such re-letting is made or the terms and conditions of such re-letting, or otherwise, but that, on the contrary, in the event of such default by the City the right to terminate the Lease shall vest in the Corporation to be effected in the sole and exclusive manner provided for in subparagraph (2) below. The City further agrees to pay the Corporation the cost of any alterations or additions to the Facilities necessary to place the Facilities in condition for re-letting immediately upon notice to the City of the completion and installation of such additions or alterations, to the extent such liability does not constitute a debt or an indebtedness within the meaning of Section 18 of Article XVI of the California Constitution.

(2) To terminate the Lease in the manner provided in the Lease on account of default by the City, notwithstanding any re-entry or re-letting of the Facilities or any component thereof as provided in the Lease for in subparagraph (1) above, and to re-enter the Facilities and remove all persons in possession thereof and all personal property whatsoever situated upon the Facilities and place such personal property in storage in any warehouse or other suitable place in the City; provided, however, that

before exercising such remedy, the Corporation shall have received an Opinion of Bond Counsel to the effect that the exercise of such remedy shall not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds. In the event of such termination, the City agrees to immediately surrender possession of the Facilities, without let or hindrance, and to pay the Corporation all damages recoverable at law (other than as specifically waived in the Lease) that the Corporation may incur by reason of default by the City, including, without limitation, any costs, loss, or damage whatsoever arising out of, in connection with, or incident to any such re-entry upon the Facilities and removal and storage of such property by the Corporation or its duly authorized agents in accordance with the provisions in the Lease. Neither notice to pay rent or to deliver up possession of the Facilities given pursuant to law nor any entry or re-entry by the Corporation nor any proceeding in unlawful detainer, or otherwise, brought by the Corporation for the purpose of effecting such re-entry or obtaining possession of the Facilities nor the appointment of a receiver upon initiative of the Corporation to protect the Corporation's interest under the Lease shall of itself operate to terminate the Lease, and no termination of the Lease on account of default by the City shall be or become effective by operation of law or acts of the parties hereto, or otherwise, unless and until the Corporation shall have given written notice to the City of the election on the part of the Corporation to terminate the Lease. The City covenants and agrees that no surrender of the Facilities or of the remainder of the term of the Lease or any termination of the Lease shall be valid in any manner or for any purpose whatsoever unless stated by the Corporation by such written notice.

The City waives any and all claims for damages caused or which may be caused by the Corporation in re-entering and taking possession of the Facilities as provided in the Lease and all claims for damages that may result from the destruction of or injury to the Facilities and all claims for damages to or loss of any property belonging to the City, or any other person, that may be in or upon the Facilities. Notwithstanding anything to the contrary contained in the Lease, the Corporation shall not re-enter or re-let the Facilities upon an event of default unless the Corporation or its sublessee agrees to perform the City's obligations under any then existing sublease, license, management contract, or other agreement substantially relating to the Facilities, unless the other party to such sublease, license, management contract, or other agreement is in default thereunder. Further, any re-letting of the Facilities shall be for library purposes as provided in the Charter.

(b) The City shall be deemed to be in default under the Lease with respect to that portion or portions of the Facilities to which the default relates if (1) the City's interest in the Lease or any part thereof be assigned or transferred, either voluntarily or by operation of law or otherwise, without the written consent of the Corporation as provided for by the Lease; or (2) the City or any assignee shall file any petition or institute any proceeding under any act or acts, state or federal, dealing with or relating to the subject or subjects of bankruptcy or insolvency, or under any amendment of such acts or acts, either as a bankrupt or as an insolvent, or as a debtor, or in any similar capacity, wherein or whereby the City asks or seeks or prays to be adjudicated a bankrupt, or is to be discharged from any or all of the City's debts or obligations, or offers to the City's creditors to effect a composition or extension of time to pay the City's debts or asks, seeks or prays for reorganization or to effect a plan of reorganization, or for a readjustment of the City's debts, or for any other similar relief, or if any such petition or any such proceedings of the same or similar kind or character be filed or be instituted or taken against the City, or if a receiver of the business or of the property or assets of the City shall be appointed by any court, except a receiver appointed at the instance or Request of the Corporation, or if the City shall make a general or any assignment for the benefit of the City's creditors; or (3) the City shall abandon or vacate any portion or portions of the Facilities.

(c) The City shall in no event be in default in the performance of any of its obligations under the Lease or imposed by any statute or rule of law unless and until the City shall have failed to perform such obligations within thirty (30) days or such additional time as is reasonably required to correct any such default after notice by the Corporation to the City properly specifying wherein the City has failed to perform any such obligation.

(d) In addition to the other remedies set forth in this section, upon the occurrence of an event of default as described in the Lease, the Corporation and its assignee shall be entitled to proceed to protect and enforce the rights vested in the Corporation and its assignee by the Lease or by law except as specifically waived in the Lease. The provisions of the Lease and the duties of the City and of elected officials, officers, or employees shall be enforceable by the Corporation or its assignee by mandamus or other appropriate suit, action or proceeding in any court of competent jurisdiction. Without limiting the generality of the foregoing, the Corporation and its assignee shall have the right to bring the following actions:

(i) Accounting. By action or suit in equity to require the City and its Board of Supervisors, officers, and employees and its assigns to account as the trustee of an express trust.

(ii) Injunction. By action or suit in equity to enjoin any acts or things that may be unlawful or in violation of the rights of the Corporation or its assignee.

(iii) Mandamus. By mandamus or other suit, action, or proceeding at law or in equity to enforce the Corporation's or its assignee's rights against the City (and its Board of Supervisors, officers, and employees) and to compel the City to perform and carry out its duties and obligations under the law and the Charter and its covenants and agreements with the City.

Each and all of the remedies given to the Corporation under the Lease or by any law now or hereafter enacted or the Charter are cumulative and the single or partial exercise of any right, power, or privilege under the Lease shall not impair the right of the Corporation to other or further exercise thereof or the exercise of any or all other rights, powers, or privileges. The term "re-let" or "re-letting" as used in the Lease shall include, but not be limited to, re-letting by means of the operation by the Corporation of the Facilities. If any statute or rule of law validly shall limit the remedies given to the Corporation under the Lease, the Corporation nevertheless shall be entitled to whatever remedies are allowable under any statute or rule of law, except those specifically waived in the Lease. Under no circumstances, shall the Corporation or the Trustee have the remedy of acceleration.

In the event the Corporation shall prevail in any action brought to enforce any of the terms and provisions of the Lease, the City agrees to pay a reasonable amount as and for attorney's fees incurred by the Corporation or its assignees in attempting to enforce any of the remedies available to the Corporation under the Lease.

Notwithstanding anything to the contrary contained in the Lease, in no event shall the Corporation re-let the Facilities or any component thereof to any lessee that is not itself a governmental entity without first obtaining an Opinion of Bond Counsel that such re-letting shall not adversely affect the exclusion from gross income of interest on the Bonds for federal income tax purposes.

Prohibition Against Encumbrance or Sale.

The Corporation and the City will not create or suffer to be created any mortgage, pledge, lien, charge, or encumbrance upon the Facilities, or upon any real or personal property essential to the operation of the Facilities, except Permitted Encumbrances. The Corporation and the City will not sell or otherwise dispose of the Facilities or any property essential to the proper operation of the Facilities.

THE FACILITIES LEASE

The City will lease to the Corporation certain facilities, located on certain real property within the City, as set forth in the Facilities Lease (the "Site"), subject (i) to the terms of the Facilities Lease and (ii) to Permitted Encumbrances. The City also grants to the Corporation such rights of ingress and egress to the Facilities as the Corporation may require in order to fulfill its obligations under the Facilities Lease and under the Lease.

The City represents that it is the sole owner of and holds fee title to the Facilities, subject to Permitted Encumbrances.

So long as the Lease is in effect and there has been no event of default under the Lease, the Corporation shall not assign, mortgage, hypothecate, or otherwise encumber the Facilities Lease or any rights under the Facilities Lease, or the leasehold created hereby, by trust agreement, indenture, or deed of trust or otherwise or sublet the Facilities unless first approved by the City by written instrument executed and approved in the same manner as the Facilities Lease, except that the City expressly approves and consents to the Lease.

The Corporation agrees, upon the expiration of the Facilities Lease, to quit and surrender the Facilities; it being the understanding of the parties hereto that upon termination of the Facilities Lease title to the Facilities shall vest in the City free and clear of any interest of the Corporation or any assignee of the Corporation.

In the event that the Corporation or its assignee shall be in default in the performance of any obligation on its part to be performed under the terms of the Facilities Lease, the City may exercise any and all remedies granted by law, except that no merger of the Facilities Lease and of the Lease shall be deemed to occur as a result thereof, provided, however, that the City shall have no power to terminate the Facilities Lease by reason of any default on the part of the Corporation or its assignee so long as any Bonds are Outstanding. So long as any such assignee of the Corporation or any successor in interest to the Corporation shall duly perform the terms and conditions of the Facilities Lease, such assignee shall be deemed to be and shall become the tenant of the City under the Facilities Lease and shall be entitled to all of the rights and privileges granted under any such assignment.

No elective or appointive board, commission, member, officer, or other agent of the City shall be personally liable to the Corporation, or its successors and assigns, in the event of any default or breach by the City or for any amount which may become due to the Corporation, or its successors and assigns, or for any obligation of the City under the Facilities Lease.

APPENDIX E

FORM OF CONTINUING DISCLOSURE CERTIFICATE

CITY AND COUNTY OF SAN FRANCISCO FINANCE CORPORATION LEASE REVENUE BONDS, SERIES 2009A (BRANCH LIBRARY IMPROVEMENT PROGRAM)

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 of the bonds captioned above (the “Bonds”). The Bonds are issued pursuant to Ordinance No. 286-08, passed by the Board of Supervisors on November 25, 2008 and signed by the Mayor on December 5, 2008; Resolution No. 538-08, passed by the Board of Supervisors on December 16, 2008; Resolution No. 2008-5 adopted by the Board of Directors of the Corporation on December 16, 2008, as ratified by Resolution No. 2009-1 adopted on January 14, 2009; the Master Trust Agreement, dated as of March 1, 2009 (the “Trust Agreement”), by and between the Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”); and the Charter of the City and County of San Francisco (the “Charter”). The City covenants and agrees 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 Bonds and in order to assist the Participating Underwriters in complying with Securities and Exchange Commission (the “S.E.C.”) Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the Trust Agreement, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section 2, 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: (a) has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries) including, but not limited to, the power to vote or consent with respect to any Bonds or to dispose of ownership of any Bonds; or (b) is treated as the owner of any Bonds for federal income tax purposes.

“CPO” means the Internet-based filing system currently located at www.DisclosureUSA.org, or such other similar filing system approved by the Securities and Exchange Commission.

“Dissemination Agent” shall mean the City, acting in its capacity as Dissemination Agent under this Disclosure Certificate, or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

“Holder” shall mean either the registered owners of the Bonds, or, if the Bonds are registered in the name of The Depository Trust Company or another recognized depository, any applicable participant in such depository system.

“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. A list of the current National Repositories approved by the S.E.C. may be found at the S.E.C. website: <http://www.sec.gov/info/municipal/nrmsir.htm>.

“Participating Underwriter” shall mean any of the original underwriters or purchasers of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Repository” shall mean each National Repository and each State Repository.

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the S.E.C. 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 a state repository for the purpose of the Rule and recognized as such by the S.E.C. As of the date of this Disclosure Certificate, there is no State Repository. The current status should be checked on the S.E.C. website, <http://www.sec.gov/info/municipal/nrmsir.htm>.

SECTION 3. Provision of Annual Reports.

(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 (which is June 30), commencing with the report for the 2008-09 Fiscal Year (which is due not later than March 27, 2010), provide to each Repository (or, in lieu of providing to each Repository, provide to the CPO) an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. If the Dissemination Agent is not the City, the City shall provide the Annual Report to the Dissemination Agent not later than 15 days prior to said date. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; *provided*, that if the audited financial statements of the City are not available by the date required above for the filing of the Annual Report, the City shall submit unaudited financial statements and submit the audited financial statements as soon as they are available. If the City’s Fiscal Year changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(c).

(b) If the City is unable to provide to the Repositories an Annual Report by the date required in subsection (a), the City shall send a notice to (i) each National Repository or the Municipal Securities Rulemaking Board and (ii) each appropriate State Repository (with a copy to the Trustee) a notice, in substantially the form attached as Exhibit A. In lieu of filing the notice with each Repository, the City or the Dissemination Agent, if not the City, may file such notice with the CPO.

(c) With respect to the Annual Report, the Dissemination Agent shall:

1. 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
2. (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.

SECTION 4. Content of Annual Reports. The City's Annual Report shall contain or incorporate by reference the following information, as required by the S.E.C.:

- (a) the audited general purpose financial statements of the City prepared in accordance with generally accepted accounting principles applicable to governmental entities;
- (b) a summary of budgeted general fund revenues and appropriations;
- (c) a summary of the assessed valuation of taxable property in the City;
- (d) a summary of the *ad valorem* property tax levy and delinquency rate;
- (e) a schedule of aggregate annual debt service on tax-supported indebtedness of the City; and
- (f) summary of outstanding and authorized but unissued tax-supported indebtedness of the City.

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 City or related public entities, which have been submitted to each of the Repositories or the S.E.C. 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. Reporting of Significant Events.

(a) To the extent applicable and 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 Bonds, if material:

1. Principal and interest payment delinquencies.
2. Non-payment related defaults.
3. Modifications to rights of Holders.
4. Optional, contingent or unscheduled bond calls.
5. Defeasances.
6. Rating changes.
7. Adverse tax opinions or events affecting the tax-exempt status of the Bonds.
8. Unscheduled draws on 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 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 a notice of such occurrence with (i) each National Repository or with the Municipal Securities Rulemaking Board and (ii) each appropriate State Repository, if any. Notwithstanding the foregoing, notice of Listed Events described in Sections 5(a)(4) and 5(a)(5) need not be given under this subsection

any earlier than the notice (if any) of the underlying event is given to Holders and Beneficial Owners of affected Bonds pursuant to the Trust Agreement.

In lieu of filing the notice of Listed Event with each Repository in accordance with the preceding paragraph, the City or the Dissemination Agent, if not the City, may file such notice of a Listed Event with the CPO.

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 Bonds. If such termination occurs prior to the final maturity of the Bonds, the City shall give notice of such termination in the same manner as that for giving notice of the occurrence of a Listed Event under Section 5(c).

SECTION 7. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the City may amend or waive this Disclosure Certificate or any provision of this Disclosure Certificate, 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 Bonds or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of the City Attorney or nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the 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 owners of a majority in aggregate principal amount the Bonds or (ii) does not, in the opinion of the City Attorney or nationally recognized bond counsel, materially impair the interests of the Holders.

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; 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 under this Disclosure Certificate 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, any Participating Underwriter, Holder or Beneficial Owner of the 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 be instituted only in a federal or state court located in the City and County of San Francisco, State of California. 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. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Dissemination Agent, the Participating Underwriters and Holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Date: _____, 2009.

CONTINUING DISCLOSURE CERTIFICATE EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of City: CITY AND COUNTY OF SAN FRANCISCO

Name of Bond Issue: CITY AND COUNTY OF SAN FRANCISCO FINANCE
CORPORATION LEASE REVENUE BONDS, SERIES 2009A
(BRANCH LIBRARY IMPROVEMENT PROGRAM)

Date of Issuance: _____, 2009

NOTICE IS HEREBY GIVEN to [(i) each National Repository or the Municipal Securities Rulemaking Board and (ii) each appropriate State Repository] [the CPO and the Municipal Securities Rulemaking Board] that the City has not provided an Annual Report with respect to the above-named Bonds as required by Section 3 of the Continuing Disclosure Certificate of the City and County of San Francisco, dated _____, 2009. The City anticipates that the Annual Report will be filed by _____.

Dated: _____

CITY AND COUNTY OF SAN FRANCISCO

By: _____ [to be signed only if filed]
Title _____

APPENDIX F

DTC AND THE BOOK-ENTRY ONLY SYSTEM

The information in numbered paragraphs 1-10 of this Appendix F, concerning The Depository Trust Company, New York, New York (“DTC”) and DTC’s book-entry system, has been furnished by DTC for use in official statements and the City takes no responsibility for the completeness or accuracy thereof. The City cannot and does not give any assurances that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest or principal with respect to the Series 2009A Bonds, (b) certificates representing ownership interest in or other confirmation or ownership interest in the Series 2009A Bonds, or (c) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Series 2009A Bonds, or that they will so do on a timely basis, or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this Appendix. The current “Rules” applicable to DTC are on file with the Securities and Exchange Commission and the current “Procedures” of DTC to be followed in dealing with DTC Participants are on file with DTC. As used in this Appendix, “Securities” means the Series 2009A Bonds, “Issuer” means the City, and “Agent” means the Paying Agent.

Information Furnished by DTC Regarding its Book-Entry Only System

1. The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the securities (the “Securities”). The Securities 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 Security certificate will be issued for the Securities, in the aggregate principal amount of such issue, and will be deposited with DTC.

2. DTC, the world’s largest securities 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 3.5 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 is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. 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 Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC’s records. The ownership interest of each actual purchaser of each Security (“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 Securities 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 Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities 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 Securities 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 Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities 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.

6. Redemption notices shall be sent to DTC. If less than all of the Securities 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 Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to 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 Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities 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 Issuer or Agent, 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, Agent, or 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 Issuer or Agent, 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 depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

10. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

Discontinuation of Book-Entry Only System; Payment to Beneficial Owners

In the event that the book-entry system described above is no longer used with respect to the Series 2009A Bonds, the following provisions will govern the registration, transfer and exchange of the Series 2009A Bonds.

Payment of the interest on any Series 2009A Bond shall be made by check mailed on the interest payment date to the owner at the owner's address as it appears on the registration books described below as of the Record Date (as defined herein).

The Trustee will keep or cause to be kept, at the office of the Trustee, or at the designated office of any registrar appointed by the Trustee, sufficient books for the registration and transfer of the Series 2009A Bonds, which shall at all times be open to inspection, and, upon presentation for such purpose, the Trustee shall, under such reasonable regulations as he or she may prescribe, register or transfer or cause to be registered or transferred, on said books, Bonds as hereinbefore provided.

Any Series 2009A Bond may, in accordance with its terms, be transferred, upon the registration books described above, by the person in whose name it is registered, in person or by the duly authorized attorney of such person, upon surrender of such Series 2009A Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Trustee.

Whenever any Series 2009A Bond or Bonds shall be surrendered for transfer, the designated City officials shall execute and the Trustee shall authenticate and deliver a new Bond or Bonds of the same series and maturity, for a like aggregate principal amount. The Trustee shall require the payment by any Series 2009A Bond owner requesting any such transfer of any tax or other governmental charge required to be paid with respect to such transfer.

Any Series 2009A Bonds may be exchanged at the office of the Trustee for a like aggregate principal amount of other authorized denominations of the same interest rate and maturity.

No transfer or exchange of Series 2009A Bonds shall be required to be made by the Trustee during the period after the Record Date (as defined herein) through and including the next succeeding Interest Payment Date or during the period designated for selection of Series 2009A Bonds for redemption, or of any Series 2009A Bond so selected for redemption.



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APPENDIX G

PROPOSED FORM OF OPINIONS OF CO-BOND COUNSEL

[CLOSING DATE]

City and County of San Francisco Finance Corporation
1 Dr. Carlton B. Goodlett Place, Room 336
San Francisco, California 94102

Board of Supervisors of the
City and County of San Francisco
1 Dr. Carlton B. Goodlett Place, Room 336
San Francisco, California 94102

\$34,265,000
City and County of San Francisco Finance Corporation
Lease Revenue Bonds, Series 2009A
(Branch Library Improvement Program)
(Final Opinion)

Ladies and Gentlemen:

We have acted as Co-Bond Counsel to the City and County of San Francisco Finance Corporation (the "Corporation") in connection with the issuance by the Corporation of \$34,265,000 aggregate principal amount of the City and County of San Francisco Finance Corporation Lease Revenue Bonds, Series 2009A (Branch Library Improvement Program) (the "Bonds"), pursuant to the provisions of Section 16.109 of the Charter of the City and County of San Francisco (the "City") and other applicable provisions of law, Ordinance No. 286-08, passed by the Board of Supervisors of the City on November 25, 2008, and signed by the Mayor of the City on December 5, 2008, Resolution No. 538-08, passed by the Board of Supervisors of the City on December 16, 2008, and signed by the Mayor on December 19, 2008, Resolution No. 2008-5 adopted by the Board of Directors of the Corporation on December 16, 2008, as ratified by Resolution No. 2009-1 adopted on January 14, 2009, and the provisions of a Master Trust Agreement, dated as of March 1, 2009 (the "Trust Agreement"), by and between the Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Trust Agreement or in the Master Lease, dated as of March 1, 2009 (the "Lease"), by and between the Corporation and the City, as applicable.

In such connection, we have reviewed the Trust Agreement, the Lease, the Facilities Lease, dated as of March 1, 2009 (the "Facilities Lease"), by and between the City and the Corporation, the Assignment Agreement, dated as of March 1, 2009 (the "Assignment Agreement"), by and between the Trustee and the Corporation, the Tax Certificate, dated the date hereof (the "Tax Certificate"), opinions of the City Attorney and Counsel to the Corporation, and certifications of the City, the Corporation, and others, and such other documents, opinions, and matters to the extent we deemed necessary to render the opinions set forth herein.

Certain agreements, requirements, and procedures contained or referred to in the Trust Agreement, the Lease, the Facilities Lease, the Assignment Agreement, the Tax Certificate, and other relevant documents may be changed and certain actions (including, without limitation, defeasance of the Bonds) may be taken or omitted under the circumstances and subject to the terms and conditions set forth in such documents. No opinion is expressed herein as to any Bond or the interest thereon if any such change occurs or action is taken or omitted upon the advice or approval of counsel other than ourselves.

The opinions expressed herein are expressed only on and as of the date hereof and are based on an analysis of existing laws, regulations, rulings, and judicial 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. Changes to existing law may occur hereafter and could have retroactive effect. We have not undertaken to determine, or to inform any person, whether any such actions are taken or omitted or events do occur. Our engagement with respect to the Bonds has concluded with their issuance, and we disclaim any obligation to update this opinion letter. We have assumed the genuineness of all documents and signatures presented to us (whether as originals or copies) and the due and legal execution and delivery thereof by, and validity against, any parties other than the Corporation and the City. We have not undertaken to verify independently, and have assumed, the accuracy of the factual matters represented, warranted, or certified in the documents, and of the legal conclusions contained in the opinions, referred to in the second paragraph hereof.

Furthermore, we have assumed compliance with all covenants and agreements contained in the Trust Agreement, the Lease, the Facilities Lease, the Assignment Agreement, and the Tax Certificate, including (without limitation) covenants and agreements compliance with which is necessary to assure that future actions, omissions, or events will not cause interest on the Bonds to be included in gross income for federal income tax purposes. In addition, we call attention to the fact that the rights and obligations under the Bonds, the Trust Agreement, the Lease, the Facilities Lease, the Assignment Agreement, and the Tax Certificate may be subject to bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium, and other similar 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 cities and nonprofit public benefit corporations in the State of California.

We have not made or undertaken to make an investigation of the state of title to the Site or the Facilities described in the Lease or of the accuracy or sufficiency of the description of such property contained therein, and we express no opinion with respect to such matters.

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, we are of the following opinions:

1. The Bonds constitute the valid and binding limited obligations of the Corporation. The obligation of the City to pay the Base Rental and Additional Rental payments under the Lease constitutes a valid and binding limited obligation of the City.
2. The Trust Agreement creates a valid pledge, to secure the payment of the principal of and interest on the Bonds, of the Revenues, as provided in the Trust Agreement.
3. Interest on the Bonds is excludable from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and is exempt from State of California personal income taxes. Interest on the Bonds is not a

specific preference item for purposes of the federal individual or corporate alternative minimum taxes. In addition, pursuant to the American Recovery and Reinvestment Act of 2009, interest on the Bonds is not included in adjusted current earnings in calculating corporate alternative minimum taxable income. We express no opinion regarding other tax consequences relating to the ownership or disposition of, or the accrual or receipt of interest on, the Bonds.

Except as stated in paragraph 3 above, we express no opinion as to federal or State of California tax consequences of the ownership of the Bonds, including whether interest on the Bonds is (a) included in the calculation of the amount subject to the “branch-level” tax imposed by Section 884 of the Code upon the earnings of certain foreign corporations engaged in a trade or business within the United States or (b) included in the income of certain Subchapter S corporations for purposes of the tax imposed thereon by Section 1375 of the Code. We also express no opinion as to any other federal, state, or local or any foreign tax consequences with respect to acquisition, ownership, or disposition of the Bonds.

Respectfully submitted,



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APPENDIX H

**CITY AND COUNTY OF SAN FRANCISCO
OFFICE OF THE TREASURER – INVESTMENT POLICY**



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**CITY AND COUNTY OF SAN FRANCISCO
OFFICE OF THE TREASURER & TAX COLLECTOR**

INVESTMENT POLICY

As of October 2008

1.0 Policy:

It is the policy of the Office of the Treasurer & Tax Collector of the City and County of San Francisco (Treasurer's Office) to invest public funds in a manner which will preserve capital, meet the daily cash flow demands of the City, and provide investment return while conforming to all state and local statutes governing the investment of public funds.

2.0 Scope:

This investment policy applies to all investments that the Treasurer's Office manages.

3.0 Prudence:

Investments shall be made with judgment and care—under circumstances then prevailing— which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived.

The standard of prudence to be used by investment officials shall be the “prudent person” and/or “prudent investor” standard and shall be applied in the context of managing an overall portfolio. Investment officers acting in accordance with state and local law and the investment policy and exercising due diligence shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments.

4.0 Objective:

The primary objectives, in priority order, of the Treasurer's Office's investment activities shall be:

4.1 Safety: Safety of principal is the foremost objective of the investment program. Investments of the Treasurer's Office shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. To attain this objective, the Treasurer's Office will diversify its investments by investing funds among a variety of securities offering independent returns and financial institutions.

4.2 Liquidity: The Treasurer's Office investment portfolio will remain sufficiently liquid to enable the Treasurer's Office to meet all operating requirements which might be reasonably anticipated.

4.3 Return on Investments: The Treasurer's Office investment portfolio shall be designed with the objective of generating a favorable rate of return in investments without undue compromise of the first two objectives.

5.0 Delegation of Authority:

The Treasurer of the City and County of San Francisco (Treasurer) is authorized by Charter Section 6.106 to invest funds available under California Government Code Title 5, Division 2, Part 1, Chapter 4, Article 1.

Any modification made by the Treasurer to this Investment Policy shall be ratified by the County Treasury Oversight Committee within five working days to stay in effect.

6.0 Authorized Broker/Dealer Firms:

All broker/dealer firms must be (a) Primary Government Securities Dealers or top-ten largest in U.S. dollars banking underwriters of U.S. agencies (according to Bloomberg Underwriter Rankings, or a similar ratings service), or (b) operating at least one office in San Francisco and approved by the Treasurer based on the capitalization, tenure, profitability, reputation, and expertise of the company involved. All broker/dealer firms must review and abide by this Investment Policy.

The Treasurer's Office will not do business with a firm which has, within any consecutive 48-month period following January 1, 1996, made a political contribution in an amount exceeding the limitations contained in Rule G-37 of the Municipal Securities Rulemaking Board, to the Treasurer, any member of the Board of Supervisors, or any candidate for those offices.

Annually, each firm will be sent a copy of this Policy and a list of those persons authorized to execute investment transactions. Each firm must acknowledge receipt of such materials and compliance with this Policy to qualify as an Authorized Dealer.

Each firm authorized to do business with the Treasurer's Office shall, at least annually, supply the Treasurer with financial statements.

7.0 Authorized & Suitable Investments:

Investments will be made pursuant to the California Government Code (including Section 53601 et seq.) and this investment policy to ensure sufficient liquidity to meet all anticipated disbursements.

Unless otherwise noted, the maximum maturity from the trade settlement date can be no longer than five years.

Types of investment vehicles not authorized by this investment policy are prohibited. The following policy shall govern unless a variance is specifically authorized by the Treasurer and ratified by the Treasury Oversight Committee pursuant to Section 5.0.

7.1 Public Time Deposits (Term Certificates Of Deposit):

Deposits will be made only in approved financial institutions having at least one full service branch office within the geographical boundaries of the City and County of San Francisco.

All said deposits shall be negotiated to yield a minimum of .125% higher than equal maturity Treasuries, except in special circumstances specifically authorized by the Treasurer.

Deposits will be insured by the Federal Deposit Insurance Corporation (FDIC) up to the current deposit insurance limit. (See glossary definition for terms of insurance). Deposits in excess of the FDIC limit will be fully collateralized with 110% of the type of collateral authorized in California Government Code, Section 53651 (a) through (i). All Public Time Deposits will have a maximum maturity of one year with interest disbursed quarterly.

The Treasurer's Office will not use money broker deposits.

Commercial bank deposits will also be made on a competitive basis with risk exposure based on financial statements and related information gathered on each individual bank.

7.2 Public Demand Accounts:

The Treasurer's Office will accept the following collateralization:

Collateral of Eligible Securities, per California Government Code Section 53651(a) through (i), with a market value that is equal to or exceeds 110% of the daily ledger balance.

7.3 Negotiable Certificates Of Deposit:

Negotiable Certificates of Deposit shall be limited to the five largest domestic commercial banks that have demonstrated profitability in their most recent audited financial statements at the time of purchase. The portfolio may hold up to but not more than 30% in these instruments.

7.4 Securities and Money Market Instruments:

All securities shall be purchased and sold in a competitive environment.

7.5 U.S. Treasury Instruments:

Debt obligations of the U.S. Government sold by the Treasury Department in the forms of bills, notes and bonds. Bills are short-term obligations that mature in one year or less and are sold at a discount. Notes are fixed-interest instruments that may or may not pay a coupon and mature between 1 and 10 years. Bonds are fixed-interest instruments that may or may not pay a coupon and at time of issuance mature in more than 10 years.

| | |
|------------------------|---------|
| Maximum Maturity | 5 Years |
| Maximum Par Value | N/A |
| Maximum % of Portfolio | 100% |

7.6.0 Federal Agencies

Investments in U.S. Federal Agencies are appropriate in the following entities listed in Section 7.6. Up to 60% of the portfolio in market value may be held U.S. Agencies instruments subject to the following constraints, regardless of receivership status.

7.6.1 U.S. Agencies under U.S. Government Receivership

Constraints at time of purchase (par value)

| Acronym | Name | Max % of Portfolio |
|-------------|--|--------------------|
| FANNIE MAE | Federal National Mortgage Association | 30 |
| FREDDIE MAC | Federal Home Loan Mortgage Corporation | 30 |

7.6.2 U.S. Agencies not under U.S. Government Receivership

Investments in these Agency Securities shall not have a weighted average maturity in excess of 270 days. If the weighted average maturity exceeds 270 days then the total investments of these securities shall be restricted to 30% of the total par amount of the portfolio.

Constraints at time of purchase (par value)

| Acronym | Name | Max % of Portfolio |
|------------|---|--------------------|
| F.H.L.B. | Federal Home Loan Bank | 30 |
| F.F.C.B. | Federal Farm Credit Bank | 30 |
| Farmer Mac | Federal Agricultural Mortgage Association | 10 |
| RTC | Resolution Trust Funding Corporation | 5 |
| TVA | Tennessee Valley Authority | 10 |

7.7 Commercial Paper:

The Treasurer's Office shall purchase only domestic Commercial Paper with maturities not to exceed 270 days. Issuer must be rated A-1 or P-1, without regard to pluses or minuses, or the equivalent rating then in place, by at least one of the national rating agencies (Moody's Investors Service, Standard & Poor's Ratings Services or Fitch Ratings). The maximum allowable investment in Commercial Paper is 25% at time of purchase.

7.8 Bankers Acceptances:

Purchases of Bankers Acceptances shall be limited to 40% of the portfolio (at the time of purchase).

7.9 Repurchase Agreements:

The Treasurer's Office shall selectively utilize this investment vehicle with terms not to exceed 30 days, secured solely by government securities and said collateral will be delivered to a third party, so that recognition of ownership of the City and County of San Francisco is perfected.

7.10 Reverse Repurchase Agreements:

This procedure shall be limited to occasions when the cost effectiveness dictates execution, specifically to satisfy cash flow needs or when the collateral will secure a special rate. A reverse repurchase agreement shall not exceed 45 days; the amount of the agreement shall not exceed \$75MM; and the offsetting purchase shall have a maturity not to exceed the term of the repo.

7.11 Financial Futures or Options Contracts:

These investment vehicles shall not be used unless specifically authorized in writing by amendment of these policies.

7.12 Medium Term Notes:

Not considered a prudent investment vehicle for this portfolio at this time.

7.13 Notes, Bonds or Other Obligations Secured by Valid First Priority Security Interest:

Not considered prudent investment vehicles for this portfolio at this time.

7.14 Investments In State and Local Government Agencies:

The Treasurer's Office may selectively purchase bonds, notes, warrants, or other evidences of indebtedness of any local agency within California, including bonds payable

solely out of the revenues from a revenue-producing property owned, controlled, or operated by the local agency, or by a department, board, agency, or authority of the local agency.

Appropriate investments also include bonds of any of the 50 United States, including bonds payable solely out of the revenues from a revenue-producing property owned, controlled, or operated by a state or by a state department, board, agency, or local authority.

These instruments may comprise 20% or less of the portfolio at the time of purchase.

7.15 Local Agency Investment Fund (LAIF)

Investments in LAIF, a California state investment fund available to California municipalities, are authorized.

8.0 Interest and Expense Allocations:

The costs of managing the investment portfolio, including but not limited to: investment management; accounting for the investment activity; custody of the assets, managing and accounting for the banking; receiving and remitting deposits; oversight controls; and indirect and overhead expenses are charged to the investment earnings based upon actual labor hours worked in respective areas. Costs of these respective areas are accumulated and charged to the Pooled Investment Fund on a quarterly basis, with the exception of San Francisco International Airport costs which are charged directly through a work order.

The San Francisco Controller allocates the net interest earnings of the Pooled Investment Fund. The earnings are allocated monthly based on average balances.

9.0 Safekeeping and Custody:

All security transactions, including collateral for repurchase agreements, entered into by the Treasurer's Office shall be conducted on a delivery-versus-payment (DVP) basis pursuant to approved custodial safekeeping agreements. Securities will be held by a third party custodian designated by the Treasurer and evidenced by safekeeping receipts.

10.0 Deposit and Withdrawal of Funds:

California Government Code Section 53684 et seq. provides criteria for outside local agencies, where the Treasurer does not serve as the agency's treasurer, to invest in the County's Pooled Investment Fund, subject to the consent of the Treasurer. Currently, no government agency outside the geographical boundaries of the City and County of San Francisco shall have money invested in City pooled funds.

The Treasurer will honor all requests to withdraw funds for normal cash flow purposes that are approved by the San Francisco Controller. Any requests to withdraw funds for purposes other than cash flow, such as for external investing, shall be subject to the consent of the Treasurer. In accordance with California Government Code Sections 27136 et seq. and 27133(h) et seq., such requests for withdrawals must first be made in writing to the Treasurer. These requests are subject to the Treasurer's consideration of the stability and predictability of the Pooled Investment Fund, or the adverse effect on the interests of the other depositors in the Pooled Investment Fund. Any withdrawal for such purposes shall be at the value shown on the Controller's books as of the date of withdrawal.

11.0 Limits on Receipt of Honoraria, Gifts and Gratuities:

In accordance with California Government Code Section 27133(d) et seq., this Investment Policy hereby establishes limits for the Treasurer, individuals responsible for management of the portfolios, and members of the Treasury Oversight Committee on the receipt of honoraria, gifts and gratuities from advisors, brokers, dealers, bankers or others persons with whom the Treasurer conducts business. Any individual who receives an aggregate total of gifts, honoraria and gratuities in excess of those limits must report the gifts, dates and firms to the Treasurer and complete the appropriate State disclosure.

These limits may be in addition to the limits set by a committee member's own agency, by state law, or by the California Fair Political Practices Commission.

Members of the Treasury Oversight Committee also must abide by the Treasurer's Office Statement of Incompatible Activities.

12.0 Reporting:

In accordance with the provisions of California Government Code Section 53646, which requires quarterly reports, a monthly report on the status of the investment portfolio will be submitted to the Board of Supervisors, Controller and Mayor. The report will include investment types, issuer, maturity, par value, and dollar amount invested; market value as of the date of the report and the source of the valuation; a citation of compliance with the investment policy or an explanation for non-compliance; and a statement of the ability or inability to meet expenditure requirements for six months, as well as an explanation of why moneys will not be available if that is the case.

13.0 Social Responsibility:

In addition to and subordinate to the objectives set forth in Section 4.0 herein, investment of funds should be guided by the following socially responsible investment goals when investing in corporate securities and depository institutions. Investments shall be made in compliance with the forgoing socially responsible investment goals to the extent that such investments achieve substantially equivalent safety, liquidity and yield compared to investments permitted by state law.

13.1 Social and Environmental Concerns:

Investments are encouraged in entities that support community well-being through safe and environmentally sound practices and fair labor practices. Investments are encouraged in entities that support equality of rights regardless of sex, race, age, disability or sexual orientation. Investments are discouraged in entities that manufacture tobacco products, firearms, or nuclear weapons. In addition, investments are encouraged in entities that offer banking products to serve all members of the local community, and investments are discouraged in entities that finance high-cost check-cashing and deferred deposit (payday-lending) businesses.

Prior to making investments, the Treasurer's Office will verify an entity's support of the socially responsible goals listed above through direct contact or through the use of a third party such as the Investors Responsibility Research Center, or a similar ratings service. The entity will be evaluated at the time of purchase of the securities.

13.2 Community Investments:

Investments are encouraged in entities that promote community economic development. Investments are encouraged in entities that have a demonstrated involvement in the development or rehabilitation of low-income affordable housing.

Securities investments are encouraged in financial institutions that have a Community Reinvestment Act (CRA) rating of either Satisfactory or Outstanding, as well as financial institutions that are designated as a Community Development Financial Institution (CDFI) by the United States Treasury Department, or otherwise demonstrate commitment to community economic development.

13.3 City Ordinances:

All depository institutions are to be advised of applicable city contracting ordinances, and shall certify their compliance therewith, if required.

14.0 Treasury Oversight Committee:

A Treasury Oversight Committee was established by the San Francisco Board of Supervisors in Ordinance No. 316-00.

The duties of the Committee shall be the following:

- (a) Review and monitor the investment policy described in California Government Code Section 27133 and prepared annually by the Treasurer.
- (b) Cause an annual audit to be conducted to determine the Treasurer's compliance with California Government Code Article 6 including Sections 27130

through 27137 and City Administrative Code Section 10.80-1. The audit may examine the structure of the investment portfolio and risk. This audit may be a part of the County Controller's usual audit of the Treasurer's Office by internal audit staff or the outside audit firm reviewing the Controller's Annual Report.

(c) Nothing herein shall be construed to allow the Committee to direct individual decisions, select individual investment advisors, brokers, or dealers, or impinge on the day-to-day operations of the Treasurer. (See California Government Code Section 27137.)

APPENDIX I

Glossary

AGENCIES: Federal agency securities and/or Government-sponsored enterprises.

ASKED: The price at which securities are offered.

BANKERS' ACCEPTANCE (BA): A draft or bill of exchange accepted by a bank or trust company. The accepting institution guarantees payment of the bill, as well as the issuer.

BENCHMARK: A comparative base for measuring the performance or risk tolerance of the investment portfolio. A benchmark should represent a close correlation to the level of risk and the average duration of the portfolio's investments.

BID: The price offered by a buyer of securities. (When you are selling securities, you ask for a bid.) See Offer.

BROKER: A broker brings buyers and sellers together for a commission.

CERTIFICATE OF DEPOSIT (CD): A time deposit with a specific maturity evidenced by a Certificate. Large-denomination CD's are typically negotiable.

COLLATERAL: Securities, evidence of deposit or other property, which a borrower pledges to secure repayment of a loan. Also refers to securities pledged by a bank to secure deposits of public monies.

COMPREHENSIVE ANNUAL FINANCIAL REPORT (CAFR): The CAFR is the City's official annual financial report. It consists of three major sections: introductory, financial, and statistical. The introductory section furnishes general information on the City's structure, services, and environment. The financial section contains all basic financial statements and required supplementary information, as well as information on all individual funds and discretely presented component units not reported separately in the basic financial statements. The financial section may also include supplementary information not required by GAAP. The statistical section provides trend data and nonfinancial data useful in interpreting the basic financial statements and is especially important for evaluating economic condition.

COUPON: (a) The annual rate of interest that a bond's issuer promises to pay the bondholder on the bond's face value. (b) A certificate attached to a bond evidencing interest due on a payment date.

DEALER: A dealer, as opposed to a broker, acts as a principal in all transactions, buying and selling for his own account.

DEBENTURE: A bond secured only by the general credit of the issuer.

DELIVERY VERSUS PAYMENT: There are two methods of delivery of securities: delivery versus payment and delivery versus receipt. Delivery versus payment is delivery of securities with an exchange of money for the securities. Delivery versus receipt is delivery of securities with an exchange of a signed receipt for the securities.

DEPOSITORY INSTITUTIONS: These institutions hold city moneys in the forms of certificates of deposit (negotiable or term), public time deposits and public demand accounts.

DERIVATIVES: (1) Financial instruments whose return profile is linked to, or derived from, the movement of one or more underlying index or security, and may include a leveraging factor, or (2) financial contracts based upon notional amounts whose value is derived from an underlying index or security (interest rates, foreign exchange rates, equities or commodities).

DISCOUNT: The difference between the cost price of a security and its maturity when quoted at lower than face value. A security selling below original offering price shortly after sale also is considered to be at a discount.

DISCOUNT SECURITIES: Non-interest bearing money market instruments that are issued a discount and redeemed at maturity for full face value, e.g., U.S. Treasury Bills.

DIVERSIFICATION: Dividing investment funds among a variety of securities offering independent returns.

FDIC DEPOSIT INSURANCE COVERAGE (10/08/2008): The FDIC is an independent agency of the United States government that protects against the loss of insured deposits if an FDIC-insured bank or savings association fails. Deposit insurance is backed by the full faith and credit of the United States government. Since the FDIC was established, no depositor has ever lost a single penny of FDIC-insured funds.

FDIC insurance covers funds in deposit accounts, including checking and savings accounts, money market deposit accounts and certificates of deposit (CDs). FDIC insurance does not, however, cover other financial products and services that insured banks may offer, such as stocks, bonds, mutual fund shares, life insurance policies, annuities or municipal securities.

There is no need for depositors to apply for FDIC insurance or even to request it. Coverage is automatic.

To ensure funds are fully protected, depositors should understand their deposit insurance coverage limits. The FDIC provides separate insurance coverage for deposits held in different ownership categories such as single accounts, joint accounts, Individual Retirement Accounts (IRAs) and trust accounts.

Basic FDIC Deposit Insurance Coverage Limits*

Single Accounts (owned by one person) \$250,000 per owner**

Joint Accounts (two or more persons) \$250,000 per co-owner**

IRAs and certain other retirement accounts \$250,000 per owner

Trust Accounts \$250,000 per owner per beneficiary subject to specific limitations and requirements**

* These deposit insurance coverage limits refer to the total of all deposits that an accountholder (or accountholders) has at each FDIC-insured bank. The listing above shows only the most common ownership categories that apply to individual and family deposits, and assumes that all FDIC requirements are met.

** The legislation authorizing the increase in deposit insurance coverage limits makes the change effective October 3, 2008, through December 31, 2009.

FEDERAL CREDIT AGENCIES: Agencies of the Federal government set up to supply credit to various classes of institutions and individuals, e.g., S&L's, small business firms, students, farmers, farm cooperatives, and exporters.

FEDERAL DEPOSIT INSURANCE CORPORATION (FDIC): A federal agency that insures bank deposits, currently up to \$250,000 per deposit.

FEDERAL FUNDS RATE: The rate of interest at which Fed funds are traded. This rate is currently pegged by the Federal Reserve through open-market operations.

FEDERAL HOME LOAN BANKS (FHLB): Government sponsored wholesale banks (currently 12 regional banks), which lend funds and provide correspondent banking services to member commercial banks, thrift institutions, credit unions and insurance companies. The mission of the FHLBs is to liquefy the housing related assets of its members who must purchase stock in their district Bank.

FEDERAL NATIONAL MORTGAGE ASSOCIATION (FNMA): FNMA, like GNMA was chartered under the Federal National Mortgage Association Act in 1938. FNMA is a federal corporation working under the auspices of the Department of Housing and Urban Development (HUD). It is the largest single provider of residential mortgage funds in the United States. Fannie Mae, as the corporation is called, is a private stockholder-owned corporation. The corporation's purchases include a variety of adjustable mortgages and second loans, in addition to fixed-rate mortgages. FNMA's securities are also highly liquid and are widely accepted. FNMA assumes and guarantees that all security holders will receive timely payment of principal and interest.

FEDERAL HOME LOAN MORTGAGE CORPORATION (FHLMC): Freddie Mac's mission is to provide liquidity, stability and affordability to the housing market. Congress defined this mission in (their) 1970 charter. Freddie Mac buys mortgage loans from banks, thrifts and other financial intermediaries, and re-sells these loans to

investors, or keeps them for their own portfolio, profiting from the difference between their funding costs and the yield generated by the mortgages.

FEDERAL OPEN MARKET COMMITTEE (FOMC): Consists of seven members of the Federal Reserve Board and five of the twelve Federal Reserve Bank Presidents. The President of the New York Federal Reserve Bank is a permanent member, while the other Presidents serve on a rotating basis. The Committee periodically meets to set Federal Reserve guidelines regarding purchases and sales of Government Securities in the open market as a means of influencing the volume of bank credit and money.

FEDERAL RESERVE SYSTEM: The central bank of the United States created by Congress and consisting of a seven member Board of Governors in Washington, D.C., 12 regional banks and about 5,700 commercial banks that are members of the system.

GOVERNMENT NATIONAL MORTGAGE ASSOCIATION (GNMA or Ginnie Mae): Securities influencing the volume of bank credit guaranteed by GNMA and issued by mortgage bankers, commercial banks, savings and loan associations, and other institutions. Security holder is protected by full faith and credit of the U.S. Government. Ginnie Mae securities are backed by the FHA, VA or FmHA mortgages. The term “pass-throughs” is often used to describe Ginnie Maes.

LIQUIDITY: A liquid asset is one that can be converted easily and rapidly into cash without a substantial loss of value. In the money market, a security is said to be liquid if the spread between bid and asked prices is narrow and reasonable size can be done at those quotes.

LOCAL GOVERNMENT INVESTMENT POOL (LGIP): The aggregate of all funds from political subdivisions that are placed in the custody of the State Treasurer for investment and reinvestment.

MARKET VALUE: The price at which a security is trading and could presumably be purchased or sold.

MASTER REPURCHASE AGREEMENT: A written contract covering all future transactions between the parties to repurchase—reverse repurchase agreements that establishes each party’s rights in the transactions. A master agreement will often specify, among other things, the right of the buyer-lender to liquidate the underlying securities in the event of default by the seller borrower.

MATURITY: The date upon which the principal or stated value of an investment becomes due and payable.

MONEY MARKET: The market in which short-term debt instruments (bills, commercial paper, bankers’ acceptances, etc.) are issued and traded.

OFFER: The price asked by a seller of securities. (When you are buying securities, you ask for an offer.) See Asked and Bid.

OPEN MARKET OPERATIONS: Purchases and sales of government and certain other securities in the open market by the New York Federal Reserve Bank as directed by the FOMC in order to influence the volume of money and credit in the economy. Purchases inject reserves into the bank system and stimulate growth of money and credit; sales have the opposite effect. Open market operations are the Federal Reserve's most important and most flexible monetary policy tool.

PAR VALUE: The principal amount of a bond returned by the maturity date.

PORTFOLIO: Collection of securities held by an investor.

PRIMARY DEALER: A group of government securities dealers who submit daily reports of market activity and positions and monthly financial statements to the Federal Reserve Bank of New York and are subject to its informal oversight. Primary dealers include Securities and Exchange Commission (SEC)-registered securities broker-dealers, banks, and a few unregulated firms.

PRUDENT PERSON RULE: An investment standard. In some states the law requires that a fiduciary, such as a trustee, may invest money only in a list of securities selected by the custody state—the so-called legal list. In other states the trustee may invest in a security if it is one which would be bought by a prudent person of discretion and intelligence who is seeking a reasonable income and preservation of capital.

PUBLIC TIME DEPOSITS (Term Certificates Of Deposit): Time deposits are issued by depository institutions against funds deposited for a specified length of time. Time deposits include instruments such as deposit notes. They are distinct from certificates of deposit (CDs) in that interest payments on time deposits are calculated in a manner similar to that of corporate bonds whereas interest payments on CDs are calculated similar to that of money market instruments.

QUALIFIED PUBLIC DEPOSITORIES: A financial institution which does not claim exemption from the payment of any sales or compensating use or ad valorem taxes under the laws of this state, which has segregated for the benefit of the commission eligible collateral having a value of not less than its maximum liability and which has been approved by the Public Deposit Protection Commission to hold public deposits.

RATE OF RETURN: The yield obtainable on a security based on its purchase price or its current market price. This may be the amortized yield to maturity on a bond the current income return.

REPURCHASE AGREEMENT (RP OR REPO): A holder of securities sells these securities to an investor with an agreement to repurchase them at a fixed price on a fixed date. The security “buyer” in effect lends the “seller” money for the period of the

agreement, and the terms of the agreement are structured to compensate him for this. Dealers use RP extensively to finance their positions. Exception: When the Fed is said to be doing RP, it is lending money that is, increasing bank reserves.

SAFEKEEPING: A service to customers rendered by banks for a fee whereby securities and valuables of all types and descriptions are held in the bank's vaults for protection.

SECONDARY MARKET: A market made for the purchase and sale of outstanding issues following the initial distribution.

SECURITIES & EXCHANGE COMMISSION: Agency created by Congress to protect investors in securities transactions by administering securities legislation.

SEC RULE 15C3-1: See Uniform Net Capital Rule.

STRUCTURED NOTES: Notes issued by Government Sponsored Enterprises (FHLB, FNMA, SLMA, etc.) and Corporations, which have imbedded options (e.g., call features, step-up coupons, floating rate coupons, derivative-based returns) into their debt structure. Their market performance is impacted by the fluctuation of interest rates, the volatility of the imbedded options and shifts in the shape of the yield curve.

TREASURY BILLS: A non-interest bearing discount security issued by the U.S. Treasury to finance the national debt. Most bills are issued to mature in three months, six months, or one year.

TREASURY BONDS: Long-term coupon-bearing U.S. Treasury securities issued as direct obligations of the U.S. Government and having initial maturities of more than 10 years.

TREASURY NOTES: Medium-term coupon-bearing U.S. Treasury securities issued as direct obligations of the U.S. Government and having initial maturities from two to 10 years.

UNIFORM NET CAPITAL RULE: Securities and Exchange Commission requirement that member firms as well as nonmember broker-dealers in securities maintain a maximum ratio of indebtedness to liquid capital of 15 to 1; also called net capital rule and net capital ratio. Indebtedness covers all money owed to a firm, including margin loans and commitments to purchase securities, one reason new public issues are spread among members of underwriting syndicates. Liquid capital includes cash and assets easily converted into cash.

YIELD: The rate of annual income return on an investment, expressed as a percentage. (a) **INCOME YIELD** is obtained by dividing the current dollar income by the current market price for the security. (b) **NET YIELD** or **YIELD TO MATURITY** is the current income yield minus any premium above par or plus any discount from par in purchase

price, with the adjustment spread over the period from the date of purchase to the date of maturity of the bond.

APPENDIX II

Table of Authorized Investments

The following table is for reference purposes only, and where any provision herein conflicts with any provision of the Investment Policy, the Investment Policy controls.

| # | Investment Set | Investment Policy Location | Investment Type | Maximum Maturity in Days | Max % of Portfolio | Additional Quality Requirements |
|----|---|----------------------------|--|--------------------------|--------------------|---|
| 1 | Bank & Thrift | 7.1 | Public Time Deposits (Term Certificates Of Deposit) / FDIC, Collateralized | 1825 | 100% | S.F Office., Yield>T +.125%,Collateralized at 110% per code 53651 |
| 2 | Bank & Thrift | 7.2 | Public Demand Deposits/ FDIC, Collateralized | 1825 | 100% | Collateralized at 110% per code 53651 |
| 3 | Bank & Thrift | 7.3 | Negotiable Certificates of Deposit / not FDIC/Collateralized | 1825 | 30% | Top 5 largest banks |
| 4 | Securities and MM Instruments | 7.4 | Securities and MM Instruments | 1825 | | |
| 5 | Treasury | 7.5 | US Treasury, Fixed Rates | 1825 | 100% | |
| 6 | U.S Agencies | 7.60 | All US Agencies* | 1825 | 60% | |
| 7 | U.S Agencies | 7.61 | FHLMC | 1825 | 30% | |
| 8 | U.S Agencies | 7.61 | FNMA | 1825 | 30% | |
| 9 | U.S Agencies | 7.62 | Farmer Mac | 1825 | 10% | Maturity Constraint |
| 10 | U.S Agencies | 7.62 | FFCB | 1825 | 30% | Maturity Constraint |
| 11 | U.S Agencies | 7.62 | FHLB | 1825 | 30% | Maturity Constraint |
| 12 | U.S Agencies | 7.62 | RTC | 1825 | 5% | Maturity Constraint |
| 13 | U.S Agencies | 7.62 | TVA | 1825 | 10% | Maturity Constraint |
| 14 | Commercial Paper | 7.7 | Commercial Paper - Select Agencies | 270 | | Highest Grade by at least 1 rating agency |
| 15 | Commercial Paper | 7.7 | Commercial Paper - Other Agencies | 270 | | Highest Grade by at least 1 rating agency |
| 16 | Bankers' Acceptances | 7.8 | Bankers' Acceptances | 1825 | 40% | |
| 17 | Repo | 7.9 | Repurchase Agreements | 30 | | |
| 18 | Repo | 7.10 | Reverse Repo & Securities Lending | 45 | | <= \$75mm |
| 19 | Corporate | 7.12 | Medium Term Notes | 1095 | 0% | All "AAA" Rating |
| 20 | Valid First Priority Security Interest | 7.13 | Valid First Priority Security Interest | 0 | 0% | Not considered prudent now |
| 21 | State and localities in California, and U.S. state agencies | 7.14 | Government obligations | 1825 | 10% | |
| 22 | State of California | 7.15 | Local Agency Investment Fund (LAIF) | 1825 | | |

APPENDIX III

California Government Code Section 53601 as of October 14, 2008

This section shall apply to a local agency that is a city, a district, or other local agency that does not pool money in deposits or investments with other local agencies, other than local agencies that have the same governing body. However, Section 53635 shall apply to all local agencies that pool money in deposits or investments with other local agencies that have separate governing bodies. The legislative body of a local agency having money in a sinking fund or money in its treasury not required for the immediate needs of the local agency may invest any portion of the money that it deems wise or expedient in those investments set forth below. A local agency purchasing or obtaining any securities prescribed in this section, in a negotiable, bearer, registered, or nonregistered format, shall require delivery of the securities to the local agency, including those purchased for the agency by financial advisers, consultants, or managers using the agency's funds, by book entry, physical delivery, or by third-party custodial agreement. The transfer of securities to the counterparty bank's customer book entry account may be used for book entry delivery.

For purposes of this section, "counterparty" means the other party to the transaction. A counterparty bank's trust department or separate safekeeping department may be used for the physical delivery of the security if the security is held in the name of the local agency. Where this section specifies a percentage limitation for a particular category of investment, that percentage is applicable only at the date of purchase. Where this section does not specify a limitation on the term or remaining maturity at the time of the investment, no investment shall be made in any security, other than a security underlying a repurchase or reverse repurchase agreement or securities lending agreement authorized by this section, that at the time of the investment has a term remaining to maturity in excess of five years, unless the legislative body has granted express authority to make that investment either specifically or as a part of an investment program approved by the legislative body no less than three months prior to the investment:

- (a) Bonds issued by the local agency, including bonds payable solely out of the revenues from a revenue-producing property owned, controlled, or operated by the local agency or by a department, board, agency, or authority of the local agency.
- (b) United States Treasury notes, bonds, bills, or certificates of indebtedness, or those for which the faith and credit of the United States are pledged for the payment of principal and interest.
- (c) Registered state warrants or treasury notes or bonds of this state, including bonds payable solely out of the revenues from a revenue-producing property owned, controlled, or operated by the state or by a department, board, agency, or authority of the state.
- (d) Registered treasury notes or bonds of any of the other 49 United States in addition to California,, including bonds payable solely out of the revenues from a revenue-producing property owned, controlled, or operated by a state or by a department, board, agency, or authority of any of the other 49 United States, in addition to California.
- (e) Bonds, notes, warrants, or other evidences of indebtedness of any local agency within this state, including bonds payable solely out of the revenues from a revenue-producing property owned, controlled, or operated by the local agency, or by a department, board, agency, or authority of the local agency.
- (f) Federal agency or United States government-sponsored enterprise obligations, participations, or other instruments, including those issued by or fully guaranteed as to principal and interest by federal agencies or United States government-sponsored enterprises.
- (g) Bankers' acceptances otherwise known as bills of exchange or time drafts that are drawn on and accepted by a commercial bank. Purchases of bankers' acceptances may not exceed 180 days' maturity or 40 percent of the agency's money that may be invested pursuant to this section. However, no more than 30 percent of the agency's money may be invested in the bankers' acceptances of any one commercial bank pursuant to this section.
This subdivision does not preclude a municipal utility district from investing any money in its treasury in any manner authorized by the Municipal Utility District Act (Division 6 (commencing with Section 11501) of the Public Utilities Code).
- (h) Commercial paper of "prime" quality of the highest ranking or of the highest letter and number rating as provided for by a nationally recognized statistical-rating organization (NRSRO). The entity that issues the commercial paper shall meet all of the following conditions in either paragraph (1) or paragraph (2):
 - (1) The entity meets the following criteria: (A) Is organized and operating in the United States as a general corporation. (B) Has total assets in excess of five hundred million dollars (\$500,000,000). (C) Has debt other than commercial paper, if any, that is rated "A" or higher by a nationally recognized statistical-rating organization (NRSRO).
 - (2) The entity meets the following criteria: (A) Is organized within the United States as a special purpose corporation, trust, or limited liability company. (B) Has programwide credit enhancements including, but not limited to, overcollateralization, letters of credit, or surety bond. (C) Has commercial paper that is rated "A-1" or higher, or the equivalent, by a nationally recognized statistical-rating organization (NRSRO).Eligible commercial paper shall have a maximum maturity of 270 days or less. Local agencies, other than counties or a city and county, may invest no more than 25 percent of their money in eligible commercial paper. Local agencies, other than counties or a city and county, may purchase no more than 10 percent of the outstanding commercial paper of any single issuer. Counties or a city and county may invest in commercial paper pursuant to the concentration limits in subdivision (a) of Section 53635.
- (i) Negotiable certificates of deposit issued by a nationally or state-chartered bank, a savings association or a federal association (as defined by Section 5102 of the Financial Code), a state or federal credit union, or by a state-licensed branch of a foreign bank. Purchases of negotiable certificates of deposit may not exceed 30 percent of the agency's money which may be invested pursuant to this section. For purposes of this section, negotiable certificates of deposit do not come within Article 2 (commencing with Section

53630), except that the amount so invested shall be subject to the limitations of Section 53638. The legislative body of a local agency and the treasurer or other official of the local agency having legal custody of the money are prohibited from investing local agency funds, or funds in the custody of the local agency, in negotiable certificates of deposit issued by a state or federal credit union if a member of the legislative body of the local agency, or any person with investment decisionmaking authority in the administrative office manager's office, budget office, auditor-controller's office, or treasurer's office of the local agency also serves on the board of directors, or any committee appointed by the board of directors, or the credit committee or the supervisory committee of the state or federal credit union issuing the negotiable certificates of deposit.

(j) (1) Investments in repurchase agreements or reverse repurchase agreements or securities lending agreements of any securities authorized by this section, as long as the agreements are subject to this subdivision, including the delivery requirements specified in this section.

(2) Investments in repurchase agreements may be made, on any investment authorized in this section, when the term of the agreement does not exceed one year. The market value of securities that underlay a repurchase agreement shall be valued at 102 percent or greater of the funds borrowed against those securities and the value shall be adjusted no less than quarterly. Since the market value of the underlying securities is subject to daily market fluctuations, the investments in repurchase agreements shall be in compliance if the value of the underlying securities is brought back up to 102 percent no later than the next business day.

(3) Reverse repurchase agreements or securities lending agreements may be utilized only when all of the following conditions are met:

(A) The security to be sold on reverse repurchase agreement or securities lending agreement has been owned and fully paid for by the local agency for a minimum of 30 days prior to sale. (B) The total of all reverse repurchase agreements and securities lending agreements on investments owned by the local agency does not exceed 20 percent of the base value of the portfolio. (C) The agreement does not exceed a term of 92 days, unless the agreement includes a written codicil guaranteeing a minimum earning or spread for the entire period between the sale of a security using a reverse repurchase agreement or securities lending agreement and the final maturity date of the same security. (D) Funds obtained or funds within the pool of an equivalent amount to that obtained from selling a security to a counterparty by way of a reverse repurchase agreement or securities lending agreement shall not be used to purchase another security with a maturity longer than 92 days from the initial settlement date of the reverse repurchase agreement or securities lending agreement, unless the reverse repurchase agreement or securities lending agreement includes a written codicil guaranteeing a minimum earning or spread for the entire period between the sale of a security using a reverse repurchase agreement or securities lending agreement and the final maturity date of the same security.

(4) (A) Investments in reverse repurchase agreements, securities lending agreements, or similar investments in which the local agency sells securities prior to purchase with a simultaneous agreement to repurchase the security may only be made upon prior approval of the governing body of the local agency and shall only be made with primary dealers of the Federal Reserve Bank of New York or with a nationally or state-chartered bank that has or has had a significant banking relationship with a local agency. (B) For purposes of this chapter, "significant banking relationship" means any of the following activities of a bank: (i) Involvement in the creation, sale, purchase, or retirement of a local agency's bonds, warrants, notes, or other evidence of indebtedness. (ii) Financing of a local agency's activities. (iii) Acceptance of a local agency's securities or funds as deposits.

(5) (A) "Repurchase agreement" means a purchase of securities by the local agency pursuant to an agreement by which the counterparty seller will repurchase the securities on or before a specified date and for a specified amount and the counterparty will deliver the underlying securities to the local agency by book entry, physical delivery, or by third-party custodial agreement. The transfer of underlying securities to the counterparty bank's customer book-entry account may be used for book-entry delivery. (B) "Securities," for purpose of repurchase under this subdivision, means securities of the same issuer, description, issue date, and maturity. (C) "Reverse repurchase agreement" means a sale of securities by the local agency pursuant to an agreement by which the local agency will repurchase the securities on or before a specified date and includes other comparable agreements. (D) "Securities lending agreement" means an agreement under which a local agency agrees to transfer securities to a borrower who, in turn, agrees to provide collateral to the local agency. During the term of the agreement, both the securities and the collateral are held by a third party. At the conclusion of the agreement, the securities are transferred back to the local agency in return for the collateral. (E) For purposes of this section, the base value of the local agency's pool portfolio shall be that dollar amount obtained by totaling all cash balances placed in the pool by all pool participants, excluding any amounts obtained through selling securities by way of reverse repurchase agreements, securities lending agreements, or other similar borrowing methods. (F) For purposes of this section, the spread is the difference between the cost of funds obtained using the reverse repurchase agreement and the earnings obtained on the reinvestment of the funds.

(k) Medium-term notes, defined as all corporate and depository institution debt securities with a maximum remaining maturity of five years or less, issued by corporations organized and operating within the United States or by depository institutions licensed by the United States or any state and operating within the United States. Notes eligible for investment under this subdivision shall be rated "A" or better by a nationally recognized rating service. Purchases of medium-term notes shall not include other instruments authorized by this section and may not exceed 30 percent of the agency's money that may be invested pursuant to this section.

(l) (1) Shares of beneficial interest issued by diversified management companies that invest in the securities and obligations as authorized by subdivisions (a) to (j), inclusive, or subdivisions (m) or (n) and that comply with the investment restrictions of this article and Article 2 (commencing with Section 53630). However, notwithstanding these restrictions, a counterparty to a reverse repurchase agreement or securities lending agreement is not required to be a primary dealer of the Federal Reserve Bank of New York if the company's board of directors finds that the counterparty presents a minimal risk of default, and the value of the securities underlying a repurchase agreement or securities lending agreement may be 100 percent of the sales price if the securities are marked to market daily.

(2) Shares of beneficial interest issued by diversified management companies that are money market funds registered with the Securities and Exchange Commission under the Investment Company Act of 1940 (15 U.S.C. Sec. 80a-1 et seq.).

(3) If investment is in shares issued pursuant to paragraph (1), the company shall have met either of the following criteria: (A) Attained the highest ranking or the highest letter and numerical rating provided by not less than two nationally recognized statistical rating organizations. (B) Retained an investment adviser registered or exempt from registration with the Securities and Exchange

Commission with not less than five years' experience investing in the securities and obligations authorized by subdivisions (a) to (j), inclusive, or subdivisions (m) or (n) and with assets under management in excess of five hundred million dollars (\$500,000,000).

(4) If investment is in shares issued pursuant to paragraph (2), the company shall have met either of the following criteria: (A) Attained the highest ranking or the highest letter and numerical rating provided by not less than two nationally recognized statistical rating organizations. (B) Retained an investment adviser registered or exempt from registration with the Securities and Exchange Commission with not less than five years' experience managing money market mutual funds with assets under management in excess of five hundred million dollars (\$500,000,000).

(5) The purchase price of shares of beneficial interest purchased pursuant to this subdivision shall not include any commission that the companies may charge and shall not exceed 20 percent of the agency's money that may be invested pursuant to this section. However, no more than 10 percent of the agency's funds may be invested in shares of beneficial interest of any one mutual fund pursuant to paragraph (1).

(m) Moneys held by a trustee or fiscal agent and pledged to the payment or security of bonds or other indebtedness, or obligations under a lease, installment sale, or other agreement of a local agency, or certificates of participation in those bonds, indebtedness, or lease installment sale, or other agreements, may be invested in accordance with the statutory provisions governing the issuance of those bonds, indebtedness, or lease installment sale, or other agreement, or to the extent not inconsistent therewith or if there are no specific statutory provisions, in accordance with the ordinance, resolution, indenture, or agreement of the local agency providing for the issuance.

(n) Notes, bonds, or other obligations that are at all times secured by a valid first priority security interest in securities of the types listed by Section 53651 as eligible securities for the purpose of securing local agency deposits having a market value at least equal to that required by Section 53652 for the purpose of securing local agency deposits. The securities serving as collateral shall be placed by delivery or book entry into the custody of a trust company or the trust department of a bank that is not affiliated with the issuer of the secured obligation, and the security interest shall be perfected in accordance with the requirements of the Uniform Commercial Code or federal regulations applicable to the types of securities in which the security interest is granted.

(o) Any mortgage passthrough security, collateralized mortgage obligation, mortgage-backed or other pay-through bond, equipment lease-backed certificate, consumer receivable passthrough certificate, or consumer receivable-backed bond of a maximum of five years' maturity. Securities eligible for investment under this subdivision shall be issued by an issuer having an "A" or higher rating for the issuer's debt as provided by a nationally recognized rating service and rated in a rating category of "AA" or its equivalent or better by a nationally recognized rating service. Purchase of securities authorized by this subdivision may not exceed 20 percent of the agency's surplus money that may be invested pursuant to this section.

(p) Shares of beneficial interest issued by a joint powers authority organized pursuant to Section 6509.7 that invests in the securities and obligations authorized in subdivisions (a) to (n), inclusive. Each share shall represent an equal proportional interest in the underlying pool of securities owned by the joint powers authority. To be eligible under this section, the joint powers authority issuing the shares shall have retained an investment adviser that meets all of the following criteria:

(1) The adviser is registered or exempt from registration with the Securities and Exchange Commission.

(2) The adviser has not less than five years of experience investing in the securities and obligations authorized in subdivisions (a) to (n), inclusive.

(3) The adviser has assets under management in excess of five hundred million dollars (\$500,000,000).



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