

CITY AND COUNTY OF SAN FRANCISCO

Statement of Net Assets

June 30, 2004

(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.....	\$ 729,748	\$ 674,887	\$ 1,404,635	\$ -	\$ 2,096
Deposits and investments outside City Treasury.....	100,151	8,295	108,446	179,127	-
Receivables (net of allowance for uncollectible amounts of \$40,342 for the primary government):					
Property taxes and penalties.....	34,595	-	34,595	-	-
Other local taxes.....	163,017	-	163,017	-	-
Federal and state grants and subventions.....	161,842	47,026	208,868	-	-
Charges for services.....	13,731	139,538	153,269	-	618
Interest and other.....	4,730	45,815	50,545	8,312	3
Loans receivable.....	-	85	85	21	-
Capital lease receivable from primary government.....	-	-	-	1,424	-
Due from component unit	849	-	849	-	-
Inventories.....	-	47,864	47,864	-	-
Deferred charges and other assets.....	9,309	17,615	26,924	-	-
Restricted assets:					
Deposits and investments with City Treasury.....	-	15,732	15,732	-	-
Deposits and investments outside City Treasury.....	-	47,121	47,121	199,351	-
Grants and other receivables.....	-	740	740	937	-
Total current assets.....	<u>1,217,972</u>	<u>1,044,718</u>	<u>2,262,690</u>	<u>389,172</u>	<u>2,717</u>
Noncurrent assets:					
Loans (net of allowance for uncollectible amounts of \$173,367 and \$116,168 for the primary government and component units, respectively) receivable.....	214,650	768	215,418	5,777	-
Capital lease receivable from primary government.....	-	-	-	192,294	-
Deferred charges and other assets.....	13,301	69,069	82,370	9,044	-
Restricted assets:					
Deposits and investments with City Treasury.....	-	407,740	407,740	-	-
Deposits and investments outside City Treasury.....	-	278,665	278,665	36,670	-
Grants and other receivables.....	-	22,764	22,764	-	-
Property held for resale	-	-	-	13,986	-
Capital assets:					
Land and other assets not being depreciated.....	389,317	834,550	1,223,867	114,260	-
Facilities, infrastructure, and equipment, net of depreciation.....	1,925,246	7,648,775	9,574,021	119,730	-
Total capital assets.....	<u>2,314,563</u>	<u>8,483,325</u>	<u>10,797,888</u>	<u>233,990</u>	<u>-</u>
Total noncurrent assets.....	<u>2,542,514</u>	<u>9,262,331</u>	<u>11,804,845</u>	<u>491,761</u>	<u>-</u>
Total assets.....	<u>\$ 3,760,486</u>	<u>\$ 10,307,049</u>	<u>\$ 14,067,535</u>	<u>\$ 880,933</u>	<u>\$ 2,717</u>

(Continued)

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

CITY AND COUNTY OF SAN FRANCISCO

Statement of Net Assets (Continued)

June 30, 2004

(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.....	\$ 148,294	\$ 128,728	\$ 277,022	\$ 8,306	\$ 703
Accrued payroll.....	42,611	35,024	77,635	-	19
Accrued vacation and sick leave pay.....	63,682	40,694	104,376	1,168	-
Accrued workers' compensation.....	45,138	40,108	85,246	-	-
Estimated claims payable.....	19,881	15,463	35,344	-	-
Bonds, loans, capital leases, and other payables.....	146,646	128,851	275,497	53,367	-
Capital lease payable to component unit.....	1,424	-	1,424	-	-
Accrued interest payable.....	7,185	11,756	18,941	92,507	-
Unearned grant and subvention revenues.....	5,286	-	5,286	5,287	-
Due to primary government.....	-	-	-	849	-
Internal balances.....	32,419	(32,419)	-	-	-
Deferred credits and other liabilities.....	120,764	117,002	237,766	1,861	-
Total current liabilities.....	<u>633,330</u>	<u>485,207</u>	<u>1,118,537</u>	<u>163,345</u>	<u>722</u>
Liabilities payable from restricted assets:					
Bonds, loans, capital leases, and other payables.....	-	17,013	17,013	-	-
Accrued interest payable.....	-	34,807	34,807	-	-
Other.....	-	30,390	30,390	-	-
Total liabilities payable from restricted assets.....	<u>-</u>	<u>82,210</u>	<u>82,210</u>	<u>-</u>	<u>-</u>
Noncurrent liabilities:					
Accrued vacation and sick leave pay.....	64,735	33,196	97,931	1,565	-
Accrued workers' compensation.....	168,492	143,388	311,880	-	-
Estimated claims payable.....	59,924	32,168	92,092	-	-
Bonds, loans, capital leases, and other payables.....	1,334,970	5,171,501	6,506,471	700,224	-
Capital lease payable to component unit.....	192,294	-	192,294	-	-
Accrued interest payable.....	-	-	-	68,013	-
Deferred credits and other liabilities.....	-	46,402	46,402	-	-
Total noncurrent liabilities.....	<u>1,820,415</u>	<u>5,426,655</u>	<u>7,247,070</u>	<u>769,802</u>	<u>-</u>
Total liabilities.....	<u>2,453,745</u>	<u>5,994,072</u>	<u>8,447,817</u>	<u>933,147</u>	<u>722</u>
NET ASSETS					
Invested in capital assets, net of related debt.....	1,096,834	3,416,154	4,512,988	43,199	-
Restricted for:					
Cash and emergencies requirements by Charter.....	55,139	-	55,139	-	-
Debt service.....	9,996	242,537	252,533	139,969	-
Capital projects.....	48,313	128,387	176,700	-	-
Community development.....	163,875	-	163,875	-	-
Transportation Authority activities.....	135,466	-	135,466	-	-
Other purposes.....	122,265	61,241	183,506	13,986	1,995
Unrestricted (deficit).....	<u>(325,147)</u>	<u>464,658</u>	<u>139,511</u>	<u>(249,368)</u>	<u>-</u>
Total net assets (deficit).....	<u>\$ 1,306,741</u>	<u>\$ 4,312,977</u>	<u>\$ 5,619,718</u>	<u>\$ (52,214)</u>	<u>\$ 1,995</u>

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, 2004**

(In Thousands)

Functions/Programs	Expenses	Net (Expense) Revenue and Changes in Net Assets							
		Program Revenues			Primary Government			Component Units	
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-Type Activities	Total	San Francisco Redevelopment Agency	Treasure Island Development Authority
Primary government:									
Governmental activities:									
Public protection.....	\$ 727,580	\$ 40,349	\$ 105,315	\$ -	\$ (581,916)	\$ -	\$ (581,916)	\$ -	\$ -
Public works, transportation and commerce.....	169,179	83,176	20,244	30,134	(35,625)	-	(35,625)	-	-
Human welfare and neighborhood development...	651,250	23,931	434,980	-	(192,339)	-	(192,339)	-	-
Community health.....	517,066	38,933	259,164	-	(218,969)	-	(218,969)	-	-
Culture and recreation.....	232,187	53,369	1,301	9,075	(168,442)	-	(168,442)	-	-
General administration and finance.....	183,258	43,585	2,116	-	(137,557)	-	(137,557)	-	-
General City responsibilities....	73,530	59,609	664	-	(13,257)	-	(13,257)	-	-
Unallocated Interest on long-term debt.....	86,131	-	-	-	(86,131)	-	(86,131)	-	-
Total governmental activities.....	<u>2,640,181</u>	<u>342,952</u>	<u>823,784</u>	<u>39,209</u>	<u>(1,434,236)</u>	<u>-</u>	<u>(1,434,236)</u>	<u>-</u>	<u>-</u>
Business-type activities:									
Airport.....	618,301	486,132	-	27,404	-	(104,765)	(104,765)	-	-
Transportation.....	660,650	186,390	95,698	64,669	-	(313,893)	(313,893)	-	-
Port.....	61,185	56,702	-	2,745	-	(1,738)	(1,738)	-	-
Water.....	206,211	168,260	-	-	-	(37,951)	(37,951)	-	-
Power.....	121,629	124,474	6,123	-	-	8,968	8,968	-	-
Hospitals.....	562,188	453,607	66,620	-	-	(41,961)	(41,961)	-	-
Sewer.....	150,586	137,806	1,326	-	-	(11,454)	(11,454)	-	-
Market.....	949	1,413	-	-	-	464	464	-	-
Total business-type activities.....	<u>2,381,699</u>	<u>1,614,784</u>	<u>169,767</u>	<u>94,818</u>	<u>-</u>	<u>(502,330)</u>	<u>(502,330)</u>	<u>-</u>	<u>-</u>
Total primary government.....	<u>\$ 5,021,880</u>	<u>\$ 1,957,736</u>	<u>\$ 993,551</u>	<u>\$ 134,027</u>	<u>(1,434,236)</u>	<u>(502,330)</u>	<u>(1,936,566)</u>	<u>-</u>	<u>-</u>
Component units:									
San Francisco Redevelopment Agency.....	\$ 117,264	\$ 22,133	\$ 14,271	\$ -	-	-	-	(80,860)	-
Treasure Island Development Authority.....	11,035	8,270	-	-	-	-	-	-	(2,765)
Total component units.....	<u>\$ 128,299</u>	<u>\$ 30,403</u>	<u>\$ 14,271</u>	<u>\$ -</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(80,860)</u>	<u>(2,765)</u>
General Revenues:									
Taxes:									
Property taxes.....	-	-	-	-	723,786	-	723,786	40,157	-
Business taxes.....	-	-	-	-	264,832	-	264,832	-	-
Other local taxes.....	-	-	-	-	509,455	-	509,455	5,794	-
Interest and investment income.....	-	-	-	-	11,856	17,620	29,476	9,690	-
Other.....	-	-	-	-	170,163	237,692	407,855	17,119	-
Special item.....	-	-	-	-	-	9,245	9,245	-	-
Transfers - internal activities of primary government.....	-	-	-	-	(251,937)	251,937	-	-	-
Total general revenues, special item, and transfers....	-	-	-	-	<u>1,428,155</u>	<u>516,494</u>	<u>1,944,649</u>	<u>72,760</u>	<u>-</u>
Change in net assets.....	-	-	-	-	(6,081)	14,164	8,083	(8,100)	(2,765)
Net assets (deficit) - beginning.....	-	-	-	-	<u>1,312,822</u>	<u>4,298,813</u>	<u>5,611,635</u>	<u>(44,114)</u>	<u>4,760</u>
Net assets (deficit) - ending.....	-	-	-	-	<u>\$ 1,306,741</u>	<u>\$ 4,312,977</u>	<u>\$ 5,619,718</u>	<u>\$ (52,214)</u>	<u>\$ 1,995</u>

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, 2004

(with comparative financial information as of June 30, 2003)

(In Thousands)

	General Fund		Other Governmental Funds		Total Governmental Funds	
	2004	2003	2004	2003	2004	2003
ASSETS						
Deposits and investments with City Treasury.....	\$ 158,248	\$ 137,738	\$ 564,795	\$ 567,264	\$ 723,043	\$ 705,002
Deposits and investments outside City Treasury.....	361	4,149	74,065	126,034	74,426	130,183
Receivables:						
Property taxes and penalties.....	28,020	25,455	6,575	5,294	34,595	30,749
Other local taxes.....	150,856	149,138	12,161	11,277	163,017	160,415
Federal and state grants and subventions.....	63,002	50,119	98,840	169,963	161,842	220,082
Charges for services.....	7,568	11,356	6,163	6,685	13,731	18,041
Interest and other.....	2,230	4,469	1,917	3,201	4,147	7,670
Due from other funds.....	52,917	72,730	5,384	9,665	58,301	82,395
Due from component unit.....	849	444	-	11,276	849	11,720
Loans receivable (net of allowance for uncollectible amount of \$173,367 in 2004; \$183,424 in 2003).....	1,221	1,043	213,429	197,923	214,650	198,966
Deferred charges and other assets.....	6,598	6,224	1,625	1,832	8,223	8,056
Total assets.....	<u>\$ 471,870</u>	<u>\$ 462,865</u>	<u>\$ 984,954</u>	<u>\$ 1,110,414</u>	<u>\$ 1,456,824</u>	<u>\$ 1,573,279</u>
LIABILITIES AND FUND BALANCES						
Liabilities:						
Accounts payable.....	\$ 83,934	\$ 70,157	\$ 58,894	\$ 61,628	\$ 142,828	\$ 131,785
Accrued payroll.....	34,278	70,902	7,068	14,998	41,346	85,900
Deferred tax, grant and subvention revenues.....	30,151	28,622	31,620	11,743	61,771	40,365
Due to other funds.....	892	700	88,969	115,105	89,861	115,805
Agency obligations.....	-	-	138	40	138	40
Deferred credits and other liabilities.....	112,180	96,172	241,126	219,874	353,306	316,046
Bonds, loans, capital leases, and other payables.....	-	-	50,000	-	50,000	-
Total liabilities.....	<u>261,435</u>	<u>266,553</u>	<u>477,815</u>	<u>423,388</u>	<u>739,250</u>	<u>689,941</u>
Fund balances:						
Reserved for cash requirements.....	-	55,139	-	-	-	55,139
Reserved for rainy day.....	55,139	-	-	-	55,139	-
Reserved for emergencies.....	-	4,198	-	-	-	4,198
Reserved for assets not available for appropriation....	7,142	6,768	17,443	25,906	24,585	32,674
Reserved for debt service.....	-	-	18,800	33,866	18,800	33,866
Reserved for encumbrances.....	42,501	43,195	142,784	278,656	185,285	321,851
Reserved for appropriation carryforward.....	35,754	26,880	287,690	227,818	323,444	254,698
Reserved for subsequent years' budgets.....	6,242	15,414	8,005	8,004	14,247	23,418
Unreserved (deficit), reported in:						
General fund.....	63,657	44,718	-	-	63,657	44,718
Special revenue funds.....	-	-	19,043	67,988	19,043	67,988
Capital project funds.....	-	-	10,048	40,561	10,048	40,561
Permanent fund.....	-	-	3,326	4,227	3,326	4,227
Total fund balances.....	<u>210,435</u>	<u>196,312</u>	<u>507,139</u>	<u>687,026</u>	<u>717,574</u>	<u>883,338</u>
Total liabilities and fund balances.....	<u>\$ 471,870</u>	<u>\$ 462,865</u>	<u>\$ 984,954</u>	<u>\$ 1,110,414</u>	<u>\$ 1,456,824</u>	<u>\$ 1,573,279</u>

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, 2004

(In Thousands)

Fund balances - total governmental funds	\$ 717,574
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.	2,311,608
Bond issue costs are not financial resources and, therefore, are not reported in the funds.	8,909
Long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds.	(1,796,201)
Interest on long-term debt is not accrued in the funds, but rather is recognized as an expenditure when due.	(6,199)
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.	290,556
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.	<u>(219,506)</u>
Net assets of governmental activities	<u>\$ 1,306,741</u>

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, 2004

(with comparative financial information for the year ended June 30, 2003)

(In Thousands)

	General Fund		Other Governmental Funds		Total Governmental Funds	
	2004	2003	2004	2003	2004	2003
Revenues:						
Property taxes.....	\$ 547,819	\$ 516,955	\$ 173,618	\$ 169,199	\$ 721,437	\$ 686,154
Business taxes.....	264,351	276,126	481	525	264,832	276,651
Other local taxes.....	403,549	345,735	105,906	104,942	509,455	450,677
Licenses, permits and franchises.....	17,501	16,217	6,287	5,431	23,788	21,648
Fines, forfeitures and penalties.....	22,158	5,595	3,025	3,405	25,183	9,000
Interest and investment income.....	3,222	7,798	8,408	17,772	11,630	25,570
Rents and concessions.....	17,497	17,576	41,482	37,793	58,979	55,369
Intergovernmental:						
Federal.....	163,047	151,790	181,108	168,464	344,155	320,254
State.....	497,196	515,382	133,757	174,889	630,953	690,271
Other.....	-	-	18,259	24,623	18,259	24,623
Charges for services.....	95,951	93,840	121,696	128,043	217,647	221,883
Other.....	29,564	11,880	27,580	15,212	57,144	27,092
Total revenues.....	2,061,855	1,958,894	821,607	850,298	2,883,462	2,809,192
Expenditures:						
Current:						
Public protection.....	670,729	695,693	36,029	39,118	706,758	734,811
Public works, transportation and commerce.....	58,711	57,458	106,844	140,307	165,555	197,765
Human welfare and neighborhood development.....	489,001	492,083	173,947	178,587	662,948	670,670
Community health.....	413,725	424,302	99,189	100,469	512,914	524,771
Culture and recreation.....	92,978	96,959	180,185	155,518	273,163	252,477
General administration and finance.....	128,135	130,786	25,574	32,962	153,709	163,748
General City responsibilities.....	74,257	52,308	366	1,015	74,623	53,323
Debt service:						
Principal retirement.....	-	-	78,831	100,902	78,831	100,902
Interest and fiscal charges.....	-	-	61,886	64,243	61,886	64,243
Bond issuance costs.....	374	-	976	1,646	1,350	1,646
Capital outlay.....	-	-	165,872	248,928	165,872	248,928
Total expenditures.....	1,927,910	1,949,589	929,699	1,063,695	2,857,609	3,013,284
Excess (deficiency) of revenues over expenditures.....	133,945	9,305	(108,092)	(213,397)	25,853	(204,092)
Other financing sources (uses):						
Transfers in.....	121,491	105,211	83,169	121,309	204,660	226,520
Transfers out.....	(277,316)	(303,216)	(179,536)	(189,989)	(456,852)	(493,205)
Issuance of bonds and loans						
Face value of bonds issued.....	29,480	-	87,165	71,310	116,645	71,310
Face value of loans issued.....	-	-	2,156	-	2,156	-
Premium on issuance of bonds.....	358	-	1,053	323	1,411	323
Payment to refunded bond escrow agent.....	-	-	(65,802)	-	(65,802)	-
Other financing sources-capital leases.....	6,165	3,686	-	28,899	6,165	32,585
Other.....	-	935	-	-	-	935
Total other financing sources (uses).....	(119,822)	(193,384)	(71,795)	31,852	(191,617)	(161,532)
Net change in fund balances.....	14,123	(184,079)	(179,887)	(181,545)	(165,764)	(365,624)
Fund balances at beginning of year.....	196,312	380,391	687,026	868,571	883,338	1,248,962
Fund balances at end of year.....	\$ 210,435	\$ 196,312	\$ 507,139	\$ 687,026	\$ 717,574	\$ 883,338

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, 2004
(In Thousands)

Net change in fund balances - total governmental funds	\$ (165,764)
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.	106,037
Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds. This is the amount by which the increase in certain liabilities reported in the statement of net assets of the previous year exceeded expenses reported in the statement of activities that do not require the use of current financial resources.	(39,293)
Property tax revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds.	2,349
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.	37,657
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 in the current period.	35,734
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.	913
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 in the current period exceeded bond and other debt proceeds.	25,832
Bond premiums and discounts are expended in the governmental funds when the bonds are issued, and are capitalized and amortized in the statement of net assets. This is the net amount of bond premiums capitalized during the current period.	(1,411)
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.	(18,778)
The net revenues of certain activities of internal service funds is reported with governmental activities.	<u>10,643</u>
Changes in net assets of governmental activities	<u>\$ (6,081)</u>

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, 2004
(In Thousands)

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Budgetary Basis</u>	<u>Variance Positive (Negative)</u>
Budgetary fund balance, July 1	\$ 58,483	\$ 207,167	\$ 207,167	\$ -
Resources (inflows):				
Property taxes.....	527,744	527,767	546,812	19,045
Business taxes.....	288,619	288,619	264,351	(24,268)
Other local taxes:				
Sales tax.....	122,510	122,510	120,642	(1,868)
Hotel room tax.....	90,052	90,052	98,457	8,405
Utility users tax.....	68,360	68,360	70,938	2,578
Parking tax.....	32,655	32,655	31,994	(661)
Other local taxes.....	57,674	57,674	81,518	23,844
Licenses, permits, and franchises:				
Licenses and permits.....	6,054	6,054	5,408	(646)
Franchise tax.....	11,020	11,020	12,093	1,073
Fines, forfeitures, and penalties.....	31,681	31,843	29,731	(2,112)
Interest and investment income.....	12,511	12,579	7,593	(4,986)
Rents and concessions:				
Garages - Recreation and Park.....	7,744	7,044	6,978	(66)
Rents and concessions - Recreation and Park.....	11,949	11,949	10,199	(1,750)
Other rents and concessions.....	322	323	320	(3)
Intergovernmental:				
Federal subventions:				
Health and social service subventions.....	154,137	156,847	153,352	(3,495)
Other grants and subventions.....	2,777	2,989	9,695	6,706
State subventions:				
Social service subventions.....	101,616	104,374	97,684	(6,690)
Health and welfare realignment.....	94,324	95,338	95,987	649
Health/mental health subventions.....	132,558	132,558	137,701	5,143
Public safety sales tax.....	65,320	65,320	64,158	(1,162)
Motor vehicle in-lieu - county.....	82,610	82,610	84,627	2,017
Other grants & subventions.....	23,872	23,961	17,039	(6,922)
Charges for services:				
General government service charges.....	35,274	35,853	35,276	(577)
Public safety service charges.....	15,935	16,146	15,066	(1,080)
Recreation charges - Recreation and Park.....	5,365	5,366	5,446	80
MediCal, MediCare and health service charges.....	49,990	50,482	39,818	(10,664)
Other financing sources:				
Transfers from other funds.....	142,728	150,354	121,513	(28,841)
Proceeds from issuance of bonds and loans.....	1,625	31,207	30,486	(721)
Other resources (inflows).....	19,251	19,296	26,464	7,168
Total amounts available for appropriation.....	<u>\$ 2,254,760</u>	<u>\$ 2,448,317</u>	<u>\$ 2,428,513</u>	<u>\$ (19,804)</u>

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
Budgetary Comparison Statement - General Fund (Continued)
Year ended June 30, 2004
(In Thousands)

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Budgetary Basis</u>	<u>Variance Positive (Negative)</u>
Charges to appropriations (outflows):				
Public Protection				
Administrative Services - Animal Care and Control.....	\$ 2,999	\$ 3,105	\$ 3,105	\$ -
Administrative Services - Consumer Assurance.....	1,405	1,409	1,409	-
Administrative Services - Medical Examiner.....	4,140	4,162	4,162	-
Adult Probation.....	8,863	9,023	9,023	-
District Attorney.....	23,244	24,112	24,073	39
Fire Department.....	196,077	199,369	198,274	1,095
Juvenile Probation.....	28,732	29,472	29,447	25
Mayor - Office of the Emergency Services.....	-	57	57	-
Police Department.....	245,979	253,826	253,816	10
Public Defender.....	15,455	15,451	15,262	189
Sheriff.....	92,449	94,605	94,239	366
Trial Courts.....	33,887	34,281	34,267	14
Public Works Transportation and Commerce				
Board of Appeals.....	455	456	418	38
Business and Economic Development.....	1,366	1,622	1,586	36
Clean Water.....	196	279	212	67
Department of Public Works.....	28,841	30,933	30,211	722
Emergency Communications.....	26,252	25,487	23,550	1,937
Telecommunications and Information Services	1,746	1,690	1,487	203
Human Welfare and Neighborhood Development				
Adult and Aging Services.....	21,542	22,305	20,274	2,031
Children, Youth and Their Families.....	10,636	11,148	11,058	90
Commission on the Status of Women.....	2,415	2,401	2,341	60
Environment.....	454	2,831	2,713	118
Human Rights Commission.....	1,572	1,730	1,670	60
Human Services.....	471,802	467,323	450,944	16,379
Rent Arbitration Board.....	-	2	2	-
Public Health.....	444,849	445,236	413,699	31,537
Culture and Recreation				
Academy of Sciences.....	1,899	1,899	1,856	43
Art Commission.....	6,122	5,843	5,807	36
Asian Art Museum.....	6,106	6,027	6,027	-
County Education Office.....	68	68	68	-
Fine Arts Museum.....	4,565	4,616	4,616	-
Law Library.....	513	510	489	21
Administrative Services - Grants for the Arts.....	14,322	14,073	14,060	13
Recreation and Park Commission.....	60,563	59,981	58,828	1,153
General Administration and Finance				
Administrative Services.....	11,929	12,349	12,349	-
Assessor/Recorder.....	8,988	8,976	8,308	668
Board of Supervisors.....	9,224	8,743	8,743	-

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
Budgetary Comparison Statement - General Fund (Continued)
Year ended June 30, 2004
(In Thousands)

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Budgetary Basis</u>	<u>Variance Positive (Negative)</u>
City Attorney.....	7,139	8,228	8,228	-
City Planning.....	11,939	13,649	12,274	1,375
Civil Service.....	524	543	543	-
Controller.....	19,828	19,722	19,569	153
Elections.....	13,444	16,152	15,205	947
Ethics Commission.....	910	902	867	35
Human Resources.....	16,271	17,164	17,164	-
Mayor.....	6,395	7,027	6,891	136
Retirement Services.....	385	392	392	-
Treasurer/Tax Collector.....	17,792	18,112	17,476	636
General City Responsibilities				
General City Responsibilities.....	46,642	83,212	83,200	12
Other financing uses:				
Debt Service.....	218	194	109	85
Transfers to other funds.....	285,206	292,664	275,534	17,130
Budgetary reserves and designations.....	<u>38,412</u>	<u>9,301</u>	<u>-</u>	<u>9,301</u>
Total charges to appropriations.....	<u>2,254,760</u>	<u>2,292,662</u>	<u>2,205,902</u>	<u>86,760</u>
Available before designations.....	<u>\$ -</u>	<u>\$ 155,655</u>	<u>\$ 222,611</u>	<u>66,956</u>
Increase to designations.....				<u>(11,950)</u>
Budgetary fund balance available for appropriation, June 30				<u>\$ 55,006</u>

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

Sources/inflows of resources	
Actual amounts (budgetary basis) "available for appropriation"	\$ 2,428,513
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.....	(207,167)
Property tax revenue - Teeter Plan.....	1,007
Unrealized loss on investment.....	(4,371)
Interest reclassified as transfers from other funds.....	2,188
Proceeds from issuance of bonds and loans.....	(30,486)
Operating transfers out greater under GAAP.....	1,782
Other budget to GAAP differences.....	(8,098)
Transfers from other funds are inflows of budgetary resources but are not revenues for financial reporting purposes.....	<u>(121,513)</u>
Total revenues as reported on the statement of revenues, expenditures, and changes in fund balances - governmental funds.....	<u>\$ 2,061,855</u>
Uses/outflows of resources	
Actual amounts (budgetary basis) "total charges to appropriations"	\$ 2,205,902
Difference - budget to GAAP:	
Capital asset purchases funded under capital leases with Finance Corporation.....	(6,165)
Other budget to GAAP differences.....	(1,467)
Operating transfers in greater under GAAP.....	8,551
Pension reimbursement and others.....	8,573
Change recognized in budget basis reserves.....	(11,950)
Transfers to other funds are outflows of budgetary resources but are not expenditures for financial reporting purposes.....	<u>(275,534)</u>
Total expenditures as reported on the statement of revenues, expenditures, and changes in fund balances - governmental funds.....	<u>\$ 1,927,910</u>

CITY AND COUNTY OF SAN FRANCISCO
Statement of Net Assets - Proprietary Funds
June 30, 2004
(with summarized financial information as of June 30, 2003)
(In Thousands)

Business-type Activities - Enterprise Funds

	Major Funds										Other Fund		
	San Francisco International Airport	Water Department	Hetchy Water and Power	Municipal Transportation Agency	General Hospital Medical Center	Clean Water Program	Port of San Francisco	Laguna Honda Hospital	Market Corporation	Total			
										2004	2003		
ASSETS													
Current Assets:													
Deposits and investments with City Treasury.....	\$ 271,219	\$ 168,417	\$ 94,853	\$ 30,687	\$ -	\$ 48,934	\$ 60,777	\$ -	\$ -	\$ 674,887	\$ 656,155	\$ 6,705	\$ 9,105
Deposits and investments outside City Treasury.....	10	40	10	6,231	10	-	5	2	1,987	8,295	8,008	25,725	23,155
Receivables (net of allowance for uncollectible amounts of \$18,185 and \$23,093 in 2004 and 2003, respectively):													
Federal and state grants and subventions.....	-	-	2,483	42,949	1,414	180	-	-	-	47,026	45,700	-	-
Charges for services.....	33,034	27,002	7,704	5,519	27,953	19,268	4,618	14,432	8	139,538	149,538	-	-
Interest and other.....	493	2,439	1,453	62	41,277	91	-	-	-	45,815	62,111	583	461
Loans receivable.....	-	-	85	-	-	-	-	-	-	85	85	19,046	16,980
Due from other funds.....	-	2,221	14,305	43,975	-	-	-	-	-	60,501	67,312	-	-
Inventories.....	100	1,560	263	39,153	4,140	-	1,270	1,378	-	47,864	45,014	-	-
Deferred charges and other assets.....	1,285	-	-	15,608	-	-	697	-	25	17,615	8,534	149	294
Restricted assets:													
Deposits and investments with City Treasury.....	15,732	-	-	-	-	-	-	-	-	15,732	-	-	-
Deposits and investments outside City Treasury.....	47,121	-	-	-	-	-	-	-	-	47,121	-	-	-
Grants and other receivables.....	740	-	-	-	-	-	-	-	-	740	-	-	-
Total current assets.....	369,734	201,679	121,156	184,184	74,794	68,473	67,367	15,812	2,020	1,105,219	1,042,457	52,208	49,995
Noncurrent assets:													
Deferred charges and other assets.....	52,173	4,036	-	4,689	-	2,641	5,530	-	-	69,069	65,441	2,592	2,510
Loans receivable.....	-	-	768	-	-	-	-	-	-	768	767	227,766	236,263
Restricted assets:													
Deposits and investments with City Treasury.....	175,417	84,139	-	37,462	-	78,328	4,142	28,252	-	407,740	554,302	-	-
Deposits and investments outside City Treasury.....	193,226	13,841	-	27,385	8	32,533	10,802	870	-	278,665	354,896	-	-
Grants and other receivables.....	16,878	150	-	5,548	-	136	-	52	-	22,764	25,209	-	-
Capital assets:													
Land and other assets not being depreciated.....	128,890	103,684	55,312	309,024	4,097	44,547	131,508	57,488	-	834,550	740,227	-	-
Facilities, infrastructure, and equipment, net of depreciation.....	3,772,015	648,483	204,949	1,579,312	51,839	1,264,615	113,937	8,369	5,256	7,648,775	7,681,344	2,955	2,620
Total capital assets.....	3,900,905	752,167	260,261	1,888,336	55,936	1,309,162	245,445	65,857	5,256	8,483,325	8,421,571	2,955	2,620
Total noncurrent assets.....	4,338,599	854,333	261,029	1,963,420	55,944	1,422,800	265,919	95,031	5,256	9,262,331	9,422,186	233,313	241,393
Total assets.....	4,708,333	1,056,012	382,185	2,147,604	130,738	1,491,273	333,286	110,843	7,276	10,367,550	10,464,643	285,521	291,388

(Continued)

CITY AND COUNTY OF SAN FRANCISCO
Statement of Net Assets - Proprietary Funds (Continued)
June 30, 2004
(with summarized financial information as of June 30, 2003)
(In Thousands)

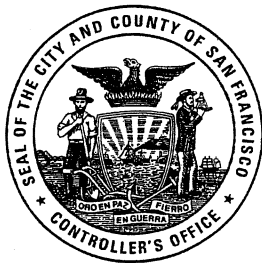
	Business-type Activities - Enterprise Funds											
	Major Funds										Other Fund	
	San Francisco International Airport	Water Department	Hetchy Water and Power	Municipal Transportation Agency	General Hospital Medical Center	Clean Water Program	Port of San Francisco	Laguna Honda Hospital	Market Corporation	Total	Governmental Services-Funds	
									2004	2003	2004	2003
LIABILITIES												
Current liabilities:												
Accounts payable.....	11,254	8,320	25,316	59,023	15,665	3,266	2,770	2,978	136	128,728	104,540	4,713
Accrued payroll.....	4,121	3,466	637	13,556	6,989	1,187	698	4,370	-	35,024	66,791	1,265
Accrued vacation and sick leave pay.....	5,802	4,529	967	13,851	7,736	2,019	990	4,800	-	40,694	39,566	1,808
Accrued workers' compensation.....	1,186	2,393	455	26,535	4,928	1,006	650	2,955	-	40,108	37,946	263
Estimated claims payable.....	209	1,349	38	11,736	-	1,044	1,087	-	-	15,463	13,786	-
Due to other funds.....	1,052	1,903	528	2,911	15,981	-	598	5,109	-	28,082	33,854	859
Deferred credits and other liabilities.....	48,954	36,381	2,834	4,377	14,668	-	7,419	2,341	28	117,002	110,542	27,205
Accrued interest payable.....	-	4,067	-	483	-	7,062	144	-	-	11,756	15,146	986
Bonds, loans, capital leases, and other payables.....	65,462	39,055	98	7,299	630	15,413	500	394	-	128,851	95,467	18,910
Total current liabilities.....	138,040	101,463	30,873	139,771	66,597	30,997	14,856	22,947	164	545,708	517,638	56,762
Liabilities payable from restricted assets:												
Bonds, loans, capital leases, and other payables.....	13,093	-	-	-	-	-	3,920	-	-	17,013	15,367	-
Accrued interest payable.....	34,028	-	-	-	-	-	779	-	-	34,807	37,977	-
Other.....	16,472	6,921	-	941	8	653	4,393	1,002	-	30,390	43,837	-
Total liabilities payable from restricted assets.....	63,593	6,921	-	941	8	653	9,092	1,002	-	82,210	97,181	-
Noncurrent liabilities:												
Accrued vacation and sick leave pay.....	5,774	4,601	831	10,368	5,828	1,737	849	3,208	-	33,196	31,063	1,754
Accrued workers' compensation.....	3,969	9,302	1,821	92,905	18,065	3,794	2,463	11,069	-	143,388	131,210	953
Estimated claims payable.....	250	4,762	131	22,108	-	3,717	1,200	-	-	32,168	21,185	-
Deferred credits and other liabilities.....	-	3,666	-	39,687	-	8	2,904	-	137	46,402	44,036	-
Bonds, loans, capital leases, and other payables.....	4,040,096	485,875	595	88,375	1,575	527,315	25,962	1,708	-	5,171,501	5,323,517	236,828
Total noncurrent liabilities.....	4,050,069	508,206	3,378	253,443	25,468	536,571	33,378	15,985	137	5,426,655	5,551,011	239,417
Total liabilities.....	4,251,722	616,590	34,251	394,155	92,073	568,221	57,326	39,934	301	6,054,573	6,165,830	296,517
NET ASSETS												
Invested in capital assets, net of related debt.....	(30,535)	279,085	260,261	1,796,064	53,730	769,386	224,407	63,756	-	3,416,154	3,331,481	1,511
Restricted:												
Debt service.....	191,808	14,976	-	2,509	-	33,244	-	-	-	242,537	275,068	-
Capital projects.....	9,721	20,724	-	3,162	-	70,410	-	24,370	-	128,387	147,693	-
Other purposes.....	1,419	-	-	46,484	8	-	11,190	2,140	-	61,241	61,616	-
Unrestricted (deficit).....	284,198	124,637	87,673	(94,770)	(15,073)	50,012	40,363	(19,357)	6,975	464,658	482,955	(7,749)
Total net assets (deficit).....	\$ 456,611	\$ 439,422	\$ 347,934	\$ 1,753,449	\$ 38,665	\$ 923,052	\$ 275,960	\$ 70,909	\$ 6,975	\$ 4,312,977	\$ 4,298,813	\$ (5,129)

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, 2004
(with summarized financial information for the year ended June 30, 2003)
(In Thousands)

	Business-type Activities - Enterprise Funds											
	Major Funds										Other Fund	
	San Francisco International Airport	Water Department	Hetch Hetchy Water and Power	Municipal Transportation Agency	General Hospital Medical Center	Clean Water Program	Port of San Francisco	Laguna Honda Hospital	Market Corporation	Total	Governmental Activities-Internal Service Funds	
2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	
Operating revenues:	\$ 325,256	\$ 347,998	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 325,256	\$ 347,998	\$ -
Aviation.....	-	-	156,680	124,243	-	-	-	-	-	280,903	289,690	-
Water and power service.....	-	-	-	-	-	-	-	-	-	114,232	97,764	-
Passenger fees.....	-	-	-	-	114,232	-	-	-	-	438,107	413,405	-
Net patient service revenue.....	-	-	-	-	323,815	-	-	114,292	-	133,160	130,013	-
Sewer service.....	69,329	8,451	-	231	3,165	133,160	-	-	-	150,864	132,783	8
Rents and concessions.....	51,742	-	8,451	-	33,855	-	45,259	-	-	93,751	86,636	-
Parking and transportation.....	-	-	-	-	571	-	8,154	-	-	571	668	-
Charges for services.....	39,805	3,149	-	-	13,303	4,646	3,289	303	1,413	77,940	78,894	96,334
Other revenues.....	486,132	188,260	-	124,474	339,012	137,806	56,702	114,595	1,413	1,614,784	1,577,851	96,342
Total operating revenues.....	141,249	54,627	20,217	20,217	422,836	37,221	49,707	126,135	174	1,082,546	1,109,455	40,643
Operating expenses:	44,789	5,438	4,477	4,477	36,650	5,802	-	4,976	401	204,425	211,283	32,596
Personal services.....	20,303	-	59,556	661	101,893	7,142	-	11,333	79	80,599	65,404	-
Contractual services.....	6,157	8,124	1,535	27,063	46,863	38,094	9,547	1,211	2	108,019	97,925	14,958
Light, heat and power.....	161,112	35,110	9,865	89,989	6,634	20,294	-	-	282	351,854	313,616	1,218
Materials and supplies.....	991	28,863	15,364	48,656	274	-	-	-	7	114,449	81,935	537
Depreciation and amortization.....	-	-	-	-	-	-	-	-	-	-	-	-
General and administrative.....	12,314	31,561	2,749	29,892	26,239	20,572	-	5,320	3	128,647	112,293	3,598
Services provided by other departments.....	13,681	23,655	7,866	-	-	791	-	151	3	46,147	89,146	1,294
Other.....	400,596	187,378	121,629	655,757	412,083	129,916	59,254	149,126	948	2,116,887	2,081,057	94,844
Total operating expenses.....	85,536	(19,118)	2,845	(469,367)	(73,071)	7,890	(2,552)	(34,531)	465	(501,903)	(503,206)	2,572
Operating income (loss).....	-	-	-	-	-	-	-	-	-	18,870	19,462	-
Nonoperating revenues (expenses):	-	-	156	18,714	66,620	1,326	-	-	-	150,897	144,795	-
Operating grants:	-	-	5,967	76,984	82	1,036	1,080	-	15	17,620	50,215	5,340
Federal.....	-	-	438	1,151	(679)	(20,670)	(1,931)	(300)	(1)	(265,012)	(247,651)	(4,333)
State / other.....	7,550	6,268	-	(4,893)	8,895	(1,202)	(699)	78	-	237,692	188,446	-
Interest and investment income.....	(217,705)	(18,833)	4,511	143,489	8,895	(1,202)	(699)	78	-	-	-	-
Interest expense.....	60,383	22,257	-	-	-	-	-	-	-	-	-	-
Other, net.....	-	-	-	-	-	-	-	-	-	-	-	-
Total nonoperating revenues (expenses).....	(149,772)	9,892	11,072	235,425	74,918	(19,510)	(1,550)	(222)	14	160,067	155,267	(127)
Income (loss) before capital contributions, transfers and special items.....	(64,236)	(9,426)	13,917	(233,942)	1,847	(11,620)	(4,102)	(34,753)	479	(341,836)	(347,939)	2,445
Capital Contributions.....	27,404	-	-	64,669	63,950	-	2,745	-	-	94,818	135,482	-
Transfers in.....	-	-	-	253,389	(70,543)	(143)	-	-	-	(99,192)	452,781	255
Transfers out.....	(18,161)	-	(489)	(346)	(4,746)	(11,763)	(1,357)	(10,473)	479	35,803	(204,521)	(723)
Net income (loss) before special item.....	(54,993)	(9,426)	13,428	83,770	(4,746)	(11,763)	9,245	-	-	9,245	33,000	-
Special item.....	-	-	-	-	-	-	-	-	-	-	-	-
Change in net assets.....	(54,993)	(9,426)	13,428	83,770	(4,746)	(11,763)	7,888	(10,473)	479	14,164	68,803	2,700
Net assets (deficit) at beginning of year.....	511,604	448,848	334,506	1,609,679	43,411	934,815	269,072	81,382	6,496	4,298,813	4,230,010	(5,129)
Net assets (deficit) at end of year.....	\$ 456,611	\$ 439,422	\$ 347,934	\$ 1,753,449	\$ 38,665	\$ 923,052	\$ 275,960	\$ 70,909	\$ 6,975	\$ 4,312,977	\$ 4,298,813	\$ (5,129)

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



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CITY AND COUNTY OF SAN FRANCISCO
Statement of Cash Flows
Proprietary Funds

Year ended June 30, 2004
(with summarized financial information for the year ended June 30, 2003)
(In Thousands)

Business-type Activities - Enterprise Funds

	Major Funds							Other Fund						
	San Francisco International Airport		Hetchy Water and Power		Municipal Transportation Agency		General Hospital Medical Center	Clean Water Program	Port of San Francisco	Laguna Honda Hospital	Market Corporation	Governmental Activities-Internal Service Funds		
	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003
Cash flows from operating activities:														
Cash received from customers, including cash deposits.....	\$ 513,963	\$ 156,826	\$ 126,394	\$ 204,823	\$ 336,630	\$ 139,580	\$ 8,334	\$ 6,334	\$ 120,845	\$ 1,433	\$ 1,608,828	\$ 1,510,065	\$ 113,158	\$ 111,900
Cash received from tenants for rent.....		8,451	231	1,948	3,165	-	45,887	-	72,990	-	59,682	72,990	-	-
Cash paid to employees for services.....	(146,136)	(47,694)	(19,062)	(422,549)	(236,377)	(36,462)	(20,562)	(20,562)	(129,094)	(174)	(1,058,130)	(1,037,599)	(41,609)	(41,043)
Cash paid to suppliers for goods and services.....	(107,431)	(103,508)	(83,556)	(142,148)	(171,239)	(51,127)	(23,095)	(23,095)	(22,028)	(522)	(704,666)	(652,472)	(57,248)	(95,268)
Cash paid for judgements and claims.....		(4,695)	(1,198)	(6,212)	-	(1,229)	-	-	-	-	(13,334)	(14,557)	-	-
Net cash provided by (used in) operating activities.....	260,396	9,380	22,807	(364,138)	(67,821)	50,732	10,544	10,544	(30,277)	737	(107,640)	(121,573)	14,301	(24,411)
Cash flows from noncapital financing activities:														
Operating grants.....	163	-	3,672	226,765	68,681	1,181	-	-	-	-	300,462	251,637	-	-
Transfers in.....	(18,161)	-	(489)	(1,338)	(70,543)	(143)	-	-	31,704	-	246,788	321,846	255	197
Transfers out.....		-							(7,711)	-	(98,365)	(146,527)	-	-
Transit Impact Development fees received.....		-	-	559	-	-	-	-	-	-	559	3,199	-	-
Other noncapital increases.....		-	-	1,880	8,895	-	-	-	-	-	10,775	6,190	-	-
Other noncapital decreases.....		-	-	(2,332)	-	-	-	-	(772)	-	(3,104)	(171)	-	-
Net cash provided by (used in) noncapital financing activities.....	(17,998)	-	3,183	376,669	70,982	1,038	-	-	23,221	-	457,095	436,174	255	197
Cash flows from capital financing activities:														
Capital grants.....	27,967	18,139	-	81,297	-	-	2,427	-	-	-	129,830	87,759	-	-
Transfers in.....		-	-	103,246	-	-	-	-	-	-	103,246	69,269	-	-
Bond sale proceeds and loans received.....		-	-	1,643	-	-	-	-	-	-	1,643	265,878	9,530	11,070
Proceeds from sale of capital assets.....	8	-	-	-	-	-	9,025	-	-	-	9,033	1,874	-	-
Loss from disposition of fixed assets.....		-	-	-	-	-	-	-	-	-	-	(69)	-	-
Proceeds from commercial paper borrowings.....		-	-	-	-	-	-	-	-	-	25,000	-	-	-
Loans received.....		-	-	-	-	-	-	-	-	-	-	-	-	-
Proceeds from passenger facility charges.....	56,326	-	-	-	-	-	-	-	-	-	56,326	53,435	-	2,091
Acquisition of capital assets.....	(100,310)	(76,100)	(19,328)	(175,142)	(3,438)	(20,718)	(7,706)	(7,706)	(16,264)	(31)	(419,037)	(537,081)	(188)	(339)
Retirement of capital leases, bonds and loans.....	(108,090)	(13,345)	-	(6,911)	-	(14,928)	(4,103)	(4,103)	(222)	-	(147,600)	(142,459)	(18,289)	(16,869)
Retirement of commercial paper borrowings.....		-	-	-	-	-	-	-	-	-	-	(90,000)	-	-
Bond issue costs paid.....	(717)	(141)	-	(130)	-	-	-	-	-	-	(988)	(736)	(112)	(264)
Interest paid on long term debt.....	(205,618)	(24,056)	-	(4,883)	(679)	(23,709)	(1,930)	(1,930)	(13)	-	(260,888)	(267,822)	(5,320)	(6,129)
Other capital financing increases.....		-	-	72,555	-	-	429	429	-	-	72,984	21,072	-	-
Other capital financing decreases.....	(12,414)	-	(295)	(66,635)	-	-	(2,307)	(2,307)	-	-	(63,651)	(12,976)	-	-
Net cash provided by (used in) capital financing activities.....	(342,848)	(70,503)	(19,623)	3,040	(4,117)	(69,356)	(4,165)	(4,165)	(16,499)	(31)	(514,102)	(551,856)	(14,379)	(10,440)
Cash flows from investing activities:														
Purchases of investments with trustees.....	(1,630,490)	(38,247)	-	(5,794)	-	(20,361)	-	-	-	102	(1,694,790)	(2,421,897)	-	-
Proceeds from sale of investments with trustees.....	1,659,792	37,910	-	1,900	-	20,477	-	-	-	-	1,720,079	2,449,993	-	-
Purchases of restricted deposits and investments.....		-	-	-	-	-	-	-	-	-	-	(119,357)	-	-
Proceeds from sale of restricted deposits and investments.....	19,933	7,676	658	1,496	82	1,571	1,834	1,834	150	14	19,933	324,859	(7)	789
Interest income received.....	12,051	4,301	4,511	(322)	-	(1,202)	-	-	1,018	-	25,532	50,359	(7)	(106)
Other investing activities.....		-	-	-	-	-	-	-	-	-	8,306	12,282	-	-
Net cash provided by investing activities.....	61,286	11,640	5,169	(2,720)	82	485	1,834	1,834	1,168	116	79,080	296,239	(7)	683
Net increase (decrease) in cash and cash equivalents.....	(39,164)	(49,483)	11,536	12,851	(874)	(7,101)	8,213	8,213	(22,387)	822	(65,587)	58,984	170	(33,971)
Cash and cash equivalents-beginning of year.....	500,263	302,079	83,327	61,751	864	134,363	66,718	66,718	50,641	1,164	1,201,190	1,142,204	32,260	66,231
Cash and cash equivalents-end of year.....	\$ 461,099	\$ 252,596	\$ 94,863	\$ 74,602	\$ 10	\$ 127,262	\$ 74,931	\$ 74,931	\$ 28,254	\$ 1,986	\$ 1,115,603	\$ 1,201,188	\$ 32,430	\$ 32,260

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, 2004
(with summarized financial information for the year ended June 30, 2003)
(In Thousands)

	Business-type Activities - Enterprise Funds											
	Major Funds										Other Fund	
	San Francisco International Airport	Water Department	Hetch Hetchy Water and Power	Municipal Transportation Agency	General Hospital Medical Center	Clean Water Program	Port of San Francisco	Laguna Honda Hospital	Market Corporation	Total	Governmental Activities-Internal Service Funds	
2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	2004	2003	
Reconciliation of operating income (loss) to net cash provided by (used in) operating activities:												
Operating income (loss).....	\$ 85,536	\$ (19,118)	\$ 2,845	\$ (469,173)	\$ (73,071)	\$ 7,890	\$ (2,552)	\$ (34,531)	\$ 465	\$ (501,709)	\$ (503,206)	\$ (845)
Adjustments for non-cash activities:												
Depreciation and amortization.....	164,831	35,110	9,865	89,869	6,634	38,094	9,547	1,211	282	355,443	316,656	1,438
Provision for uncollectibles.....	-	-	(1,065)	(11)	31,008	91	(966)	-	-	29,057	73,042	-
Write off of capital assets.....	-	187	-	-	-	-	-	-	-	187	4,076	-
Other.....	-	(4,422)	-	10,932	-	119	(661)	-	-	5,968	(1,407)	-
Changes in assets/liabilities:												
Receivables, net.....	2,040	(1,237)	4,247	(3,050)	(18,547)	1,564	284	4,093	20	(10,586)	(26,340)	13,937
Due from other funds.....	-	127	(7,437)	(2,903)	48	-	-	(464)	-	(10,292)	(5,909)	-
Inventories.....	714	-	(26)	-	472	-	(77)	-	-	746	(6,878)	-
Deferred charges and other assets.....	-	-	-	1,014	(3,686)	-	5,056	-	(5)	2,379	3,855	146
Accounts payable.....	79	(399)	13,893	2,909	2,790	(805)	(384)	216	(32)	18,267	(7,455)	(2,101)
Accrued payroll.....	(4,703)	(3,042)	(665)	(10,286)	(6,722)	(1,111)	765	(3,862)	-	(29,626)	5,967	(1,199)
Accrued vacation and sick leave pay.....	419	1,313	213	185	725	133	51	325	-	3,364	4,659	96
Accrued workers' compensation.....	(604)	1,874	383	10,387	570	182	387	579	-	14,341	41,395	67
Estimated claims payable.....	-	2,288	26	6,172	(995)	3,787	-	-	-	11,665	(5,135)	-
Due to other funds.....	732	(1,361)	528	2,221	(7,029)	-	(1,402)	2,156	-	(4,155)	(10,459)	-
Deferred credits and other liabilities.....	11,352	(1,940)	-	(2,404)	(19)	-	314	-	7	7,311	(4,434)	(37,732)
Total adjustments.....	174,860	28,498	19,962	105,035	5,250	42,842	13,096	4,254	272	394,069	381,633	(23,566)
Net cash provided by (used in) operating activities.....	\$ 260,396	\$ 9,380	\$ 22,807	\$ (364,138)	\$ (67,821)	\$ 50,732	\$ 10,544	\$ (30,277)	\$ 737	\$ (107,640)	\$ (121,573)	\$ (24,411)
Reconciliation of cash and cash equivalents to the statement of net assets:												
Deposits and investments with City Treasury:												
Unrestricted.....	\$ 271,219	\$ 168,417	\$ 94,853	\$ 30,687	\$ -	\$ 48,934	\$ 60,777	\$ 2	\$ -	\$ 674,889	\$ 656,155	\$ 9,105
Restricted.....	190,251	84,139	-	37,462	-	78,328	4,142	28,252	-	422,574	554,302	-
Unrestricted deposits and investments outside City Treasury.....	10	40	10	6,233	10	-	5	-	1,986	8,294	8,008	23,155
Total deposits and investments.....	461,480	252,596	94,863	74,382	10	127,262	64,924	28,254	1,986	1,105,757	1,218,465	32,260
Add: Restricted deposits and investments outside City Treasury meeting the definition of cash equivalents.....	-	-	-	220	-	-	10,060	-	-	10,280	10,828	-
Less: Investments not meeting the definition of cash equivalents.....	(381)	-	-	-	-	-	(53)	-	-	(434)	(28,105)	-
Cash and cash equivalents at end of year on statement of cash flows.....	\$ 461,099	\$ 252,596	\$ 94,863	\$ 74,602	\$ 10	\$ 127,262	\$ 74,931	\$ 28,254	\$ 1,986	\$ 1,115,603	\$ 1,201,188	\$ 32,260

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

CITY AND COUNTY OF SAN FRANCISCO

Statement of Fiduciary Net Assets

Fiduciary Funds

June 30, 2004

(In Thousands)

	Pension and Other Employee Benefit Trust Funds	Investment Trust Fund	Agency Funds
ASSETS			
Deposits and investments with City Treasury.....	\$ 87,187	\$ 206,091	\$ 99,307
Deposits and investments outside City Treasury.....	12,421,630	-	-
Receivables:			
Payroll contribution.....	8,533	-	25,461
Interest and other.....	139,216	472	90,284
Invested securities lending collateral.....	1,356,618	-	-
Deferred charges and other assets.....	584	-	25,658
Total assets.....	<u>14,013,768</u>	<u>206,563</u>	<u>\$ 240,710</u>
Liabilities			
Accounts payable.....	17,077	1,446	43,224
Estimated claims payable.....	14,547	-	-
Agency obligations.....	-	-	197,486
Obligations under fixed coupon dollar reverse repurchase agreements.....	199,000	-	-
Payable to brokers.....	446,432	-	-
Securities lending collateral.....	1,356,618	-	-
Deferred credits and other liabilities.....	31,360	-	-
Total liabilities.....	<u>2,065,034</u>	<u>1,446</u>	<u>\$ 240,710</u>
Net Assets			
Held in trust for pension and other employee benefits and external pool participants	<u>\$ 11,948,734</u>	<u>\$ 205,117</u>	

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, 2004
(In Thousands)

	Pension and Other Employee Benefit Trust Funds	Investment Trust Fund
Additions:		
Employees' contributions.....	\$ 227,659	\$ -
Employer contributions.....	345,381	-
Contributions to pooled investments.....	-	2,086,500
Total contributions.....	573,040	2,086,500
Investment income:		
Interest.....	162,377	1,728
Dividends.....	95,691	-
Net increase in fair value of investments.....	1,469,998	-
Securities lending income.....	15,391	-
Fixed coupon dollar reverse repurchase agreement income.....	3,083	-
Total investment income	1,746,540	1,728
Less investment expenses:		
Securities lending borrower rebates and expenses.....	(8,786)	-
Fixed coupon dollar reverse repurchase finance charges and exper	(1,928)	-
Other expenses.....	(24,700)	-
Total investment expenses.....	(35,414)	-
Total additions, net.....	2,284,166	2,088,228
Deductions:		
Benefit payments.....	887,970	-
Refunds of contributions.....	7,935	-
Distribution from pooled investments.....	-	2,117,068
Administrative expenses.....	10,710	-
Total deductions.....	906,615	2,117,068
Change in net assets.....	1,377,551	(28,840)
Net assets at beginning of year.....	10,571,183	233,957
Net assets at end of year.....	\$ 11,948,734	\$ 205,117

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, 2004

(1) THE FINANCIAL REPORTING ENTITY

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

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

Blended Component Units

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

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

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

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

Discretely Presented Component Units

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

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

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

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

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

The TIDA's governing body is not substantively the same as that of the City and the TIDA 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 the TIDA administrative offices at 410 Palm Avenue, Building 1, Room 223, Treasure Island, San Francisco, CA 94130.

In accordance with Governmental Accounting Standards Board Statement No. 39, *Determining Whether Certain Organizations Are Component Units*, the City evaluated potential component units and determined that none of the potential component units were individually significant to the City's reporting entity.

Non Disclosed Organizations

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

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Government-wide and fund financial statements

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

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

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

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

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

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are the proprietary fund and fiduciary fund financial statements. 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, 2004

The City reports the following major governmental fund:

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

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

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

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

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

The **Municipal Transportation Agency Fund** accounts for the activities of the Municipal Transportation Agency (MTA). The MTA was established by Proposition E, passed by the City's voters in November 1999. The MTA includes the San Francisco Municipal Railway (MUNI), San Francisco Municipal Railway Improvement Corporation (SFMRIC), and beginning on July 1, 2002 the operations of the Parking and Traffic Commission (DPT), which includes the Parking Authority. MUNI was established in 1912 and is responsible for the operations of the City's public transportation system. SFMRIC is a nonprofit corporation established to provide capital financial assistance for the modernization of MUNI by acquiring, constructing, and financing improvements to the City's public transportation system. DPT is responsible for proposing and implementing street and traffic changes and oversees the City's off-street parking operations. DPT is a separate department of the MTA. The parking garages fund later accounted for the activities of various nonprofit corporations formed by the Parking Authority to provide financial and other assistance to the City to acquire land, construct facilities, and manage various parking facilities.

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

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

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

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

Additionally, the City reports the following fund types:

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

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

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

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

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

The ***Agency Funds*** account for the resources held by the City in a custodial capacity on behalf of other agencies.

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

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

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

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

(c) Budgetary Data

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

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

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

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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.

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

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

(d) Deposits and Investments

Investment in the Treasurer's Pool

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

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

The San Francisco Unified School District, San Francisco Community College District, and the Trial Courts of the State of California are voluntary participants in the City's investment pool. As of June 30, 2004, \$205 million was held on behalf of these voluntary participants. The total percentage share of the Treasurer's pool that relates to these three external participants is 9.23%. The deposits held for these entities are included in the Investment Trust Fund. The City has not provided nor obtained any legally binding guarantees during the fiscal year ended June 30, 2004 to support the value of shares in the pool.

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

Investment Valuation

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

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

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Investments in forward currency contract investments are commitments to purchase or sell stated amounts of foreign currency. Changes in market value of open contracts are immediately recognized as gains or losses. The market values of forward currency contracts are determined by quoted currency prices from national exchanges. As of June 30, 2004, the fair value of open purchase contracts was \$839.2 million, offset by the fair value of open sales contracts of (\$842.7) million for a net fair value of (\$3.5) million. The Retirement System utilized contracts netting to \$320.6 million to hedge (or decrease) the currency risk of foreign investments or to settle trades, and contracts netting to \$317.1 million 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 City Charter and Retirement System Board (Board) policies permit the Retirement System to use investments of the Retirement System's Pension Plan (the Plan) to enter into securities lending transactions. These are loans of securities to broker-dealers and other entities for collateral, with a simultaneous agreement to return collateral for the same securities in the future. The Retirement System's securities custodians are agents in lending the Plan's securities for cash collateral of 102% for domestic securities and 105% for international securities. Securities on loan at year-end are presented as "non-categorized" in the schedule of custodial risk (note 5). As of June 30, 2004, the Retirement System has no credit risk exposure to borrowers because the amounts the Retirement System owes the borrowers exceed the amounts the borrowers owe the Retirement System. Contracts with the lending agents require them to indemnify the Retirement System if the borrowers fail to return the securities (and if the collateral were inadequate to replace the securities lent) or if the borrowers fail to pay the Retirement System for income distributions by the securities issuers while the securities are on loan. Non cash collateral cannot be pledged or sold unless the borrower defaults.

Either the Retirement System or the borrower can terminate all securities loans on demand, although the average term of the loans is fifty-three 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 thirty-nine 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 eighteen days. The relationship between the maturities of the investment pools and the Retirement System's loans is affected by the maturities of the securities loans made by other entities that use the agent's pool, which the Retirement System cannot determine. Cash collateral may also be invested separately in term loans, in which case the maturity of the loaned securities matches the term of the loan. Cash received as collateral on securities lending transactions is reported as an asset, and liabilities from these transactions are reported in the statement of net assets. Additionally, the costs of securities lending transactions, such as borrower rebates and fees, are recorded as expenses.

The City Charter and Board policies permit the Retirement System to use investments to enter into fixed coupon dollar repurchase agreements, that is, a sale of securities with a simultaneous agreement to repurchase similar securities in the future at a lower price that reflects a financing rate. The fair value of the securities underlying fixed coupon dollar repurchase agreements equals the cash received. If the dealers default on their obligations to resell these securities to the Retirement System at the agreed buy back price, the Retirement System could suffer an economic loss if the securities have to be purchased in the open market at a price higher than the agreed-upon buy back price. This credit exposure at June 30, 2004 was approximately \$2.3 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 market value. The fair value of non-pooled investments is determined annually and is based on current market prices. The fair value of investments in open-end mutual funds is determined based on the fund's current share price.

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Component Unit - San Francisco Redevelopment Agency - Investments are stated at fair value except for money market investments with maturities of one year or less which have been stated at amortized cost. The fair value of investments has been obtained by using market quotes as of June 30, 2004.

Investment Income

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

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

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

(e) Loans Receivable

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

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

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

(f) Inventory

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

(g) Redevelopment Agency Property Held for Resale

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

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(h) Capital Assets

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

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

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

(i) Accrued Vacation and Sick Leave Pay

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

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

This Program provides:

Effective July 1, 2002, any full-time employee leaving the employment of the City upon service or disability retirement may receive payment for a portion of sick leave earned but unused at the time of separation. The amount of this payment shall be equal to 2.5% of sick leave balances earned but unused at the time of separation times the number of whole years of continuous employment times an employee's salary rate, exclusive of premiums 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

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includes its share of social security and Medicare payments made on behalf of the employees in the accrual for vacation and sick leave pay.

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

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

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

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

(k) Fund Equity

Reservations of Fund Equity

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

Reserves for cash requirements and emergencies - 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.

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.

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Restricted Net Assets

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

- *Invested in Capital Assets, Net of Related Debt* – This category groups all capital assets, including infrastructure, into one component of net assets. Accumulated depreciation and the outstanding balances of debt that are attributable to the acquisition, construction, or improvement of these assets reduce the balance in this category.
- *Restricted Net Assets* – This category represents net assets that have external restrictions imposed by creditors, grantors, contributors or laws or regulations of other governments and restrictions imposed by law through constitutional provisions or enabling legislation.
- *Unrestricted Net Assets* – This category represents net assets of the City, not restricted for any project or other purpose.

Designations of Fund Equity

Designations of fund balances (note 4) indicate that portion of fund balance that is not available for appropriation based on management's plans for future use of the funds. Following is a brief description of the nature of the designation as of June 30, 2004.

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

Deficit Net Assets/Fund Balances

The Telecommunications and Information Internal Service Fund had a \$2.1 million deficit total net assets as of June 30, 2004. Approximately \$0.05 million of this deficit is due to depreciation that is not funded and will result in continuing deficits. The remaining portion of the deficit of total net assets relates to operations and is expected to be reduced in future years through anticipated rate increases or reductions in operating expenses.

The Central Shops Internal Service Fund had a \$0.8 million deficit as of June 30, 2004. The deficit is due to depreciation and certain non-current accrued expenses that are not funded and will result in continuing deficits in future years.

The Culture and Recreation Fund had a \$8.3 million deficit as of June 30, 2004. It is due to incurring costs for grant programs before receiving grant resources. It will be eliminated once the resources become available.

The Moscone Convention Center Fund had a \$3.8 million deficit as of June 30, 2004. The deficit will be covered as budgeted hotel tax revenues are realized.

(I) 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.

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

(m) Refunding of Debt

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

(n) Cash Flows

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

(o) Estimates

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

(p) Reclassifications

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

(q) Effects of New Pronouncements

In March 2003, GASB issued Statement No. 40, *Deposit and Investment Risk Disclosures – an amendment of GASB Statement No. 3*. This statement addresses common deposit and investment risks related to credit risk, concentration of credit risk, interest rate risk, and foreign currency risk. As an element of interest rate risk, this statement requires certain disclosures of investments that have fair values that are highly sensitive to changes in interest rates. Deposit and investment policies related to the risk identified in this statement also should be disclosed. The City will implement the new reporting requirements in the fiscal year 2004-05 financial statements.

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

In November 2003, GASB issued Statement No. 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries*. This statement establishes accounting and financial reporting standards for impairment of capital assets. A capital asset is considered impaired when its service utility has declined significantly and unexpectedly. This statement also clarifies and establishes accounting requirements for insurance recoveries. This statement is effective for the City's fiscal year ending June 30, 2006.

In April 2004, GASB issued Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. This statement establishes uniform financial reporting standards for other postemployment benefits (OPEB) plans. The approach followed in this statement generally is consistent with the approach adopted for defined benefit pension plans with modifications to reflect differences between pension plans and OPEB plans. The statement applies for OPEB trust funds included in the financial reports of plan sponsors or employers, as well as for the stand-alone financial reports of OPEB plans or the public employee retirement systems, or other third parties, that administer them. This statement also provides requirements for reporting of OPEB funds by administrators of multiple-employer

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OPEB plans, when the fund used to accumulate assets and pay benefits or premiums when due is not a trust fund. This statement is effective for the City's fiscal year ending June 30, 2007.

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

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

(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 balance sheets because the use of the proceeds is limited by applicable bond covenants and resolutions. Restricted assets account for the principal and interest amounts accumulated to pay debt service, unspent bond proceeds, and amounts restricted for future capital projects. In addition, certain grant proceeds are restricted by the granting agency.

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(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, \$717,574, differs from net assets of governmental activities, \$1,306,741, reported in the statement of net assets. The difference primarily results from the long-term economic focus in the statement of net assets versus the current financial resources focus in the governmental fund balance sheets.

Balance Sheet/Statement of Net Assets (in thousands)

	Total Governmental Funds	Long-term Assets, Liabilities(1)	Internal Service Funds(2)	Reclassi- fications and Eliminations	Statement of Net Assets Totals
Assets					
Deposits and investments with City Treasury.....	\$ 723,043	\$ -	\$ 6,705	\$ -	\$ 729,748
Deposits and investments outside City Treasury.....	74,426	-	25,725	-	100,151
Receivables, net:					
Property taxes and penalties.....	34,595	-	-	-	34,595
Other local taxes.....	163,017	-	-	-	163,017
Federal and state grants and subventions.....	161,842	-	-	-	161,842
Charges for services.....	13,731	-	-	-	13,731
Interest and other.....	4,147	-	583	-	4,730
Due from other funds.....	58,301	-	-	(58,301)	-
Due from component unit.....	849	-	-	-	849
Loans receivable, net.....	214,650	-	-	-	214,650
Capital assets, net.....	-	2,311,608	2,955	-	2,314,563
Deferred charges and other assets.....	8,223	8,909	5,478	-	22,610
Total assets.....	1,456,824	2,320,517	41,446	(58,301)	3,760,486
Liabilities					
Accounts payable.....	142,828	-	5,466	-	148,294
Accrued payroll.....	41,346	-	1,265	-	42,611
Accrued vacation and sick leave pay.....	-	124,734	3,683	-	128,417
Accrued workers' compensation.....	-	212,414	1,216	-	213,630
Estimated claims payable.....	-	79,805	-	-	79,805
Accrued interest payable.....	-	6,199	986	-	7,185
Deferred tax, grant and subvention revenues.....	61,771	(56,485)	-	-	5,286
Due to other funds/internal balances.....	89,861	-	859	(58,301)	32,419
Deferred credits and other liabilities.....	353,444	(232,887)	207	-	120,764
Bonds, loans, capital leases, and other payables.....	50,000	1,378,064	247,270	-	1,675,334
Total Liabilities.....	739,250	1,511,844	260,952	(58,301)	2,453,745
Fund balances/net assets					
Total fund balances/net assets.....	717,574	808,673	(219,506)	-	1,306,741
Total liabilities and fund balances/net assets.....	\$ 1,456,824	\$ 2,320,517	\$ 41,446	\$ (58,301)	\$ 3,760,486

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

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

Cost of capital assets.....	\$ 2,876,826
Accumulated depreciation.....	(565,218)
	<u>\$ 2,311,608</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.

\$ 8,909

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.....	\$ (124,734)
Accrued workers' compensation.....	(212,414)
Estimated claims payable.....	(79,805)
Bonds, loans, capital leases, and other payables.....	(1,378,064)
Deferred credits and other liabilities.....	(1,184)
	<u>\$ (1,796,201)</u>

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

\$ (6,199)

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.....	\$ 56,485
Deferred credits and other liabilities.....	234,071
	<u>\$ 290,556</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 assets before adjustments.....	(2,429)
Adjustments for internal balances with San Francisco Finance Corporation:	
Capital lease receivables from other governmental and enterprise funds.....	(246,812)
Deferred charges and other assets.....	2,737
Deferred credits and other liabilities.....	26,998
	<u>\$ (219,506)</u>

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

(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, (\$165,764), differs from the change in net assets for governmental activities (\$6,081), 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.

	Total Governmental Funds	Long-term Revenues/ Expenses(3)	Capital- related Items(4)	Internal Service Funds(5)	Long-term Debt Transactions(6)	Statement of Activities Totals
Revenues						
Property taxes.....	\$ 721,437	\$ 2,349	\$ -	\$ -	\$ -	\$ 723,786
Business taxes.....	264,832	-	-	-	-	264,832
Other local taxes.....	509,455	-	-	-	-	509,455
Licenses, permits and franchises.....	23,788	-	-	-	-	23,788
Fines, forfeitures and penalties.....	25,183	-	-	-	-	25,183
Interest and investment income.....	11,630	-	-	226	-	11,856
Rents and concessions.....	58,979	-	-	-	-	58,979
Intergovernmental:						-
Federal.....	344,155	-	-	-	-	344,155
State.....	630,953	-	-	-	-	630,953
Other.....	18,259	-	-	-	-	18,259
Charges for services.....	217,647	-	-	-	-	217,647
Other revenues.....	57,144	-	-	-	-	57,144
Total revenues.....	2,883,462	2,349	-	226	-	2,886,037
Expenditures/Expenses						
Current:						
Public protection.....	706,758	15,337	10,019	(4,534)	-	727,580
Public works, transportation and commerce.....	165,555	(2,617)	14,924	(8,683)	-	169,179
Human welfare and neighborhood development.....	662,948	(12,103)	524	(119)	-	651,250
Community health.....	512,914	4,089	820	(757)	-	517,066
Culture and recreation.....	273,163	(17,583)	17,686	(5,345)	(35,734)	232,187
General administration and finance.....	153,709	13,765	15,862	(78)	-	183,258
General City responsibilities.....	74,623	748	-	(2,278)	437	73,530
Debt service:						-
Principal retirement.....	78,831	-	-	-	(78,831)	-
Interest and fiscal charges.....	61,886	-	-	5,467	18,778	86,131
Payments to refunded bond escrow agent.....	-	-	-	-	-	-
Bond issuance costs.....	1,350	-	-	-	(1,350)	-
Capital outlay.....	165,872	-	(165,872)	-	-	-
Total expenditures/expenses.....	2,857,609	1,636	(106,037)	(16,327)	(96,700)	2,640,181
Other financing sources (uses)/changes in net assets						
Net transfers (to) from other funds.....	(252,192)	-	-	255	-	(251,937)
Issuance of bonds and loans:						-
Face value of bonds issued.....	116,645	-	-	-	(116,645)	-
Premium on issuance of bonds.....	2,156	-	-	-	(2,156)	-
Discount on issuance of bonds.....	1,411	-	-	-	(1,411)	-
Payment to bond refunding escrow agent.....	(65,802)	-	-	-	65,802	-
Other Financing sources - capital leases.....	6,165	-	-	(6,165)	-	-
Total other financing sources (uses)/changes in net assets.....	(191,617)	-	-	(5,910)	(54,410)	(251,937)
Net change for the year.....	\$ (165,764)	\$ 713	\$ 106,037	\$ 10,643	\$ 42,290	\$ (6,081)

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

<p>(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.....</p> <p>Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds. Certain long-term liabilities reported in the prior year statement of net assets were paid during the current period resulting in expenditures in the governmental funds. This is the amount by which the increase in long term liabilities exceeded expenses reported in the statement of activities that do not require the use of current financial resources.....</p> <p>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 activities.....</p>	<p style="text-align: right;">\$ <u>2,349</u></p> <p style="text-align: right;">\$ (39,293)</p> <p style="text-align: right;"><u>37,657</u></p> <p style="text-align: right;"><u>\$ (1,636)</u></p>
<p>(4) When capital assets that are to be used in governmental activities are purchased or constructed, the resources expended for those assets are reported as expenditures in governmental funds. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. As a result, fund balance decreases by the amount of financial resources expended, whereas net assets decrease by the amount of depreciation expense charged for the year, and the loss on disposal of capital assets.</p> <p style="margin-left: 20px;">Capital expenditures.....</p> <p style="margin-left: 20px;">Depreciation expense.....</p> <p style="margin-left: 20px;">Loss on disposal of capital assets.....</p> <p style="margin-left: 20px;">Expense of CIP.....</p> <p style="margin-left: 20px;">Difference.....</p>	<p style="text-align: right;">\$ 176,174</p> <p style="text-align: right;">(63,343)</p> <p style="text-align: right;">(44)</p> <p style="text-align: right;">(6,750)</p> <p style="text-align: right;"><u>\$ 106,037</u></p>
<p>(5) Internal service funds are used by management to charge the costs of certain activities, such as capital lease financing, equipment maintenance, printing and mailing services, and telecommunications, to individual funds. The adjustments for internal service funds "close" those funds by charging additional amounts to participating governmental activities to completely cover the internal service fund's costs for the year.....</p>	<p style="text-align: right;"><u>\$ 10,643</u></p>
<p>(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.</p> <p style="margin-left: 20px;">Total property rent payments.....</p> <p>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.</p> <p style="margin-left: 20px;">Bond issuance costs.....</p> <p style="margin-left: 20px;">Amortization of bond issuance costs.....</p> <p style="margin-left: 20px;">Difference.....</p> <p>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.....</p> <p>Repayment of bond principal is 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 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.</p> <p style="margin-left: 20px;">Principal payments made.....</p> <p style="margin-left: 20px;">Payments to escrow for refunded debt.....</p> <p>Bond proceeds and capital leases are reported as other financing sources in governmental funds and thus contribute to the change in fund balance. In the government-wide statements, however, issuing debt and entering into capital lease arrangements increase long-term liabilities in the statement of net assets and do not affect the statement of activities. Proceeds were received from:</p> <p style="margin-left: 20px;">General obligation bonds.....</p> <p style="margin-left: 20px;">Refunding general obligation bonds and refunding settlement obligation bonds.....</p> <p style="margin-left: 20px;">Loans.....</p>	<p style="text-align: right;"><u>\$ 35,734</u></p> <p style="text-align: right;">\$ 1,350</p> <p style="text-align: right;">(437)</p> <p style="text-align: right;"><u>\$ 913</u></p> <p style="text-align: right;"><u>\$ (1,411)</u></p> <p style="text-align: right;">\$ 78,831</p> <p style="text-align: right;">65,802</p> <p style="text-align: right;"><u>\$ 144,633</u></p> <p style="text-align: right;">\$ (50,440)</p> <p style="text-align: right;">(66,205)</p> <p style="text-align: right;">(2,156)</p> <p style="text-align: right;"><u>(118,801)</u></p> <p style="text-align: right;"><u>\$ 25,832</u></p>

**CITY AND COUNTY OF SAN FRANCISCO
 NOTES TO BASIC FINANCIAL STATEMENTS
 June 30, 2004**

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 expensed 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.

Interest payment on capital lease obligations on the Moscone Convention Center.....	(18,849)
Amortization of bond premiums, discounts and refunding losses.....	(327)
Reduction in arbitrage rebate liability.....	398
	\$ (18,778)

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004**

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

Budgetary Results Reconciliation

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

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

The fund balance of the General Fund as of June 30, 2004 on a Budget basis is reconciled to the fund balance on a GAAP basis as follows (in thousands):

	General Fund
Fund balance - Budget basis.....	\$ 222,611
Unrealized gain on investments.....	277
Deferred charges and assets not available for appropriation.....	7,142
Cumulative excess property tax revenues recognized on a Budget basis.....	(19,882)
Other.....	287
Fund balance - GAAP basis.....	\$ 210,435

General Fund Budget basis fund balance at June 30, 2004 is composed of the following (in thousands):

Reserved for rainy day.....	\$	55,139	
Reserved for encumbrances.....		42,501	
Reserved for appropriation carryforward.....		32,813	
Reserved for subsequent years' budgets:.....			
Reserved for budget incentive program.....		2,588	
Reserved for salaries and benefits (MOU).....		3,654	
Reserved for litigation.....		2,940	
Total reserved amounts.....			\$ 139,635
Designated for litigation and contingencies.....		27,970	
Unreserved - available for appropriation.....		55,006	
Total unreserved amounts.....			82,976
Fund Balance, June 30, 2004 - Budget basis			\$ 222,611

Of the \$55.0 million unreserved-available for appropriation, \$26.3 million has been subsequently appropriated as part of the General Fund budget for fiscal year 2005.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

(5) DEPOSITS AND INVESTMENTS

The City's deposits and investments are invested pursuant to investment policy guidelines established by the City Treasurer subject to review by the Treasury Oversight Committee. The Treasury Oversight Committee established under California Government Code Sections 27130 to 27137 is composed of various City officials and representatives of agencies with large cash balances. The objectives of the policy are, in order of priority, preservation of capital, liquidity, and yield. The 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. Investments permitted by the City's investment policy include the following:

- Public Time Deposits
- Public Demand Accounts
- Negotiable Certificates of Deposit
- U.S. Government Securities
 - Treasury Bills
 - Treasury Bonds
 - Treasury Notes
- Federal Agencies
 - Federal Home Loan Bank
 - Federal Farm Credit Bank
 - Federal National Mortgage Association
 - Federal Mortgage Corporation
 - Student Loan Marketing Association
- Money Market Instruments
 - Commercial Paper
 - Bankers' Acceptances
 - Repurchase Agreements
 - Reverse Repurchase Agreements

The City's investment policy identifies certain restrictions related to the above investments. Investments held by the City Treasurer during the year did not include repurchase agreements or reverse repurchase agreements.

Other deposits and investments maintained outside the City Treasury are invested pursuant to governing bond covenants or California Government Code provisions. The following provides a brief description of the nature of these investments.

Employees' Retirement System

The Retirement System's funds are invested pursuant to policy guidelines established by the Retirement System's Board. The objective of the investment policy is to maximize the expected return of the fund at an agreed upon level of risk. The Retirement Board has established percentage guidelines for types of investments to ensure the portfolio is diversified. As of June 30, 2004, the Retirement System had no investments in any one organization that represented 5% or more of plan net assets. Investments held by the Retirement System during the year did not include reverse repurchase agreements.

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.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004**

Component Units

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.

The funds of the TIDA are invested solely in the City Treasury.

Deposits and investments

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

	Primary Government			Total	Component Units
	Governmental Activities	Business-type Activities	Fiduciary Funds		
Deposits and investments with City Treasury.....	\$ 729,748 ¹	\$ 674,887	\$ 392,585 ²	\$ 1,797,220	\$ 2,096
Deposits and investments outside City Treasury.....	100,151 ³	8,295	12,421,630	12,530,076	179,127
Restricted assets:					
Deposits and investments with City Treasury.....	-	423,472	-	423,472	-
Deposits and investments outside City Treasury.....	-	325,786	-	325,786	236,021
Invested securities lending collateral			1,356,618	1,356,618	-
Total deposits and investments.....	\$ 829,899	\$ 1,432,440	\$ 14,170,833	\$ 16,433,172	\$ 417,244
Deposits.....	\$ 14,579	\$ 4,674	\$ 13,867	\$ 33,120	\$ 65,467
Investments.....	815,320	1,427,766	14,156,966	16,400,052	351,777
Total deposits and investments.....	\$ 829,899	\$ 1,432,440	\$ 14,170,833	\$ 16,433,172	\$ 417,244

¹ Includes deposits and investments with the City Treasury of total governmental funds (\$723,043) and internal service funds (\$6,705).

² Includes deposits and investments with the City Treasury of pension and other employee benefit trust funds (\$87,187), investment trust fund (\$206,091) and agency funds (\$99,307).

³ Includes deposits and investments outside the City Treasury of total governmental funds (\$74,426) and internal service funds (\$25,725).

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004**

Cash and Deposits

The City had cash and deposits at June 30, 2004, as follows (in thousands):

	Primary Government						Component Units	
	Governmental Activities		Business-type Activities		Fiduciary Funds		Carrying Amount	Bank Balance
	Carrying Amount	Bank Balance	Carrying Amount	Bank Balance	Carrying Amount	Bank Balance		
Cash on hand.....	\$ 147	\$ -	\$ 617	\$ -	\$ -	\$ -	\$ 1	\$ -
Federally insured deposits....	600	600	1,353	1,352	-	-	26	1,527
Collateralized deposits*.....	13,832	101,500	170	60	-	-	65,440	65,439
Uninsured and uncollateralized.....	-	-	2,534	2,428	13,867	13,867	-	-
	<u>\$ 14,579</u>	<u>\$ 102,100</u>	<u>\$ 4,674</u>	<u>\$ 3,840</u>	<u>\$ 13,867</u>	<u>\$ 13,867</u>	<u>\$ 65,467</u>	<u>\$ 66,966</u>

* Under the City's cash management policy, investments are converted to cash as checks are presented for payment. At June 30, 2004, the carrying amount of collateralized deposits has been reduced by the amount of outstanding checks of approximately \$88.4 million. Of the \$88.4 million of outstanding checks, \$38.7 million relates to the San Francisco Unified School District and Community College District which have been reflected in an investment trust fund.

The California Government Code requires California banks and savings and loan associations to secure the City's deposits not covered by Federal depository insurance by pledging government securities as collateral. The fair value of pledged securities must equal at least 110% of the City's deposits or 150% of mortgage backed collateral. The collateral must be held at the pledging bank's trust department or other bank, acting as the pledging bank's agent, in the City's name.

The \$16.4 million of uninsured and uncollateralized cash outlined above consists of \$13.9 million of cash held on behalf of the Employees' Retirement System by a third party trustee, \$0.17 million, \$2.1 million, \$0.08 million, \$0.22 million, \$0.01 million, of cash held on behalf of Port Commission, Parking Garages, San Francisco General Hospital, Municipal Railway, and Parking and Traffic, respectively, by third party trustees.

Investments

Investments of the City are summarized below. The investments that are represented by specific identifiable investment securities are classified as to custodial credit risk by three categories. They are as follows:

- Category 1 - includes investments that are insured or registered or securities held by the City or its agent in the City's name;
- Category 2 - includes uninsured and unregistered investments, with the securities held by counterparty's trust department or agent in the City's name;
- Category 3 - includes uninsured and unregistered investments, with the securities held by the counterparty, or by its trust department or agent but not in the City's name.

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

At June 30, 2004, investments included the following (in thousands):

<u>Type of Investment</u>	<u>Category</u>			<u>Carrying value</u>
	<u>1</u>	<u>2</u>	<u>3</u>	
Primary Government including Pension and investment Trust Funds				
<u>Investments in City Treasury:</u>				
U.S. government securities.....	\$ 1,181,984	\$ -	\$ -	\$ 1,181,984
Federal agencies.....	175,333	-	-	175,333
Commercial Paper.....	565,269	-	-	565,269
Negotiable certificates of deposit.....	289,955	-	-	289,955
Public time deposit.....	100	-	-	100
Total Investments in City Treasury.....	<u>2,212,641</u>	<u>-</u>	<u>-</u>	<u>2,212,641</u>
<u>Employees' Retirement System (ERS):</u>				
U.S. government securities.....	285,866	-	2,026	287,892
Short term bills and notes.....	16,989	-	33,987	50,976
Debt securities.....	1,046,155	-	75,912	1,122,067
Equity securities.....	4,770,379	-	6,902	4,777,281
Total categorized investments.....	<u>6,119,389</u>	<u>-</u>	<u>118,827</u>	<u>6,238,216</u>
Non-categorized investments:				
Mortgage backed securities.....				554,065
Fixed interest mutual funds.....				551,627
Equity investments, including mutual funds.....				711,151
Real estate.....				958,368
Venture capital.....				1,311,960
Money market mutual funds.....				757,205
Investment in lending agents' short-term investment pool.....				1,356,618
Investments lent to broker-dealers.....				1,325,171
Total non-categorized investments.....				<u>7,526,165</u>
Total Employees' Retirement System.....				<u>13,764,381</u>
<u>Other Funds:</u>				
U.S. governmental securities.....	56,434	4195	327,951	388,580
Equity Securities.....	770	-	-	770
Total categorized investments.....	<u>57,204</u>	<u>4,195</u>	<u>327,951</u>	<u>389,350</u>
Non-categorized investments:				
Commercial Paper.....				722
Money market mutual funds.....				32,958
Total non-categorized investments.....				<u>33,680</u>
Total Other Funds.....				<u>423,030</u>
Total Primary Government including Pension and Investment Trust Funds	<u>\$ 8,389,234</u>	<u>\$ 4,195</u>	<u>\$ 446,778</u>	<u>\$ 16,400,052</u>
Component Units -				
Redevelopment Agency				
U.S. government securities and Federal agencies.....	\$ 9,638	\$ 43,600	\$ 54,007	107,245
Bankers' acceptances.....	-	6,470	-	6,470
Commercial paper.....	-	7,626	-	7,626
Corporate medium term notes.....	-	2,003	-	2,003
Repurchase agreements.....	-	-	1,802	1,802
Total categorized investments.....	<u>9,638</u>	<u>59,699</u>	<u>55,809</u>	<u>125,146</u>
Non-categorized investments:				
Guaranteed investment contracts.....				23,119
Local agency investment fund.....				108,018
Money market mutual funds.....				93,398
Total non-categorized investments.....				<u>224,535</u>
Total Redevelopment Agency				<u>349,681</u>
Treasure Island Development Authority				
<u>Investments in City Treasury:</u>				
U.S. government securities.....	2,096	-	-	2,096
Total Treasure Island Development Authority	<u>2,096</u>	<u>-</u>	<u>-</u>	<u>2,096</u>
Total Component Units	<u>\$ 11,734</u>	<u>\$ 59,699</u>	<u>\$ 55,809</u>	<u>\$ 351,777</u>

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

The types of investments made during the year were substantially the same as those held as of June 30, 2004. Fair value fluctuates with interest rates, and increasing rates could cause fair value to decline below original cost. City management believes the liquidity in the portfolio is sufficient to meet cash flow requirements and to preclude the City from having to sell investments below original cost for that purpose. The interest and net investment gain is comprised of the following at June 30, 2004 (in thousands):

Interest and dividends, net of amounts capitalized	\$ 336,004
Net increase in the fair value of investments	<u>1,421,130</u>
Total investment gain	<u><u>\$ 1,757,134</u></u>

The net increase in the fair value of investments takes into account all changes in fair value (including purchases and sales) that occurred during the year. The primary component of this figure is the net increase in fair value of pension investments.

The earned yield, which includes net gains on investments sold, on all investments held by the City Treasurer for the fiscal year ended June 30, 2004 was 1.860%.

The following represents a condensed statement of net assets and changes in net assets for the Treasurer's Pool as of June 30, 2004 (in thousands):

Statement of Net Assets	
Net assets held in trust for all pool participants.....	<u>\$ 2,222,788</u>
Equity of internal pool participants.....	2,017,671
Equity of external pool participants.....	<u>205,117</u>
Total Equity.....	<u><u>\$ 2,222,788</u></u>
 Statement of Changes in Net Assets	
Net assets at July 1, 2003.....	\$ 2,315,169
Net change in investments by pool participants.....	<u>(92,381)</u>
Net assets at June 30, 2004.....	<u><u>\$ 2,222,788</u></u>

The following provides a summary of key investment information for the Treasurer's Pool as of June 30, 2004 (in thousands):

Types of Investment	Rates	Maturities	Par Value	Carrying Value
U.S. government securities.....	0.89% - 3.53%	07/01/04-08/15/08	\$ 1,188,000	\$ 1,184,080
Federal agencies.....	1.00% - 1.42%	07/07/04-09/29/04	176,000	175,333
Negotiable certificate of deposits.....	1.03% - 1.26%	07/08/04-08/24/04	290,000	289,955
Commercial paper.....	1.03% - 1.15%	07/02/04-08/30/04	567,000	565,269
Public time deposits.....	1.20%	07/17/04	<u>100</u>	<u>100</u>
			<u>\$ 2,221,100</u>	2,214,737
Carrying amount of deposits in Treasurer's Pool.....				<u>8,051</u>
Total cash and investments in Treasurer's Pool.....				<u><u>\$ 2,222,788</u></u>

CITY AND COUNTY OF SAN FRANCISCO
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June 30, 2004

Supplemental disclosure of non-cash investing and financing activities

San Francisco International Airport

During the fiscal year 2004, the San Francisco International Airport (SFO) issued Second Series Revenue Bonds Issue 30 and Issue 31 to refund previously issued debt. The \$35.8 million in proceeds from Issue 30 and the \$224.0 million in proceeds from Issue 31 were deposited immediately into irrevocable trusts for the defeasance of \$259.8 million of Second Series Refunding Bonds.

Bond issuance costs of \$7.6 million that were deducted from the proceeds of the Second Series Revenue Bonds were capitalized and will be amortized over the debt repayment period.

Other Non Cash Transactions (in thousands):

	General Hospital Medical Center	Port of San Francisco	Laguna Honda Hospital	Internal Service Funds	Total	
					2004	2003
Loss on abandonment of property and equipment.....	\$ -	\$ 39	\$ -	\$ -	\$ 39	\$ 119
Acquisition of capital assets on accounts payable and capital leases.....	48	363	2,102	1,237	3,750	1,616
	<u>\$ 48</u>	<u>\$ 402</u>	<u>\$ 2,102</u>	<u>\$ 1,237</u>	<u>\$ 3,789</u>	<u>\$ 1,735</u>

(6) PROPERTY TAXES

The City is responsible for assessing, collecting and distributing property taxes in accordance with enabling state law. Property taxes are levied on both real and personal property. Liens for secured property taxes attach on January 1st preceding the fiscal year for which taxes are levied. Secured property taxes are levied on the first business day of September and are payable in two equal installments: the first is due on November 1st and delinquent with penalties after December 10th; the second is due February 1st and delinquent with penalties after April 10th. Secured property taxes that are delinquent and unpaid as of June 30th are subject to redemption penalties, costs, and interest when paid. If not paid at the end of five years, the property may be sold at public auction and the proceeds used to pay delinquent amounts due. Any excess is remitted, if claimed, to the taxpayer. Unsecured personal property taxes do not represent a lien on real property. Those taxes are due on January 1st and become delinquent with penalties after August 31st. Supplemental property tax assessments associated with changes in the assessed valuation due to transfer of ownership in property or upon completion of new construction are levied in two equal installments and have variable due dates based on the dates of the underlying transaction.

Since the passage of California's Proposition 13, beginning with fiscal year 1978-79, general property taxes are based either on a flat 1% rate applied to the 1975-76 full value of the property or on 1% of the sales price of the property on sales transactions or construction value added after the 1975-76 valuation. Taxable values on properties (exclusive of increases related to sales and construction) can rise at the lesser of 2% per year or inflation.

CITY AND COUNTY OF SAN FRANCISCO
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The Proposition 13 limitations on general property taxes do not limit taxes levied to pay the interest and redemption charges on any indebtedness approved by the voters prior to June 6, 1978 (the date of passage of Proposition 13). Proposition 13 was amended in 1986 to allow property taxes in excess of the 1% tax rate limit to fund general obligation bond debt service when such bonds are approved by two-thirds of the local voters. In 2000, California voters approved Proposition 39 which set the approval threshold at 55% for school facilities-related bonds. These "override" taxes for debt service amounted to approximately \$101.2 million for the year ended June 30, 2004, of which \$2.7 million was for the San Francisco Community College District (CCD).

Taxable valuation for the year ended June 30, 2004 (net of non-reimbursable exemptions, reimbursable exemptions, and tax increment allocations to the Redevelopment Agency) was approximately \$95.4 billion, an increase of 5.8%. The secured tax rate was \$1.107 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, \$0.107, for bond debt service, and \$0.35 for the San Francisco Unified School District, CCD, the Bay Area Air Quality Management District, and the Bay Area Rapid Transit District. Delinquencies in the current year on secured taxes and unsecured taxes amounted to 1.81% and 3.78%, respectively, of the current year tax levy, for an average delinquency rate of 1.96% 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 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, 2004 was \$8.9 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, 2004**

(7) CAPITAL ASSETS

Primary Government

Capital asset activity of the primary government for the year ended June 30, 2004, was as follows (in thousands):

Governmental Activities:

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 141,608	\$ 2,032	\$ -	\$ 143,640
Construction in progress.....	215,658	166,478	(136,459)	245,677
Total capital assets, not being depreciated.....	<u>357,266</u>	<u>168,510</u>	<u>(136,459)</u>	<u>389,317</u>
Capital assets, being depreciated:				
Facilities and improvements.....	2,015,981	76,401	-	2,092,382
Machinery and equipment.....	232,463	13,229	(1,573)	244,119
Infrastructure.....	131,808	49,168	-	180,976
Property held under lease.....	4,816	-	-	4,816
Total capital assets, being depreciated.....	<u>2,385,068</u>	<u>138,798</u>	<u>(1,573)</u>	<u>2,522,293</u>
Less accumulated depreciation for:				
Facilities and improvements.....	359,812	37,372	-	397,184
Machinery and equipment.....	169,564	23,410	(1,529)	191,445
Infrastructure.....	487	3,651	-	4,138
Property held under lease.....	4,280	-	-	4,280
Total accumulated depreciation.....	<u>534,143</u>	<u>64,433</u>	<u>(1,529)</u>	<u>597,047</u>
Total capital assets, being depreciated, net.....	<u>1,850,925</u>	<u>74,365</u>	<u>(44)</u>	<u>1,925,246</u>
Governmental activities capital assets, net.....	<u>\$ 2,208,191</u>	<u>\$ 242,875</u>	<u>\$ (136,503)</u>	<u>\$ 2,314,563</u>

Business-type Activities:

San Francisco International Airport

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 2,316	\$ -	\$ -	\$ 2,316
Construction in progress.....	106,967	90,164	(70,557)	126,574
Total capital assets, not being depreciated.....	<u>109,283</u>	<u>90,164</u>	<u>(70,557)</u>	<u>128,890</u>
Capital assets, being depreciated:				
Facilities and improvements.....	4,604,727	66,137	-	4,670,864
Machinery and equipment.....	70,240	1,241	(1,274)	70,207
Easements.....	131,848	3,750	-	135,598
Total capital assets, being depreciated.....	<u>4,806,815</u>	<u>71,128</u>	<u>(1,274)</u>	<u>4,876,669</u>
Less accumulated depreciation for:				
Facilities and improvements.....	850,011	148,496	-	998,507
Machinery and equipment.....	54,953	5,966	(1,217)	59,702
Easements.....	39,795	6,650	-	46,445
Total accumulated depreciation.....	<u>944,759</u>	<u>161,112</u>	<u>(1,217)</u>	<u>1,104,654</u>
Total capital assets, being depreciated, net.....	<u>3,862,056</u>	<u>(89,984)</u>	<u>(57)</u>	<u>3,772,015</u>
Capital assets, net.....	<u>\$ 3,971,339</u>	<u>\$ 180</u>	<u>\$ (70,614)</u>	<u>\$ 3,900,905</u>

**CITY AND COUNTY OF SAN FRANCISCO
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June 30, 2004**

Water Department

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 18,112	\$ -	\$ (183)	\$ 17,929
Construction in progress.....	117,313	101,027	(132,585)	85,755
Total capital assets, not being depreciated.....	135,425	101,027	(132,768)	103,684
Capital assets, being depreciated:				
Facilities and improvements.....	863,745	104,757	-	968,502
Machinery and equipment.....	95,681	4,951	(727)	99,905
Total capital assets, being depreciated.....	959,426	109,708	(727)	1,068,407
Less accumulated depreciation for:				
Facilities and improvements.....	331,830	27,288	-	359,118
Machinery and equipment.....	53,684	7,822	(700)	60,806
Total accumulated depreciation.....	385,514	35,110	(700)	419,924
Total capital assets, being depreciated, net.....	573,912	74,598	(27)	648,483
Capital assets, net.....	\$ 709,337	\$ 175,625	\$ (132,795)	\$ 752,167

Hetch Hetchy Water and Power

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 4,215	\$ -	\$ -	\$ 4,215
Construction in progress.....	57,664	24,090	(30,657)	51,097
Total capital assets, not being depreciated.....	61,879	24,090	(30,657)	55,312
Capital assets, being depreciated:				
Facilities and improvements.....	402,153	24,512	-	426,665
Machinery and equipment.....	36,912	1,388	(144)	38,156
Total capital assets, being depreciated.....	439,065	25,900	(144)	464,821
Less accumulated depreciation for:				
Facilities and improvements.....	225,796	8,270	-	234,066
Machinery and equipment.....	24,350	1,595	(139)	25,806
Total accumulated depreciation.....	250,146	9,865	(139)	259,872
Total capital assets, being depreciated, net.....	188,919	16,035	(5)	204,949
Capital assets, net.....	\$ 250,798	\$ 40,125	\$ (30,662)	\$ 260,261

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

Municipal Transportation Agency

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 26,245	\$ -	\$ -	\$ 26,245
Construction in progress.....	190,189	172,858	(80,268)	282,779
Total capital assets, not being depreciated.....	216,434	172,858	(80,268)	309,024
Capital assets, being depreciated:				
Facilities and improvements.....	374,938	1,960	(47)	376,851
Machinery and equipment.....	1,042,893	71,136	(25,392)	1,088,637
Infrastructure.....	693,029	10,644	-	703,673
Total capital assets, being depreciated.....	2,110,860	83,740	(25,439)	2,169,161
Less accumulated depreciation for:				
Facilities and improvements.....	115,207	8,234	(45)	123,396
Machinery and equipment.....	222,982	59,127	(24,659)	257,450
Infrastructure.....	186,534	22,469	-	209,003
Total accumulated depreciation.....	524,723	89,830	(24,704)	589,849
Total capital assets, being depreciated, net.....	1,586,137	(6,090)	(735)	1,579,312
Capital assets, net.....	\$ 1,802,571	\$ 166,768	\$ (81,003)	\$ 1,888,336

General Hospital Medical Center

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 542	\$ -	\$ -	\$ 542
Construction in progress.....	2,327	1,228	-	3,555
Total capital assets, not being depreciated.....	2,869	1,228	-	4,097
Capital assets, being depreciated:				
Facilities and improvements.....	124,664	1,239	-	125,903
Machinery and equipment.....	45,531	399	-	45,930
Total capital assets, being depreciated.....	170,195	1,638	-	171,833
Less accumulated depreciation for:				
Facilities and improvements.....	79,109	4,260	-	83,369
Machinery and equipment.....	34,251	2,374	-	36,625
Total accumulated depreciation.....	113,360	6,634	-	119,994
Total capital assets, being depreciated, net.....	56,835	(4,996)	-	51,839
Capital assets, net.....	\$ 59,704	\$ (3,768)	\$ -	\$ 55,936

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004**

Clean Water Program

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 22,168	\$ -	\$ -	\$ 22,168
Construction in progress.....	8,524	23,070	(9,215)	22,379
Total capital assets, not being depreciated.....	<u>30,692</u>	<u>23,070</u>	<u>(9,215)</u>	<u>44,547</u>
Capital assets, being depreciated:				
Facilities and improvements.....	1,916,830	6,685	-	1,923,515
Machinery and equipment.....	23,444	759	-	24,203
Total capital assets, being depreciated.....	<u>1,940,274</u>	<u>7,444</u>	<u>-</u>	<u>1,947,718</u>
Less accumulated depreciation for:				
Facilities and improvements.....	625,397	37,535	-	662,932
Machinery and equipment.....	19,612	559	-	20,171
Total accumulated depreciation.....	<u>645,009</u>	<u>38,094</u>	<u>-</u>	<u>683,103</u>
Total capital assets, being depreciated, net.....	<u>1,295,265</u>	<u>(30,650)</u>	<u>-</u>	<u>1,264,615</u>
Capital assets, net.....	<u>\$ 1,325,957</u>	<u>\$ (7,580)</u>	<u>\$ (9,215)</u>	<u>\$ 1,309,162</u>

Port of San Francisco

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 119,512	\$ 19	\$ (79)	\$ 119,452
Construction in progress.....	22,709	7,567	(18,220)	12,056
Total capital assets, not being depreciated.....	<u>142,221</u>	<u>7,586</u>	<u>(18,299)</u>	<u>131,508</u>
Capital assets, being depreciated:				
Facilities and improvements.....	250,121	17,105	(1,400)	265,826
Machinery and equipment.....	12,877	1,125	(634)	13,368
Total capital assets, being depreciated.....	<u>262,998</u>	<u>18,230</u>	<u>(2,034)</u>	<u>279,194</u>
Less accumulated depreciation for:				
Facilities and improvements.....	150,323	8,348	(1,371)	157,300
Machinery and equipment.....	7,241	1,199	(483)	7,957
Total accumulated depreciation.....	<u>157,564</u>	<u>9,547</u>	<u>(1,854)</u>	<u>165,257</u>
Total capital assets, being depreciated, net.....	<u>105,434</u>	<u>8,683</u>	<u>(180)</u>	<u>113,937</u>
Capital assets, net.....	<u>\$ 247,655</u>	<u>\$ 16,269</u>	<u>\$ (18,479)</u>	<u>\$ 245,445</u>

**CITY AND COUNTY OF SAN FRANCISCO
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Laguna Honda Hospital

	Balance July 1, 2003	Increases *	Decreases *	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 914	\$ -	\$ -	\$ 914
Construction in progress.....	40,510	16,064	-	56,574
Total capital assets, not being depreciated.....	<u>41,424</u>	<u>16,064</u>	<u>-</u>	<u>57,488</u>
Capital assets, being depreciated:				
Facilities and improvements.....	26,564	824	-	27,388
Machinery and equipment.....	12,611	8	-	12,619
Property held under lease.....	824	2,294	(824)	2,294
Total capital assets, being depreciated.....	<u>39,999</u>	<u>3,126</u>	<u>(824)</u>	<u>42,301</u>
Less accumulated depreciation for:				
Facilities and improvements.....	20,355	1,701	-	22,056
Machinery and equipment.....	11,644	206	(20)	11,830
Property held under lease.....	721	46	(721)	46
Total accumulated depreciation.....	<u>32,720</u>	<u>1,953</u>	<u>(741)</u>	<u>33,932</u>
Total capital assets, being depreciated, net	<u>7,279</u>	<u>1,173</u>	<u>(83)</u>	<u>8,369</u>
Capital assets, net.....	<u>\$ 48,703</u>	<u>\$ 17,237</u>	<u>\$ (83)</u>	<u>\$ 65,857</u>

* The increases and decreases include transfers of categories of fixed assets from properties held under lease to facilities and improvements.

Other Fund - San Francisco Market Corporation

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Construction in progress.....	\$ -	\$ -	\$ -	\$ -
Total capital assets, not being depreciated.....	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Capital assets, being depreciated:				
Facilities and improvements.....	9,472	11	-	9,483
Machinery and equipment.....	25	4	-	29
Total capital assets, being depreciated.....	<u>9,497</u>	<u>15</u>	<u>-</u>	<u>9,512</u>
Less accumulated depreciation for:				
Facilities and improvements.....	3,990	266	-	4,256
Machinery and equipment.....	-	-	-	-
Total accumulated depreciation.....	<u>3,990</u>	<u>266</u>	<u>-</u>	<u>4,256</u>
Total capital assets, being depreciated, net.....	<u>5,507</u>	<u>(251)</u>	<u>-</u>	<u>5,256</u>
Capital assets, net.....	<u>\$ 5,507</u>	<u>\$ (251)</u>	<u>\$ -</u>	<u>\$ 5,256</u>

**CITY AND COUNTY OF SAN FRANCISCO
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Total Business-type Activities

	Balance July 1, 2003	Increases *	Decreases *	Balance June 30, 2004
Capital assets, not being depreciated:				
Land.....	\$ 194,024	\$ 19	\$ (262)	\$ 193,781
Construction in progress.....	546,203	436,068	(341,502)	640,769
Total capital assets, not being depreciated.....	740,227	436,087	(341,764)	834,550
Capital assets, being depreciated:				
Facilities and improvements.....	8,573,214	223,231	(1,448)	8,794,997
Machinery and equipment.....	1,340,214	81,011	(28,171)	1,393,054
Infrastructure.....	693,029	10,644	-	703,673
Property held under lease.....	824	2,294	(824)	2,294
Easements.....	131,848	3,750	-	135,598
Total capital assets, being depreciated.....	10,739,129	320,930	(30,443)	11,029,616
Less accumulated depreciation for:				
Facilities and improvements.....	2,402,018	244,399	(1,416)	2,645,001
Machinery and equipment.....	428,717	78,848	(27,218)	480,347
Infrastructure.....	186,534	22,468	-	209,002
Property held under lease.....	721	46	(721)	46
Easements.....	39,795	6,650	-	46,445
Total accumulated depreciation.....	3,057,785	352,411	(29,355)	3,380,841
Total capital assets, being depreciated, net.....	7,681,344	(31,481)	(1,088)	7,648,775
Capital assets, net.....	\$ 8,421,571	\$ 404,606	\$ (342,852)	\$ 8,483,325

* The increases and decreases include transfers of categories of fixed assets from properties held under lease to facilities and improvements.

Depreciation expense was charged to functions/programs of the primary government as follows (in thousands):

Governmental Activities	
Public protection.....	\$ 10,692
Public works transportation and commerce.....	15,268
Human welfare and neighborhood development.....	534
Community Health.....	884
Culture and recreation.....	22,431
General administration and finance.....	13,533
Capital assets held by the City's internal service funds charged to the various functions on a prorated basis based on their usage of the assets.....	1,091
Total depreciation expense - governmental activities	\$ 64,433
Business-type activities:	
Airport.....	\$ 161,112
Water.....	35,110
Power.....	9,865
Transit.....	89,830
Hospitals.....	8,587
Sewer.....	38,094
Port.....	9,547
Market.....	266
Total depreciation expense - business-type activities.....	\$ 352,411

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

Equipment is generally estimated to have useful lives of 2 to 40 years, except for certain equipment of the Water Department that has an estimated useful life of up to 75 years. Facilities and improvements are generally estimated to have useful lives from 15 to 50 years, except for utility type assets of the Water Department and Hetch Hetchy Water and Power (Hetch Hetchy), the CWP, MTA, Laguna Honda Hospital (LHH), and the Port of San Francisco (Port) that have estimated useful lives from 51 to 175 years. These long-lived assets include reservoirs, aqueducts, pumping stations of Hetch Hetchy, Cable Car Barn facilities and structures of MTA, building and structures of LHH, and pier substructures of the Port and totaled \$1.5 billion as of June 30, 2004. In addition, the Hetch Hetchy had utility type assets with useful lives over 100 years which totaled \$4.5 million at June 30, 2004.

During the fiscal year ended June 30, 2004, the City's enterprise funds incurred total interest expense and interest income of approximately \$274 million and \$17.6 million, respectively. Of these amounts, interest expense and interest income of approximately \$8.8 million and \$0 million respectively, was capitalized as part of the cost of constructing proprietary capital assets. The net amount of approximately \$8.8 million was capitalized into capital assets.

During fiscal year ended June 30, 2004, Water, Hetch Hetchy, and CWP expensed \$27 million, \$7.8 million, \$2.5 million respectively, related to capitalized design and planning costs on certain projects which were discontinued. The amounts of the write-off were recognized as other operating expense in the accompanying financial statements.

Component Unit - Redevelopment Agency

Capital asset activity of the Redevelopment Agency for the year ended June 30, 2004 was as follows (in thousands):

	Balance July 1, 2003	Increases	Decreases	Balance June 30, 2004
Capital assets, not being depreciated:				
Property held under lease.....	\$ 77,612	\$ 5,080	\$ -	\$ 82,692
Construction in progress.....	7,572	23,996	-	31,568
Total capital assets, not being depreciated/amortized.....	<u>85,184</u>	<u>29,076</u>	<u>-</u>	<u>114,260</u>
Capital assets, being depreciated:				
Facilities and improvements.....	137,212	-	-	137,212
Leasehold improvements.....	21,602	-	-	21,602
Machinery and equipment.....	7,727	32	-	7,759
Total capital assets, being depreciated.....	<u>166,541</u>	<u>32</u>	<u>-</u>	<u>166,573</u>
Less accumulated depreciation and amortization for:				
Facilities and improvements.....	28,902	3,430	-	32,332
Leasehold improvements.....	6,922	432	-	7,354
Machinery and equipment.....	6,763	394	-	7,157
Total accumulated depreciation and amortization.....	<u>42,587</u>	<u>4,256</u>	<u>-</u>	<u>46,843</u>
Total capital assets, being depreciated, net.....	<u>123,954</u>	<u>(4,224)</u>	<u>-</u>	<u>119,730</u>
Redevelopment Agency capital assets, net.....	<u>\$ 209,138</u>	<u>\$ 24,852</u>	<u>\$ -</u>	<u>\$ 233,990</u>

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

(8) BONDS, LOANS, CAPITAL LEASES AND OTHER PAYABLES

The following is a summary of long-term obligations of the City as of June 30, 2004 (in thousands):

GOVERNMENTAL ACTIVITIES			
<u>Type of Obligation and Purpose</u>	<u>Final Maturity Date</u>	<u>Remaining Interest Rates</u>	<u>Amount</u>
GENERAL OBLIGATION BONDS (a):			
Affordable housing.....	2021	4.0 to 7.375%	\$ 87,540
City hall improvement project.....	2005	5.0%	2,810
Fire protection.....	2005	5.2%	630
Library.....	2022	2.5 to 6.8%	37,495
Museums.....	2019	4.5 to 5.5%	15,100
Parks and playgrounds.....	2023	2.0 to 6.5%	72,295
Public safety improvements.....	2005	5.2%	335
Schools.....	2023	2.0 to 6.5%	139,925
Zoo facilities.....	2022	2.5 to 6.0%	35,065
Refunding.....	2016	3.0 to 5.75%	<u>453,155</u>
General obligation bonds - governmental activities.....			<u>844,350</u>
LEASE REVENUE BONDS:			
San Francisco Finance Corporation* (b) & (e).....	2030	2.0 to 5.5%	<u>245,680</u>
Lease revenue bonds - governmental activities.....			<u>245,680</u>
OTHER LONG-TERM OBLIGATIONS:			
Certificates of participation (c) & (d).....	2034	3.0 to 5.875%	290,635
Commercial Paper (c).....	2005	1.02 to 1.05%	50,000
Loans (c), (d) & (f).....	2014	4.3 to 6.7%	9,515
Capital leases payable (c) & (f).....	2024	1.5 to 7.05%	194,815
Settlement Obligation Bonds (d).....	2011	2.0 to 3.05%	44,275
Accrued vacation and sick leave (d) & (f).....			128,417
Accrued workers' compensation (d) & (f).....			213,630
Estimated claims payable (d) & (f).....			<u>79,805</u>
Other long-term obligations - governmental activities.....			<u>1,011,092</u>
DEFERRED AMOUNTS:			
Bond issuance premiums.....			4,912
Bond issuance discounts.....			(2,509)
Bond refunding.....			<u>(6,339)</u>
Deferred amounts.....			<u>(3,936)</u>
Governmental activities total long-term obligations.....			<u>\$ 2,097,186</u>

Debt service payments are made from the following sources:

- (a) Property tax recorded in the Debt Service Fund.
- (b) Lease revenues from participating departments in the General, Special Revenue and Enterprise Funds.
- (c) Revenues recorded in the Special Revenue Funds.
- (d) Revenues recorded in the General Fund.
- (e) Hotel taxes and other revenues recorded in the General and Special Revenue Funds.
- (f) User-charge reimbursements from the General, Special Revenue and Enterprise Funds.

Internal Service Funds serve primarily the governmental funds. Accordingly, long-term liabilities for the Internal Service Funds are included in the above amounts.

*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, 2004 was 1.5%. The rate at June 30, 2004 was 1%.

**CITY AND COUNTY OF SAN FRANCISCO
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BUSINESS-TYPE ACTIVITIES

Entity and Type of Obligation	Final Maturity Date	Remaining Interest Rates	Amount
San Francisco International Airport:			
Revenue bonds.....	2032	1.55 to 8.0%*	\$ 4,173,170
Water Department:			
Revenue bonds.....	2032	2.5 to 6.5%	501,025
Commercial paper.....	2005	1.05%	25,000
Accreted interest.....			2,567
Hetch Hetchy Water and Power:			
Notes, loans and other payables.....	2010	3%	693
Municipal Transportation Agency:			
Municipal Railway			
Capital leases.....	2005	3.43%	168
Parking and Traffic			
Revenue bonds.....	2020	4.0 to 6.75%	22,135
Lease revenue bonds.....	2022	3.7 to 6.0%	11,425
Capital leases.....	2006	3.41 to 3.5%	393
Notes, loans and other payables**.....	2010	3.0 to 5.25%	24,299
Downtown Parking - parking revenue refunding bonds.....	2018	3.0 to 5.375%	12,100
Ellis-O'Farrell - parking revenue refunding bonds.....	2017	3.5 to 4.7%	5,465
Uptown Parking - revenue bonds.....	2031	4.5 to 6.0%	18,720
General Hospital Medical Center:			
Capital leases.....	2009	5.7 to 8.5%	2,205
Clean Water Program:			
Revenue bonds.....	2025	3.0 to 5.25%	396,270
State of California - Revolving fund loans.....	2021	2.8 to 3.5%	150,196
Port of San Francisco:			
General Obligation Bonds -			
City and County of San Francisco.....	2005	6.30%	400
Revenue bonds.....	2010	5.5 to 9.0%	27,095
Notes, loans and other payables.....	2029	4.50%	3,436
Capital leases.....	2005	6.31%	23
Laguna Honda Hospital:			
Capital leases.....	2009	3.465%	2,102
Accrued vacation and sick leave.....			73,890
Accrued workers' compensation.....			183,496
Estimated claims payable.....			47,631
Deferred Amounts:			
Bond issuance premiums.....			47,047
Bond issuance discounts.....			(21,768)
Bond refunding.....			(86,801)
Business-type activities total long-term obligations.....			<u>\$ 5,622,382</u>

*Includes Second Series Revenue Bonds Issue 31 which were issued in an auction mode. The average interest rate for the period March 25, 2004 through June 30, 2004 was 1.065%.

**Includes an unamortized loan premium of \$1.1 million for Parking and Traffic.

Sources of funds to meet debt service requirements are revenues derived from user fees and charges for services recorded in their respective Enterprise Funds.

**CITY AND COUNTY OF SAN FRANCISCO
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June 30, 2004**

Type of Obligation	Final Maturity Date	Remaining Interest Rates	Amount
SAN FRANCISCO REDEVELOPMENT AGENCY AND FINANCING AUTHORITY:			
Lease Revenue Bonds:			
Moscone Convention Center (a).....	2024	2.0 to 8.5%	\$ 171,651
Hotel Tax Revenue Bonds (b).....	2025	4.1 to 6.75%	70,165
Financing Authority Bonds:			
Tax Allocation Revenue Bonds (c).....	2030	1.8 to 8.3%	485,897
South Beach Harbor Variable Rate Refunding Bonds (d).....	2017	Variable (1.08% at 6/30/04)	11,500
Less deferred amounts:			
Bond issuance premiums.....			9,641
Refunding loss.....			<u>(3,263)</u>
Sub-total.....			745,591
California Department of Boating and Waterways Loan (e).....	2037	4.50%	8,000
Accreted Interest payable.....			142,388
Accrued vacation and sick leave pay.....			<u>2,733</u>
Component unit total long-term obligations.....			<u><u>\$ 898,712</u></u>

Debt service payments are made from the following sources:

- (a) Hotel taxes and operating revenues recorded in the Convention Facilities Special Revenue Fund and existing debt service/escrow trust funds.
- (b) Hotel taxes from hotels located in the Redevelopment Project Areas.
- (c) Property taxes allocated to the Redevelopment Agency based on increased assessed valuations in project areas (note 12) and existing debt service/escrow trust funds.
- (d) South Beach Harbor Project cash reserves, property tax increments and project revenues.
- (e) South Beach Harbor Project revenues (subordinated to Refunding Bonds).

Debt Compliance

There are a number of limitations and restrictions contained in the various bond indentures. The City believes it is in compliance with all significant limitations and restrictions.

Legal Debt Limit and Legal Debt Margin

As of June 30, 2004, the City's debt limit (3% of valuation subject to taxation) was \$3.0 billion. The total amount of debt applicable to the debt limit was \$0.8 billion, net of certain assets in other non-major governmental funds, and other deductions allowed by law. The resulting legal debt margin was \$2.2 billion.

Arbitrage

Under U.S. Treasury Department regulations, all governmental tax-exempt debt issued after August 31, 1986 is subject to arbitrage rebate requirements. The requirements stipulate, in general, that the earnings from the investment of tax exempt bond proceeds, which exceed related interest expenditures on the bonds, must be remitted to the Federal government on every fifth anniversary of each bond issue. The City has evaluated each general obligation bond and has recognized an arbitrage liability of \$1.7 million as of June 30, 2004. This arbitrage liability is reported in deferred credits and other liabilities in the governmental activities of the statement of net assets. The Finance Corporation has evaluated their lease revenue bonds and a liability of \$0.2 million was reported in the deferred credits and other liabilities in the Internal Service Fund as of June 30, 2004. 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

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

debt of the Enterprise Funds has been recorded as a liability in the respective fund. In addition, the Redevelopment Agency records any arbitrage liability in deferred credits and other liabilities.

Assessment District

During June 1996, the City issued \$1 million of Limited Obligation Improvement Bonds for the Bayshore Hester Assessment District No. 95-1. These bonds were issued pursuant to the Improvement Bond Act of 1915. The proceeds were used to finance the construction of a new public right-of-way. The bonds began to mature during the fiscal year ended June 30, 1999 and continue through 2026 bearing interest from 6.0% to 6.85%. These bonds do not represent obligations of the City. Neither the faith and credit nor the taxing power of the City is pledged to the payment of the bonds. Accordingly, the debt has not been included in the basic financial statements. Assessments collected for repayment of this debt are received in the Tax Collection Agency Fund. Unpaid assessments constitute fixed liens on the lots and parcels assessed within the Bayshore-Hester Assessment District and do not constitute a personal indebtedness of the respective owners of such lots and parcels.

Mortgage Revenue Bonds

In order to facilitate affordable housing, the City issues mortgage revenue bonds for the financing of multifamily rental housing and for below-market rate mortgage financing for first time homebuyers. These obligations are secured by the related mortgage indebtedness and are not obligations of the City. As of June 30, 2004, the aggregate outstanding obligation of such bonds was \$132.5 million.

Changes in Long-Term Obligations

The changes in long-term obligations for governmental activities for the year ended June 30, 2004, are as follows (in thousands):

	July 1, 2003	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2004	Amounts Due Within One Year
Governmental activities:					
Bonds payable:					
General obligation bonds.....	\$ 859,625	\$ 72,370	\$ (87,645)	\$ 844,350	\$ 62,300
Lease revenue bonds.....	252,035	9,530	(15,885)	245,680	18,060
Certificates of participation.....	296,135	-	(5,500)	290,635	8,005
Settlement obligation bond.....	49,470	44,275	(49,470)	44,275	5,605
Less deferred amounts:					
For issuance premiums.....	3,852	1,464	(404)	4,912	-
For issuance discounts.....	(2,737)	-	228	(2,509)	-
On Refunding.....	(6,077)	(889)	627	(6,339)	-
Total Bonds payable.....	1,452,303	126,750	(158,049)	1,421,004	93,970
Commercial Paper.....	-	50,000	-	50,000	50,000
Loans.....	9,278	2,156	(1,919)	9,515	2,054
Capital leases.....	212,649	41,022	(58,856)	194,815	2,046
Accrued vacation and sick leave pay.....	128,893	72,209	(72,685)	128,417	63,682
Accrued workers' compensation.....	195,100	54,797	(36,267)	213,630	45,138
Estimated claims payable.....	58,333	44,064	(22,592)	79,805	19,881
Governmental activities long-term obligations..	<u>\$ 2,056,556</u>	<u>\$ 390,998</u>	<u>\$ (350,368)</u>	<u>\$ 2,097,186</u>	<u>\$ 276,771</u>

CITY AND COUNTY OF SAN FRANCISCO
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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, 2004, \$245.8 million of lease revenue bonds, \$1.1 million of capital leases, \$0.3 million of loans, \$3.7 million of accrued vacation and sick leave pay and \$1.2 million of accrued workers' compensation are included in the above amounts. Also, for the governmental activities, claims and judgments and compensated absences are generally liquidated by the general fund.

The changes in long-term obligations for each enterprise fund for the year ended June 30, 2004, are as follows (in thousands):

	July 1, 2003	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2004	Amounts Due Within One Year
San Francisco International Airport					
Bonds payable:					
Revenue bonds.....	\$ 4,270,600	\$ 265,145	\$ (362,575)	\$ 4,173,170	\$ 78,555
Less deferred amounts:					
For issuance premiums.....	15,489	2,269	(214)	17,544	-
For issuance discounts.....	(19,946)	-	887	(19,059)	-
On refunding.....	(41,193)	(16,408)	4,597	(53,004)	-
Total bonds payable.....	4,224,950	251,006	(357,305)	4,118,651	78,555
Accrued vacation and sick leave pay.....	11,157	8,183	(7,764)	11,576	5,802
Accrued workers' compensation.....	5,759	1,822	(2,426)	5,155	1,186
Estimated claims payable.....	459	178	(178)	459	209
Long-term obligations.....	<u>\$ 4,242,325</u>	<u>\$ 261,189</u>	<u>\$ (367,673)</u>	<u>\$ 4,135,841</u>	<u>\$ 85,752</u>

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

The changes in long-term obligations for each enterprise fund for the year ended June 30, 2004, are as follows (in thousands) - continued:

	July 1, 2003	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2004	Amounts Due Within One Year
Water Department					
Bonds payable:					
Revenue bonds.....	\$ 514,370	\$ -	\$ (13,345)	\$ 501,025	\$ 14,055
Less deferred amounts:					
For issuance premiums.....	7,178	-	(246)	6,932	-
For issuance discounts.....	(2,633)	-	(76)	(2,709)	-
On refunding.....	(8,365)	-	480	(7,885)	-
Total bonds payable.....	510,550	-	(13,187)	497,363	14,055
Accreted interest payable.....	2,396	171	-	2,567	-
Commercial paper.....	-	25,000	-	25,000	25,000
Accrued vacation and sick leave pay.....	7,817	6,686	(5,373)	9,130	4,529
Accrued workers' compensation.....	9,821	3,968	(2,094)	11,695	2,393
Estimated claims payable.....	3,823	4,889	(2,601)	6,111	1,349
Long-term obligations.....	\$ 534,407	\$ 40,714	\$ (23,255)	\$ 551,866	\$ 47,326
Hetch Hetchy Water and Power					
Notes, loans, and other payables.....	\$ 971	\$ -	\$ (278)	\$ 693	\$ 98
Accrued vacation and sick leave pay.....	1,585	984	(771)	1,798	967
Accrued workers' compensation.....	1,893	809	(426)	2,276	455
Estimated claims payable.....	143	1,224	(1,198)	169	38
Long-term obligations.....	\$ 4,592	\$ 3,017	\$ (2,673)	\$ 4,936	\$ 1,558
Municipal Transportation Agency					
Bonds payable:					
Revenue bonds.....	\$ 60,250	\$ -	\$ (1,830)	\$ 58,420	\$ 2,070
Lease revenue bonds.....	12,355	-	(930)	11,425	960
Less deferred amounts:					
For issuance premiums.....	908	87	(26)	969	-
Total bonds payable.....	73,513	87	(2,786)	70,814	3,030
Notes, loans, and other payables.....	26,511	1,600	(3,812)	24,299 *	3,827
Capital leases.....	1,141	23	(603)	561	442
Accrued vacation and sick leave pay.....	24,034	18,539	(18,354)	24,219	13,851
Accrued workers' compensation.....	109,053	34,109	(23,722)	119,440	26,535
Estimated claims payable.....	27,672	15,098	(8,926)	33,844	11,736
Long-term obligations.....	\$ 261,924	\$ 69,456	\$ (58,203)	\$ 273,177	\$ 59,421
* Includes an unamortized loan premium of \$1.1 million for Parking and Traffic.					
General Hospital Medical Center					
Capital leases.....	\$ 2,779	\$ 242	\$ (816)	\$ 2,205	\$ 630
Accrued vacation and sick leave pay.....	12,839	10,157	(9,432)	13,564	7,736
Accrued workers' compensation.....	22,425	4,653	(4,085)	22,993	4,928
Long-term obligations.....	\$ 38,043	\$ 15,052	\$ (14,333)	\$ 38,762	\$ 13,294

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

The changes in long-term obligations for all enterprise funds for the year ended June 30, 2004, are as follows (in thousands) – continued:

	July 1, 2003	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2004	Amounts Due Within One Year
Clean Water Program					
Bonds payable:					
Revenue bonds.....	\$ 396,270	\$ -	\$ -	\$ 396,270	\$ -
Less deferred amounts:					
For issuance premiums.....	22,391	-	(1,005)	21,386	-
On refunding.....	(26,850)	-	1,726	(25,124)	-
Total bonds payable.....	391,811	-	721	392,532	-
State of California - Revolving fund loans.....	165,125	-	(14,929)	150,196	15,413
Accrued vacation and sick leave pay.....	3,623	2,091	(1,958)	3,756	2,019
Accrued workers' compensation.....	3,830	1,737	(767)	4,800	1,006
Estimated claims payable.....	974	4,249	(462)	4,761	1,044
Long-term obligations.....	<u>\$ 565,363</u>	<u>\$ 8,077</u>	<u>\$ (17,395)</u>	<u>\$ 556,045</u>	<u>\$ 19,482</u>
Port of San Francisco					
Bonds payable:					
General obligation bonds.....	\$ 800	\$ -	\$ (400)	\$ 400	\$ 400
Revenue bonds.....	30,690	-	(3,595)	27,095	3,920
Less deferred amounts:					
For issuance premiums.....	260	-	(44)	216	-
On refunding.....	(946)	-	158	(788)	-
Total bonds payable.....	30,804	-	(3,881)	26,923	4,320
Notes, loans, and other payables.....	3,510	-	(74)	3,436	77
Capital leases.....	68	-	(45)	23	23
Accrued vacation and sick leave pay.....	1,890	1,295	(1,346)	1,839	990
Accrued workers' compensation.....	2,931	1,122	(940)	3,113	650
Estimated claims payable.....	1,900	2,265	(1,878)	2,287	1,087
Long-term obligations.....	<u>\$ 41,103</u>	<u>\$ 4,682</u>	<u>\$ (8,164)</u>	<u>\$ 37,621</u>	<u>\$ 7,147</u>
Laguna Honda Hospital					
Capital leases.....	\$ 222	\$ 2,102	\$ (222)	\$ 2,102	\$ 394
Accrued vacation and sick leave pay.....	7,684	6,038	(5,714)	8,008	4,800
Accrued workers' compensation.....	13,444	5,160	(4,580)	14,024	2,955
Long-term obligations.....	<u>\$ 21,350</u>	<u>\$ 13,300</u>	<u>\$ (10,516)</u>	<u>\$ 24,134</u>	<u>\$ 8,149</u>

CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004

A summary of the changes in long-term obligations for all enterprise funds for the year ended June 30, 2004, are as follows (in thousands):

	July 1, 2003	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2004	Amounts Due Within One Year
Total Business-type Activities:					
Bonds payable:					
General obligation bonds.....	\$ 800	\$ -	\$ (400)	\$ 400	\$ 400
Revenue bonds.....	5,272,180	265,145	(381,345)	5,155,980	98,600
Lease revenue bonds.....	12,355	-	(930)	11,425	960
Less deferred amounts:					
For issuance premiums.....	46,226	2,356	(1,535)	47,047	-
For issuance discounts.....	(22,579)	-	811	(21,768)	-
On refunding.....	(77,354)	(16,408)	6,961	(86,801)	-
Total bonds payable.....	5,231,628	251,093	(376,438)	5,106,283	99,960
Accreted interest payable.....	2,396	171	-	2,567	-
Commercial paper.....	-	25,000	-	25,000	25,000
State of California - Revolving fund loans.....	165,125	-	(14,929)	150,196	15,413
Notes, loans, and other payables.....	30,992	1,600	(4,164)	28,428	4,002
Capital leases.....	4,210	2,367	(1,686)	4,891	1,489
Accrued vacation and sick leave pay.....	70,629	53,973	(50,712)	73,890	40,694
Accrued workers' compensation.....	169,156	53,380	(39,040)	183,496	40,108
Estimated claims payable.....	34,971	27,903	(15,243)	47,631	15,463
Business-type activities long term obligations....	<u>\$ 5,709,107</u>	<u>\$ 415,487</u>	<u>\$ (502,212)</u>	<u>\$ 5,622,382</u>	<u>\$ 242,129</u>

The changes in long term obligations for the component unit for the year ended June 30, 2004, are as follows (in thousands):

	July 1, 2003	Additional Obligations, Interest Accretion and Net Increases	Current Maturities Retirements, and Net Decreases	June 30, 2004	Amounts Due Within One Year
Component Unit:					
Redevelopment Agency					
Bonds payable:					
Revenue bonds.....	\$ 698,261	\$ 174,615	\$ (145,163)	\$ 727,713	\$ 52,667
Refunding bonds.....	11,500	-	-	11,500	700
Less deferred amounts:					
For issuance premiums.....	8,232	1,958	(549)	9,641	-
On refunding.....	(213)	(3,064)	14	(3,263)	-
Total bonds payable.....	717,780	173,509	(145,698)	745,591	53,367
Accreted interest payable.....	159,478	9,407	(26,497)	142,388	75,171 (1)
Notes, loans, and other payables.....	8,000	-	-	8,000	-
Accrued vacation and sick leave pay.....	2,900	21	(188)	2,733	1,168
Component unit - long term obligations.....	<u>\$ 888,158</u>	<u>\$ 182,937</u>	<u>\$ (172,383)</u>	<u>\$ 898,712</u>	<u>\$ 129,706</u>

(1) This amount is included in accrued interest payable in the accompanying statement of net assets.

CITY AND COUNTY OF SAN FRANCISCO
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Annual debt service requirements to maturity for all bonds and loans outstanding as of June 30, 2004, for governmental activities are as follows (in thousands):

Fiscal Year Ending June 30,	Governmental Activities ⁽¹⁾⁽²⁾⁽³⁾							
	General Obligation Bonds		Lease Revenue Bonds		Other Long-Term Obligations		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2005.....	\$ 62,300	\$ 41,864	\$ 18,060	\$ 5,176	\$ 15,664	\$ 16,011	\$ 96,024	\$ 63,051
2006.....	65,155	39,043	17,780	4,665	15,898	15,428	98,833	59,136
2007.....	68,070	35,874	15,805	4,159	15,483	14,802	99,358	54,835
2008.....	69,065	32,481	13,955	3,712	15,403	14,221	98,423	50,414
2009.....	72,355	29,084	12,265	3,307	16,007	13,623	100,627	46,014
2010-2014..	306,500	93,586	35,800	12,761	65,235	58,725	407,535	165,072
2015-2019..	162,570	33,188	35,670	8,724	50,150	44,933	248,390	86,845
2020-2024..	38,335	3,374	41,445	5,095	43,825	32,972	123,605	41,441
2025-2029..	-	-	44,700	1,978	49,135	21,395	93,835	23,373
2030-2034..	-	-	10,200	115	57,625	7,604	67,825	7,719
Total.....	<u>\$ 844,350</u>	<u>\$ 308,494</u>	<u>\$ 245,680</u>	<u>\$ 49,692</u>	<u>\$ 344,425</u>	<u>\$ 239,714</u>	<u>\$ 1,434,455</u>	<u>\$ 597,900</u>

The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2004, for each enterprise fund is as follows (in thousands):

Fiscal Year Ending June 30,	San Francisco International Airport ⁽¹⁾							
	General Obligation Bonds		Revenue Bonds		Other Long-Term Obligations		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2005.....	\$ -	\$ -	\$ 78,555	\$ 210,893	\$ -	\$ -	\$ 78,555	\$ 210,893
2006.....	-	-	82,700	207,071	-	-	82,700	207,071
2007.....	-	-	90,340	203,796	-	-	90,340	203,796
2008.....	-	-	107,400	198,479	-	-	107,400	198,479
2009.....	-	-	112,810	193,874	-	-	112,810	193,874
2010-2014..	-	-	706,660	874,968	-	-	706,660	874,968
2015-2019..	-	-	880,230	681,003	-	-	880,230	681,003
2020-2024..	-	-	1,080,360	434,965	-	-	1,080,360	434,965
2025-2029..	-	-	892,840	159,363	-	-	892,840	159,363
2030-2034..	-	-	141,275	10,964	-	-	141,275	10,964
Total.....	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,173,170</u>	<u>\$ 3,175,376</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,173,170</u>	<u>\$ 3,175,376</u>

- (1) The specific year for payment of estimated claims payable, accrued vacation and sick leave pay and accrued workers' compensation is not practicable to determine.
- (2) The payment stream for principal and interest on commercial paper is not practicable to determine because the timing of the issuance and payment is based on project expenditures.
- (3) Includes the Moscone Center Expansion Project Lease Revenue Bonds with variable rate bonds currently reset weekly.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004**

The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2004, for each enterprise fund is as follows (in thousands) – continued:

Water Department ⁽¹⁾⁽²⁾								
Fiscal Year Ending June 30,	General Obligation Bonds		Revenue Bonds		Other Long-Term Obligations		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2005.....	\$ -	\$ -	\$ 14,055	\$ 23,939	\$ -	\$ -	\$ 14,055	\$ 23,939
2006.....	-	-	14,790	23,315	-	-	14,790	23,315
2007.....	-	-	15,450	22,666	-	-	15,450	22,666
2008.....	-	-	16,225	21,921	-	-	16,225	21,921
2009.....	-	-	17,035	21,131	-	-	17,035	21,131
2010-2014...	-	-	97,905	92,969	-	-	97,905	92,969
2015-2019...	-	-	92,120	68,489	-	-	92,120	68,489
2020-2024...	-	-	82,935	47,860	-	-	82,935	47,860
2025-2029...	-	-	86,645	26,502	-	-	86,645	26,502
2030-2034...	-	-	63,865	5,911	-	-	63,865	5,911
Total.....	\$ -	\$ -	\$ 501,025	\$ 354,703	\$ -	\$ -	\$ 501,025	\$ 354,703

Hetch Hetchy Water and Power ⁽¹⁾								
Fiscal Year Ending June 30,	General Obligation Bonds		Revenue Bonds		Other Long-Term Obligations		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2005.....	\$ -	\$ -	\$ -	\$ -	\$ 98	\$ 20	\$ 98	\$ 20
2006.....	-	-	-	-	101	17	101	17
2007.....	-	-	-	-	104	14	104	14
2008.....	-	-	-	-	107	11	107	11
2009.....	-	-	-	-	110	8	110	8
2010-2014...	-	-	-	-	173	5	173	5
Total.....	\$ -	\$ -	\$ -	\$ -	\$ 693	\$ 75	\$ 693	\$ 75

Municipal Transportation Agency ⁽¹⁾⁽³⁾								
Fiscal Year Ending June 30,	General Obligation Bonds		Revenue and Lease Revenue Bonds		Other Long-Term Obligations		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2005.....	\$ -	\$ -	\$ 3,030	\$ 3,422	\$ 3,827	\$ 1,104	\$ 6,857	\$ 4,526
2006.....	-	-	3,375	3,281	4,017	913	7,392	4,194
2007.....	-	-	3,500	3,147	4,218	713	7,718	3,860
2008.....	-	-	3,650	3,003	4,429	502	8,079	3,505
2009.....	-	-	3,810	2,851	6,381	283	10,191	3,134
2010-2014...	-	-	15,400	12,025	279	61	15,679	12,086
2015-2019...	-	-	19,340	7,430	-	-	19,340	7,430
2020-2024...	-	-	6,820	3,343	-	-	6,820	3,343
2025-2029...	-	-	-	1,831	-	-	-	1,831
2030-2034...	-	-	10,920	230	-	-	10,920	230
Total.....	\$ -	\$ -	\$ 69,845	\$ 40,563	\$ 23,151	\$ 3,576	\$ 92,996	\$ 44,139

- (1) The specific year for payment of accreted interest payable (Water Department), estimated claims payable, accrued vacation and sick leave pay and accrued workers' compensation is not practicable to determine.
- (2) The payment stream for principal and interest on commercial paper is not practicable to determine because the timing of the issuance and payment is based on project expenditures.
- (3) Unamortized loan premiums of \$1.1 million (MTA) are not included in principal payments.

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The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2004, for each enterprise fund is as follows (in thousands) – continued:

Fiscal Year Ending June 30,	Clean Water Program ⁽¹⁾							
	General Obligation Bonds		Revenue Bonds		Other Long-Term Obligations		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2005.....	\$ -	\$ -	\$ -	\$ 17,219	\$ 15,413	\$ 4,718	\$ 15,413	\$ 21,937
2006.....	-	-	-	17,219	15,915	4,218	15,915	21,437
2007.....	-	-	33,445	16,718	16,430	3,701	49,875	20,419
2008.....	-	-	34,500	15,698	13,337	3,168	47,837	18,866
2009.....	-	-	35,665	14,646	13,761	2,744	49,426	17,390
2010-2014...	-	-	132,950	54,664	54,956	7,499	187,906	62,163
2015-2019...	-	-	90,925	27,001	17,028	1,650	107,953	28,651
2020-2024...	-	-	62,530	8,197	3,356	147	65,886	8,344
2025-2029...	-	-	6,255	315	-	-	6,255	315
Total.....	\$ -	\$ -	\$ 396,270	\$ 171,677	\$ 150,196	\$ 27,845	\$ 546,466	\$ 199,522

Fiscal Year Ending June 30,	Port of San Francisco ⁽¹⁾							
	General Obligation Bonds		Revenue Bonds		Other Long-Term Obligations		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2005.....	\$ 400	\$ 25	\$ 3,920	\$ 1,449	\$ 77	\$ 155	\$ 4,397	\$ 1,629
2006.....	-	-	4,135	1,226	81	151	4,216	1,377
2007.....	-	-	4,370	985	84	148	4,454	1,133
2008.....	-	-	4,615	727	88	144	4,703	871
2009.....	-	-	4,885	449	92	140	4,977	589
2010-2014...	-	-	5,170	153	525	633	5,695	786
2015-2019...	-	-	-	-	656	503	656	503
2020-2024...	-	-	-	-	816	342	816	342
2025-2029...	-	-	-	-	1,017	141	1,017	141
Total.....	\$ 400	\$ 25	\$ 27,095	\$ 4,989	\$ 3,436	\$ 2,357	\$ 30,931	\$ 7,371

A summary of the annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2004, for business type activities follows (in thousands):

Fiscal Year Ending June 30,	Total Business-type Activities ^{(1)(2) (3)}							
	General Obligation Bonds		Revenue Bonds		Other Long-Term Obligations		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2005.....	\$ 400	\$ 25	\$ 99,560	\$ 256,922	\$ 19,415	\$ 5,997	\$ 119,375	\$ 262,944
2006.....	-	-	105,000	252,112	20,114	5,299	125,114	257,411
2007.....	-	-	147,105	247,312	20,836	4,576	167,941	251,888
2008.....	-	-	166,390	239,828	17,961	3,825	184,351	243,653
2009.....	-	-	174,205	232,951	20,344	3,175	194,549	236,126
2010-2014...	-	-	958,085	1,034,779	55,933	8,198	1,014,018	1,042,977
2015-2019...	-	-	1,082,615	783,923	17,684	2,153	1,100,299	786,076
2020-2024...	-	-	1,232,645	494,365	4,172	489	1,236,817	494,854
2025-2029...	-	-	985,740	188,011	1,017	141	986,757	188,152
2030-2034...	-	-	216,060	17,105	-	-	216,060	17,105
Total.....	\$ 400	\$ 25	\$ 5,167,405	\$ 3,747,308	\$ 177,476	\$ 33,853	\$ 5,345,281	\$ 3,781,186

- (1) The specific year for payment of accreted interest payable (Water Department), estimated claims payable, accrued vacation and sick leave pay and accrued workers' compensation is not practicable to determine.
- (2) The payment stream for principal and interest on commercial paper is not practicable to determine because the timing of the issuance and payment is based on project expenditures.
- (3) Unamortized loan premiums of \$1.1 million (MTA) are not included in principal payments.

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The annual debt service requirement to maturity for all bonds and loans outstanding as of June 30, 2004, for the component unit are as follows (in thousands):

Component Unit: Redevelopment Agency ⁽¹⁾								
Fiscal Year Ending June 30,	Lease Revenue Bonds		Tax Revenue Bonds		Other Long-Term Obligations		Total	
	Principal	Interest	Principal	Interest	Principal	Interest	Principal	Interest
2005.....	\$ 33,496	\$ 82,435	\$ 19,170	\$ 26,872	\$ 700	\$ 697	\$ 53,366	\$ 110,004
2006.....	5,510	12,361	25,137	27,880	-	697	30,647	40,938
2007.....	5,146	12,728	24,745	26,959	776	696	30,667	40,383
2008.....	5,544	13,027	27,118	24,166	907	678	33,569	37,871
2009.....	5,350	13,289	26,327	24,652	1,107	665	32,784	38,606
2010-2014...	24,574	69,784	152,906	100,436	7,202	2,399	184,682	172,619
2015-2019...	75,116	19,819	187,157	51,683	2,664	1,564	264,937	73,066
2020-2024...	14,035	2,709	70,374	34,849	1,420	1,260	85,829	38,818
2025-2029...	2,880	76	21,253	13,777	1,769	910	25,902	14,763
2030-2034...	-	-	1,875	221	2,204	475	4,079	696
2035-2037...	-	-	-	-	751	46	751	46
Total.....	<u>\$ 171,651</u>	<u>\$ 226,228</u>	<u>\$ 556,062</u>	<u>\$ 331,495</u>	<u>\$ 19,500</u>	<u>\$ 10,087</u>	<u>\$ 747,213</u>	<u>\$ 567,810</u>

(1) The specific year for payment of accreted interest payable and accrued vacation and sick leave pay is not practicable to determine.

Governmental Activities Long-term Liabilities

General Obligation Bonds

The City issues general obligation bonds to provide funds for the acquisition or improvement of real property and construction of affordable housing. General obligation bonds have been issued for both governmental and business-type activities; however, general obligation bonds have not been issued for business-type activities since 1979. The net authorized and unissued governmental activities general obligation bonds for the year ended June 30, 2004, are as follows (in thousands):

**Governmental Activities - General Obligation Bonds
(in thousands)**

Authorized and unissued as of June 30, 2003.....	\$ 922,500
Bonds issued:	
Series 2003A, Neighborhood Recreation and Park Facilities Improvement Bonds.....	(20,960)
Series 2003B, Educational Facilities Bonds, San Francisco Unified School District.....	<u>(29,480)</u>
Net authorized and unissued as of June 30, 2004.....	<u>\$ 872,060</u>

There were no new authorizations on general obligation bonds in the year ended June 30, 2004.

In July 2003, the City issued General Obligation Bonds, Neighborhood Recreation and Park Facilities Improvement Bonds, Series 2003A in the amount of \$20.9 million. Interest rates range from 2.0% to 5.0%. The bonds mature from June 2004 through June 2023. The bonds were issued to provide funds to finance the acquisition, construction and/or reconstruction of certain improvements to recreation and park facilities in the City, and all other works, property and structures necessary or convenient for these purposes. Debt service payments are funded through ad valorem taxes on property.

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In July 2003, the City issued General Obligation Bonds, Educational Facilities Bonds, Series 2003B in the amount of \$29.5 million. Interest rates range from 2.0% to 5.0%. The bonds mature from June 2004 through June 2023. The bonds were issued to provide funds to finance the acquisition, construction, installation, equipping and/or reconstruction or completion of educational facilities and other related improvements to be used by the San Francisco Unified School District. Debt service payments are funded through ad valorem taxes on property.

The Port of San Francisco is the only business-type activity that has General Obligation Bonds outstanding which amount to \$0.4 million as of June 30, 2004. The bonds were issued in 1971 for the improvement of the San Francisco harbor area. The final maturity is in fiscal year 2004-2005. Debt service payments are funded from Port's revenues.

Current Refundings

In June 2004, the City issued \$21.9 million of General Obligation Refunding Bonds, Series 2004-R1 with interest rates ranging from 3.0% to 4.0% (maturing from June 2005 through June 2014) to refund all or a portion of the City's outstanding General Obligation Bonds as follows:

General Obligation Refunding Bonds
(in thousands)

<u>Description of Refunded Bonds</u>	<u>Amount Refunded</u>	<u>Average Interest Rate</u>
Series 1995A – Public Safety Improvement Projects, 1990.....	\$4,560	5.25%
Series 1995B – Golden Gate Park Improvements, 1992.....	6,755	5.25%
Series 1996A – City Hall Improvement Project.....	6,055	5.11%
Series 1996B – Public Safety Improvement Projects, 1989.....	355	5.30%
Series 1996C – Fire Department Facilities Project, 1992.....	660	5.30%
Series 1996D – School District Facilities Improvements, 1994.....	1,960	5.30%
Series 1996E – Asian Art Museum Relocation Project.....	<u>1,160</u>	5.30%
Total.....	<u>\$21,525</u>	

The net proceeds of \$21.9 million (including original issue premium of \$0.3 million, and after payment of \$0.4 million in underwriting fees and other issuance costs) were used to purchase certain direct obligations of the United States of America. These securities were deposited into an escrow account held by the Treasurer. The Treasurer applied the principal of and interest on the escrow securities to the redemption of the respective refunded bonds on June 25, 2004.

Although the refunding resulted in the recognition of an accounting loss of \$0.3 million for the year ended June 20, 2004, the City in effect reduced its aggregate debt service payments by \$1 million over the next 10 years, and obtained an economic gain (difference between preset value of the old and new debt service payments) of \$0.9 million.

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Lease Revenue Bonds

The changes in governmental activities - lease revenue bonds for the year ended June 30, 2004 were as follows:

Governmental Activities - Lease Revenue Bonds
(in thousands)

Authorized and unissued as of June 30, 2003.....	\$ 126,107
Increase in authorization in this fiscal year:	
Current year annual increase in Finance Corporation's equipment program.....	1,796
Current year maturities in Finance Corporation's equipment program.....	6,845
Bonds issued:	
Series 2004A, San Francisco Finance Corporation.....	(9,530)
Net authorized and unissued as of June 30, 2004.....	\$ 125,218

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, 2004, the total authorized amount is \$37.7 million. The total accumulated annual authorization since 1990 is \$17.7 million of which \$1.8 million is new annual authorization for the fiscal year ended June 30, 2004.

The equipment lease program functions as a revolving bond authorization fund. That is, for each dollar in bond principal that is repaid, a new dollar can be issued. The Finance Corporation has issued \$104 million in equipment lease revenue bonds since 1991. As of June 30, 2004, \$77.4 million has been repaid leaving \$26.6 million in equipment lease revenue bonds outstanding and \$11 million available for new issuance.

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In June 2004, the Finance Corporation issued its twelfth Series of equipment lease revenue bonds Series 2004A in the amount of \$9.5 million with interest rates ranging from 2.3% to 3.1%. The bonds mature from April 2005 through October 2009.

(b) City-wide Communication System

In 1993, the voters approved the issuance of up to \$50 million in lease revenue bonds to finance the acquisition and construction of a citywide emergency radio communication system (800 mhz). The Finance Corporation issued two series in January 1998 and January 1999 for \$31.2 million and \$18.7 million, respectively. As of June 30, 2004, the amount authorized and unissued was \$0.1 million. Further, in 1994, the voters approved the issuance of up to \$60 million in lease revenue bonds to finance the acquisition and construction of a combined emergency communication center to house the City's 911-emergency communication system. The Finance Corporation issued two series in June 1997 and in June 1998 for \$22.6 million and \$23.3 million, respectively. As of June 30, 2004, 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.

Refunding Settlement Obligation Bonds

In December 2003, the City issued \$44.3 million of Refunding Settlement Obligation Bonds, Series 2003-R1 with interest rates ranging from 2.0% to 3.05% (maturing from March 2005 through March 2011) to refund a portion of the \$49.5 million outstanding principal amount of the Settlement Obligation Bonds, Series 2001 (Business Tax Judgment). The Series 2001 Bonds were issued in August 2001 to refund certain obligations resulting from settlement of business tax litigation against the City.

The net proceeds of \$44.4 million (including original issue premium of \$0.5 million, and after payment of \$0.4 million in underwriting fees, and other issuance costs) were used to refund a portion of the Series 2001 Bonds.

Although the refunding resulted in the recognition of an accounting loss of \$0.6 million for the year ended June 30, 2004, the City in effect reduced its aggregate debt service payments by \$2 million over the next seven years, and obtained an economic gain of \$1.9 million.

Asphalt Plant Expansion Loan

In September 2003, the City entered into a loan agreement of \$2.2 million through the State of California's Alpha Plan for installment purchases of two, one hundred fifty ton asphalt storage silos. The project will allow the City's asphalt plant to serve larger projects than currently possible, and will extend the life of other plant equipment. The loan has an interest rate of 4.3% and semi-annual loan repayments began in April 2004 through October 2013.

San Francisco County Transportation Authority Commercial Paper Notes

In March 2004, the San Francisco County Transportation Authority authorized the issuance of an initial tranche of up to \$50 million of a programmed \$200 million aggregate principal amount of Commercial Paper Notes (Limited Tax Bonds), Series A and B. The Commercial Paper Notes are issued to provide an interim source of financing for the Authority's New Transportation Expenditure Plan until a permanent

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financing plan is finalized and implemented. Under this program, the Authority is able to issue commercial paper notes at prevailing interest rates not to exceed 12% per annum. The maximum maturity of the notes is 270 days. The principal amount of the commercial paper notes plus interest thereon is backed as to credit and liquidity by an irrevocable Letter of Credit (LOC), issued by Landesbank Baden-Württemberg, New York Branch in the amount up to \$217.8 million, with an expiration date of April 14, 2007. The commercial paper notes are secured by a first lien gross pledge of the Authority's ability to levy a half-cent sales tax collected by the California State Board of Equalization. The principal and interest on the commercial paper notes will be payable at each maturity.

As of June 30, 2004, \$50 million in commercial paper notes was outstanding and maturing within 21 to 43 days after year-end with interest rates ranging from 1.02% to 1.05%.

Business-Type Activities Long-Term Liabilities

The following provides a brief description of the current year additions to the long-term debt of the business-type activities.

San Francisco International Airport

In February 2004, the San Francisco International Airport (SFO) issued Second Series Revenue Bond Issue 30 (issue 30) in the amount of \$34.8 million with interest rates ranging from 3.6% to 5.25%. Proceeds from issue 30 were deposited into an irrevocable trust with an escrow agent to advance refund certain of the SFO's Second Series Revenue Bonds as follows (in thousands):

San Francisco International Airport Refunding Bonds
(in thousands)

	<u>Amount Refunded</u>	<u>Interest Rate</u>	<u>Call Price</u>
<u>Second Series Revenue Bond Issuance:</u>			
Issue 8.....	\$ 545	5.10%	\$ 101.000
Issue 9.....	1,700	5.0%	101.000
Issue 11.....	1,725	5.75%	101.000
Issue 15.....	9,670	4.0 - 4.1%	
Issue 16.....	1,270	5.0%	
Issue 18.....	2,925	5.0%	
Issue 21.....	290	5.0%	
Issue 23.....	4,625	4.0 - 4.5%	
Issue 24.....	950	5.0%	
Issue 26.....	2,475	5.0%	
Issue 28.....	8,190	3.0%	
	<u>\$ 34,365</u>		

The refunded Second Series Revenue Bonds have final maturity dates ranging from May 1, 2005 to May 1, 2007 and call dates of May 1, 2004 and May 1, 2005.

The net proceeds of \$35.8 million (including original issue premium of \$2.3 million, and after payment of \$1.3 million in underwriting fees, insurance, surety premium, and other issuance costs) plus an additional \$0.5 million of available debt service funds were used to purchase U.S. Treasury Securities – State and Local Government Series. These securities were deposited in an irrevocable trust with an escrow agent to provide debt service payments on the refunded bonds identified above until redeemed on May 1, 2004 through May 1, 2007.

The refunded bonds are considered legally defeased where the debt is legally satisfied based on certain provisions in the debt instrument even though the debt is still outstanding. Accordingly, the liability for the refunded bonds has been removed from the Statement of Net Assets.

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The issue 30 refunding was structured to achieve maximum cash flow savings in fiscal years 2005, 2006, and 2007. Beginning in fiscal year 2008 and through fiscal year 2018, the final bond maturity date, the SFO's net debt service payments will increase resulting in a net incremental debt service cost of \$17.5 million over the next 15 years and an economic loss (the difference between the present values of the old and new debt service payments) of \$2.7 million. The refunding also resulted in the recognition of a deferred accounting loss of \$2.4 million.

In March 2004, SFO issued Second Series Variable Rate Revenue Refunding Bonds Issue 31 (issue 31) in the amount of \$230.3 million. The issue 31 bonds were initially issued in an Auction Mode, subject to conversion by the Commission to another interest rate mode. The initial interest rate was established by the Airport Commission for the interest rate period commencing March 25, 2004 for each series of issue 31 bonds.

Each series of issue 31 bonds may bear a different auction rate and be subject to a different auction period. As of June 30, 2004, series issue 31A, 31B, 31C, 31D, and 31E were in 343 days, 35 days, 35 days, 35 days, and 7 days auction periods, respectively. For the period March 25, 2004 through June 30, 2004, the average interest rate on the issue 31 bonds was 1.065%.

Proceeds of the issue 31 bonds were deposited into an irrevocable trust with an escrow agent to advance refund certain of SFO's Second Series Revenue Bonds as follows (in thousands):

	<u>Amount Refunded</u>	<u>Interest Rate</u>	<u>Call Price</u>
<u>Second Series Revenue Bond Issuance:</u>			
Issue 5.....	\$ 71,005	6.0% - 6.5%	\$ 102,000
Issue 6.....	74,935	5.9% - 6.6%	102,000
Issue 7.....	21,675	5.4% - 6.15%	102,000
Issue 8.....	52,505	5.4% - 6.3%	101,000
	<u>\$ 220,120</u>		

The net proceeds of \$224 million (after payment of \$6.3 million in underwriting fees, insurance, surety premium, and cost of issuance account) plus an additional \$6.7 million of available debt service funds were used to purchase U.S. Treasury Securities - State and Local Government Series. These securities were deposited in an irrevocable trust with an escrow agent to provide debt service payments on the refunded bonds identified above until called on May 1, 2004.

The refunded bonds are considered legally defeased where the debt is legally satisfied based on certain provisions in the debt instrument even though the debt is still outstanding. Accordingly, the liability for the refunded bonds has been removed from the Statement of Net Assets.

Although the advance refunding resulted in the recognition of a deferred accounting loss of \$14 million for the year ended June 30, 2004, SFO in effect reduced its aggregate debt service payments by approximately \$33.2 million (based on an assumed interest rate of 3.52% plus 10 basis points for AMT Bonds) over the next 23 years and obtained an economic gain (the difference between the present values of the old and new debt service payments) of \$39.8 million.

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Water Department

In November 1997, the voters approved Propositions A and B, authorizing up to \$304 million in Water Revenue Bonds to fund capital improvements for the Water Enterprise. In May and June 1999, the San Francisco Public Utilities Commission (the Commission) and the Board of Supervisors, respectively, approved a commercial paper program to provide short-term financing for capital improvement projects funded under the \$304 million Water Revenue Bond Program. In October 2000, the Commission and the Board of Supervisors approved the expansion of the commercial paper program to up to \$250 million.

In March and May 2003, the Commission and the Board of Supervisors, respectively, approved the reestablishment of the commercial paper program in an amount not to exceed \$250 million. As of June 30, 2004, the program had \$25 million in commercial paper notes outstanding.

On November 5, 2002, the San Francisco voters passed Proposition A, which provides for the issuance of revenue bonds and/or other forms of revenue financing by the Commission in a principal amount not to exceed \$1.6 billion to finance the acquisition and construction of improvements to the City's Water System. As of June 30, 2004, no bonds had been issued pursuant to this authorization.

Laguna Honda Hospital

The Department of Public Health, for the Laguna Honda Hospital, entered into a capital lease agreement for laundry equipment, at a current rate of 3.465%, maturing in January 2009. Also the Department of Public Health, for the facilities, entered into several capital leases for various pieces of equipment at different interest rates and maturity period up to five years. The total new capital lease obligations for the hospital as of June 30, 2004 was \$2.1 million.

Component Unit Debt - Redevelopment Agency

The current year debt activities of the Redevelopment Agency are discussed in note 12.

(9) EMPLOYEE BENEFIT PROGRAMS

(a) Retirement Plans

The City maintains a single-employer, defined benefit pension plan (the Plan) which covers substantially all of its employees, and certain classified and certified employees of the San Francisco Community College District and Unified School District. The Plan is administered by the San Francisco City and County Employees' Retirement System (the Retirement System). Some City employees participate in the California Public Employees Retirement System (PERS), an agent multiple-employer, public employee pension plan which covers certain employees in public safety functions, the Port, SFO and the Redevelopment Agency.

Employees' Retirement System

Plan Description - Substantially all full-time employees of the City participate in the Plan. The Plan provides basic service retirement, disability and death benefits based on specified percentages of defined final average monthly salary and provides annual cost-of-living adjustments after retirement. The Plan also provides pension continuation benefits to qualified survivors. The San Francisco City and County Charter and Administrative Code is the authority which establishes and amends the benefit provisions and employer obligations of the Plan. The retirement related payroll for employees covered by the Retirement System for the year ended June 30, 2004 was \$2.1 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

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Employees' Retirement System, 30 Van Ness, Suite 3000, San Francisco, CA 94102 or by calling (415) 487-7020.

Membership

Membership of the Retirement System at July 1, 2003, the date of the latest actuarial valuation is:

	<u>Police</u>	<u>Fire</u>	<u>Others</u>	<u>Total</u>
Retirees and beneficiaries currently receiving benefits....	2,006	1,804	14,680	18,490
Active members:				
Vested.....	1,853	1,333	20,095	23,281
Nonvested.....	384	435	8,021	8,840
Subtotal.....	<u>2,237</u>	<u>1,768</u>	<u>28,116</u>	<u>32,121</u>
Total.....	<u>4,243</u>	<u>3,572</u>	<u>42,796</u>	<u>50,611</u>

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 2003-04 varied from 7.00% to 8.00% as a percentage of gross salary. The City is required to contribute at an actuarially determined rate. Based on the actuarial report, there were no required employer contributions for fiscal year 2003-04 because the Plan is funded at 109% of liability. 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 8.0% of base salary. For fiscal year ended June 30, 2004, most employee groups agreed through collective bargaining for employees to contribute the full amount of the employee contributions on a pretax basis.

Employer contributions and member contributions made by the employer to the Plan are recognized when due and the employer has made a formal commitment to provide the contributions.

Annual Pension Cost - The annual required contribution for the current year was determined as part of an actuarial valuation performed as of July 1, 2003. The actuarial method used was the entry age normal cost method. The significant actuarial assumptions include: (1) annual rate of return on investments of 8.00%; (2) inflation element in wage increase of 3.50%; and (3) salary merit increases of 4.50%. Unfunded liabilities are amortized using the level percentage of payroll method. Changes in actuarial gains and loss assumptions and purchasable services are amortized as a level percentage of pay over a closed 15 year period. Plan amendments are amortized over 20 years.

**CITY AND COUNTY OF SAN FRANCISCO
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2004**

Three-year trend information is as follows (amounts in thousands):

<u>Fiscal Year Ended</u>	<u>Annual Pension Cost (APC)</u>	<u>Percentage of APC Contributed</u>	<u>Net Pension Obligation</u>
6/30/2002	\$ -	N/A	\$ -
6/30/2003	\$ -	N/A	\$ -
6/30/2004	\$ -	N/A	\$ -

California Public Employees' Retirement System

Various City public safety, Port, and all Redevelopment Agency employees are eligible to participate in PERS. Disclosures for the Redevelopment Agency are included in the separately issued financial statements.

Plan Description - The City and County of San Francisco contributes to PERS, an agent multiple-employer public employee defined benefit pension plan. PERS provides retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. PERS acts as a common investment and administrative agent for participating public entities within the State of California. Benefit provisions and all other requirements are established by state statute and city ordinance. Copies of PERS' annual financial report may be obtained from their executive office: 400 P Street, Sacramento, CA 95814.

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 2003-04 contribution rate is 0% of annual covered payroll because the City is funded at 148.8%. 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 2003-04 was equal to the City's required and actual contributions which was determined as part of the June 30, 2001 actuarial valuation using the entry age actuarial cost method. The assumptions included in the June 30, 2001 actuarial valuation were: (a) 8.25% investment rate of return (net of administrative expenses), (b) 3.75% to 14.20% projected annual salary increases that vary by age, service, and type of employment, and (c) 3.75% per year cost-of-living adjustments. Both (a) and (b) included an inflation component of 3.50%. The actuarial value of PERS assets was determined using techniques that smooth the effects of short-term volatility in the market value of investments. Changes in unfunded liability/(excess assets) due to changes in actuarial methods or assumptions or changes in plan benefits are amortized, as a level percentage of pay, over a closed 20 year period. Actuarial gains and losses are first offset against one another and then 10% of the net unamortized gain/loss is recognized.

Three-year trend information is as follows (amounts in thousands):

<u>Fiscal Year Ended</u>	<u>Annual Pension Cost (APC)</u>	<u>Percentage of APC Contributed</u>	<u>Net Pension Obligation</u>
6/30/2002	\$ -	N/A	\$ -
6/30/2003	\$ -	N/A	\$ -
6/30/2004	\$ -	N/A	\$ -

**CITY AND COUNTY OF SAN FRANCISCO
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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 6.431% because the City is funded at 124.1%. The contribution requirements of plan members and the City are established and may be amended by PERS.

Annual Pension Cost – Safety Plan - cost for PERS for fiscal year 2003-04 was equal to the City's required and actual contributions which was determined as part of the June 30, 2001 actuarial valuation using the entry age actuarial cost method. The assumptions included in the June 30, 2001 actuarial valuation were: (a) 8.25% investment rate of return (net of administrative expenses), (b) 4.27% to 11.59% projected annual salary increases that vary by age, service and type of employment, and (c) 3.75% per year cost-of-living adjustments. Both (a) and (b) included an inflation component of 3.5%. The actuarial value of PERS assets was determined using techniques that smooth the effects of short-term volatility in the market value of investments. Changes in unfunded liability/(excess assets) due to changes in actuarial methods or assumptions or changes in plan benefits are amortized over as a level percentage of pay over a closed 20 year period. Actuarial gains and losses are first offset against one another and then 10% of the net unamortized gain/loss is recognized.

Three-year trend information is as follows (amounts in thousands):

<u>Fiscal Year Ended</u>	<u>Annual Pension Cost (APC)</u>	<u>Percentage of APC Contributed</u>	<u>Net Pension Obligation</u>
6/30/2002	\$ -	N/A	\$ -
6/30/2003	\$ -	N/A	\$ -
6/30/2004	\$ 5,606	100%	\$ -

(b) Deferred Compensation Plan

The City offers its employees a deferred compensation plan in accordance with Internal Revenue Code (IRC) Section 457. The plan, available to all employees, permits them to defer a portion of their salary until future years. The deferred compensation is not available to employees or other beneficiaries until termination, retirement, death, or unforeseeable emergency.

The City has no administrative involvement and does not perform the investing function. The City has no fiduciary accountability for the plan and, accordingly, the plan assets and related liabilities to plan participants are not included in the basic financial statements.

(c) Health Service System

The Health Service System was established in 1937. Health care benefits of employees, retired employees and surviving spouses are financed by beneficiaries and by the City through the Health Service System. The employers' contribution, which includes the San Francisco Community College District and Unified School District, amounted to approximately \$345.4 million in fiscal year 2004. 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 \$96 million to provide post-retirement health care benefits for 19,216 retired employees. The City's liability for both current employee and post-retirement health care benefits is limited to its annual contribution. The City's contribution is paid out of current available resources and funded on a pay-as-you-go basis. The Health

CITY AND COUNTY OF SAN FRANCISCO
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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, 2nd Floor, San Francisco, CA 94103 or by calling (415) 554-1700.

(10) SAN FRANCISCO COUNTY TRANSPORTATION AUTHORITY

The San Francisco County Transportation Authority (the Authority) was established in 1989 by the voters of the City and County of San Francisco pursuant to State Code Section 131.000. The purpose of the Authority is to impose the voter-approved transactions and use tax of one-half of one percent to fund essential traffic and transportation projects, as set forth in the San Francisco County Transportation Expenditure Plan, for a period not to exceed 20 years. The principal focus of the Authority's Expenditure Plan is to define a program of prioritized projects to ensure that funding is allocated across major transportation categories. The City accounts for these activities in the other governmental funds.

In June 1992, the Authority was designated by the Board of Supervisors as the overall program manager for the Local Guarantee share of transportation funds available through the "Transportation Fund for Clean Air" Program (AB 434) which is administered by the Bay Area Air Quality Management District. The source of funds is a \$4.00 surcharge on the vehicle registration fee.

The Authority serves as the Congestion Management Agency under state laws, and in that capacity prioritizes state and federal transportation funds for San Francisco. The funding is administered by the Metropolitan Transportation Commission in accordance with the Federal Surface Transportation Program for congestion management activities.

In April 1998, the Authority signed a memorandum of understanding with the State of California Department of Transportation (Caltrans) to serve as the lead agency for the environmental impact research and study and the preliminary design for the Doyle Drive Replacement Project for which Caltrans was awarded \$6 million in federal grant funds.

Following is a summary of the Authority's financial position and changes in financial position as of and for the year ended June 30, 2004 (in thousands):

ASSETS	OPERATIONS																																				
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">Deposits and investments.....</td> <td style="text-align: right; width: 20%;">\$ 220,519</td> </tr> <tr> <td>Receivables.....</td> <td style="text-align: right;">15,431</td> </tr> <tr> <td style="border-top: 1px solid black;">Total assets.....</td> <td style="text-align: right; border-top: 1px solid black;"><u>\$ 235,950</u></td> </tr> </table>	Deposits and investments.....	\$ 220,519	Receivables.....	15,431	Total assets.....	<u>\$ 235,950</u>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">Revenues:</td> </tr> <tr> <td style="width: 80%;">Sales tax.....</td> <td style="text-align: right; width: 20%;">\$ 61,925</td> </tr> <tr> <td>Interest and investment income.....</td> <td style="text-align: right;">1,002</td> </tr> <tr> <td>Intergovernmental.....</td> <td style="text-align: right;">58,663</td> </tr> <tr> <td style="border-top: 1px solid black;">Other.....</td> <td style="text-align: right; border-top: 1px solid black;"><u>3,038</u></td> </tr> <tr> <td></td> <td style="text-align: right;">124,628</td> </tr> </table>	Revenues:		Sales tax.....	\$ 61,925	Interest and investment income.....	1,002	Intergovernmental.....	58,663	Other.....	<u>3,038</u>		124,628																		
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CITY AND COUNTY OF SAN FRANCISCO
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(11) DETAILED INFORMATION FOR ENTERPRISE FUNDS

(a) San Francisco International Airport

San Francisco International Airport (SFO), which is owned and operated by the City, is the principal commercial service airport for the San Francisco Bay Area. A five member Commission is responsible for the operation and management of the SFO. SFO is located 14 miles south of downtown San Francisco in an unincorporated area of San Mateo County between the Bayshore Freeway (U.S. Highway 101) and the San Francisco Bay. According to final data for calendar year 2003 from the Airports Council International (the ACI), SFO is one of the largest airports in the United States both in terms of passengers (14th) and air cargo (13th). SFO is also a major origin and destination point and one of the nation's principal gateways for Pacific traffic.

The San Francisco Bay Area Rapid Transit District (BART) extension to SFO opened for full operation on June 22, 2003. The extension creates a convenient connection between SFO and the greater San Francisco Bay Area that is served by BART. An intermodal station in the City of Millbrae provides a direct link to Caltrain offering additional transit options and connection to the southern parts of the Bay Area. Access from the BART station throughout SFO is enhanced by the AirTrain system, a shuttle train that connects airport terminals. The AirTrain system, which opened for full operation on March 24, 2003, provides transit service over a "terminal loop" to serve the terminal complex and over a "north corridor loop" to serve the rental car facility and other locations situated north of the terminal complex.

SFO has developed a revised Capital Plan to better fit the changes in the aviation industry. The Capital Plan was completed in the Fall of 2003 and included projects related to improvements to the airfield, groundside activities and customer service functions, environmental mitigation, utilities infrastructure upgrades, seismic retrofit of certain facilities, health, safety and security enhancements, and cost savings and revenue generating enhancements.

SFO currently has outstanding \$4.2 billion in aggregate principal amount of Second Series Revenue Bonds. SFO has issued \$1.5 billion in Bonds to refund previously outstanding Bonds and Commercial Paper Notes of the Commission, \$432.9 million in Bonds for noise mitigation and other capital projects, \$60 million in Bonds to finance a portion of the construction costs of the BART extension to SFO.

On July 27, 2001, the Federal Aviation Administration (FAA) approved the SFO's first Passenger Facility Charge application (PFC#1) to impose and use a \$4.50 Passenger Facility Charge (PFC) per enplaning passenger from October 1, 2001 through June 1, 2003, to pay for approximately \$113 million in PFC eligible project development activities and studies associated with the potential runway reconfiguration. On March 21, 2002, the FAA approved the SFO's PFC Application Number 2 (PFC#2) to impose and use a \$4.50 PFC per enplaning passenger from June 1, 2003 through April 1, 2008, to pay for approximately \$224 million in the principal and interest on bonds issued for certain eligible costs relating to the new International Terminal Complex.

On March 25, 2003, as a result of decrease in enplanement, SFO notified PFC collecting carriers of the intent to extend the PFC#1 collection, thereby revising the current PFC#1 charge expiration date from June 1, 2003 to January 1, 2004. With the PFC#1 collection period extension in place, the PFC#2 effective date changes from June 1, 2003 to January 1, 2004. Automatically, the PFC#2 expiration date changes from April 1, 2008 to November 1, 2008. During the extended collection period, the PFC is maintained at \$4.50.

For the year ended June 30, 2004, SFO reported approximately \$57.5 million of PFC revenue, which is included in other non-operating revenues in the accompanying basic financial statements. SFO designated \$48.1 million of PFC revenues as "Revenues" under the 1991 Master Bond Resolution for the purpose of paying debt service in fiscal year 2004. In addition, during the year ended June 30, 2004, SFO did not designate any PFC revenues as "Revenues" for the purpose of paying debt service in fiscal year 2005, as required in the 1991 Master Bond Resolution.

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Due to the SFO's noise mitigation efforts, significant progress has been made in reducing the impact of aircraft noise on the communities surrounding the Airport through the implementation of (1) noise abatement flight procedures, (2) an aircraft noise insulation program, (3) community outreach through the Airport Community Roundtable, and (4) requests that certain surrounding communities adopt ordinances to protect new purchasers of homes within their community.

Pursuant to an agreement with certain airlines, SFO makes an annual payment to the City's General Fund equal to 15% of concession revenue, but not less than \$5 million per fiscal year. The amount transferred to the General Fund during the year ended June 30, 2004 was \$18.2 million.

Purchase commitments for construction, material and services as of June 30, 2004 are as follows (in thousands):

Construction.....	\$ 28,336
Operating.....	<u>3,854</u>
Total	<u>\$ 32,190</u>

SFO has a Memorandum of Understanding with various surrounding communities to insulate residential and nonresidential structures such as schools, churches and hospitals. The total estimated funding for this program is approximately \$154 million funded by bond proceeds, by federal grant reimbursements to the local communities, and by operating and other internally generated funds. As of June 30, 2004, approximately \$121 million has been disbursed under this program.

SFO maintains a capital plan which included in particular, the Near Term Master Plan (NTMP) program. All projects included in the NTMP have been completed as of June 30, 2003. The total master plan funding is \$2.85 billion. In addition to the NTMP projects, SFO's capital program also includes infrastructure projects. The current budget for capital projects is \$393 million. SFO spent \$97 million for these projects as of June 30, 2004.

In May 2002, SFO obtained a standby letter of credit with a maximum stated principal amount of \$200 million. The subordinate Lien Resolution authorizes a maximum authorized principal amount of notes of \$400 million. There were no commercial borrowings during the year ended June 30, 2004.

SFO leases facilities to the airlines pursuant to the Lease and Use Agreements and to other businesses to operate concessions at SFO. During the year ended June 30, 2004, revenues realized from the following SFO tenants exceeded five percent of SFO's total operating revenues:

United Airlines.....	25.5%
AMPCO Parking Systems.....	8.9%
American Airlines.....	5.4%

(b) Port of San Francisco

A five-member Port Commission is responsible for the operation, development, and maintenance activities of the Port of San Francisco (Port). Prior to 1969, the Port was owned by the State of California. At that time the Port was transferred in trust to the City under the terms and conditions of legislation as ratified by the electorate of the City. The State retains the right to amend, modify or revoke the transfer of lands in trust provided that it assumes all lawful obligations related to such lands.

In 1996, the Department of Parking and Traffic (DPT) entered into an Annual Payment Agreement with the Port to resolve a dispute concerning the City's collection of parking fine revenues from Port property. Among other things, DPT agreed to pay the Port a guaranteed annual payment of \$1.2 million for twenty

CITY AND COUNTY OF SAN FRANCISCO
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years commencing on July 1, 1997, for parking fine revenues collected from Port property. Thereafter, amounts remitted to the Port are based on actual ticket collections, net of administrative costs.

In connection with a mixed-use cruise terminal development project at Piers 30-32, and as approved by state legislation in 2001 (Assembly Bill No. 1389), a portion of Seawall Lot No. 330 was sold to a developer in 2004. The land was sold for \$9.3 million, slightly above its appraised fair value. Certain proceeds from the land sale (\$9 million) are restricted for the construction of a public plaza area called Brannan Street Wharf. The remainder of the proceeds from the land sale, together with certain residual receipts from the future sale of residential condominium units built on the land sold, is restricted for the construction of the cruise terminal.

The Port is presently planning various development projects that involve a commitment to expend significant funds. Purchase commitments at June 30, 2004 were \$5.3 million for capital projects and \$1.5 million for general operating costs. Under an agreement with the San Francisco Bay Conservation and Development Commission (BCDC), the Port is committed to fund and expend up to \$30 million over a 20 year period for pier removal, parks and plazas and other public access improvements. As of June 30, 2004, \$14.3 million has been appropriated and \$1.6 million has been expended for projects under the agreement.

(c) Water Department

The Water Department was established in 1930. The Water Department, which consists of a system of reservoirs, storage tanks, water treatment plants, pump stations, and pipelines, is engaged in the collection, transmission and distribution of water to the City and certain suburban areas. The Water Department delivers water, approximately 95,265 million gallons annually, to a total population of approximately 2.4 million people who reside primarily in four Bay Area counties (San Francisco, San Mateo, Santa Clara and Alameda).

The Commission, established in 1932, provides the operational oversight for the Water Department, Hetch Hetchy, and the Clean Water Program. The Commission consists of five members appointed by the Mayor who are responsible for determining such matters as the rates and charges for services, approval of contracts, and organizational policy.

The Water Department purchases water from Hetch Hetchy. This amount, totaling approximately \$19.0 million, is included in the charges for services provided by other departments in the accompanying financial statements.

During fiscal year 2004, water sales to suburban resale customers were \$82.3 million. As of June 30, 2004, the Water Department owed suburban resale customers approximately \$19.8 million under the Suburban Water Rate Agreement.

As of June 30, 2004, the Water Department had outstanding commitments with third parties of \$60.1 million for various capital projects and for materials and supplies.

In July 1999, the California Regional Water Quality Control Board (CRWQCB) issued a directive instructing the Water Department to develop a remedial action plan (Plan) that addresses environmental contamination at certain real property owned by the Water Department. In response to the directive, the Commission developed a remedial action plan and in August 2001 received the final directive from the CRWQCB to execute the plan by middle of 2004. The Commission appropriated funding for pre-work and the award of Phase I of the plan during fiscal year 2002. The cost of cleanup associated with the Plan was estimated to be \$22.7 million and was accrued in fiscal year 2001. At June 30, 2004, the outstanding estimated liability is \$15.8 million.

CITY AND COUNTY OF SAN FRANCISCO
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(d) Hetch Hetchy Water and Power

Hetch Hetchy was established as a result of the Raker Act of 1913, which granted water and power resources rights-of-way on the Tuolumne River in Yosemite National Park to the City. Hetch Hetchy is engaged in the collection and conveyance of approximately 85% of the City's water supply and in the generation and transmission of electricity from that resource. Approximately one-third of the electricity is used by the City's municipal customers (e.g., the San Francisco Municipal Railway, the Recreation and Parks Department, the Port of San Francisco, San Francisco County hospitals, street lighting, Moscone Center, and the water and sewer utilities). The balance of the power generated is sold to other publicly owned utilities, such as the Modesto and Turlock Irrigation Districts (the Districts).

Hetch Hetchy consists of a system of reservoirs, hydroelectric power plants, aqueducts, pipelines, and transmission lines. This system carries water and power more than 165 miles from the Sierra Nevada Mountains to customers in the City and portions of the surrounding San Francisco Bay Area.

Hetch Hetchy also purchases wholesale electric power from various energy providers that are used in conjunction with owned hydro resources to meet the power requirements of its customers. Operations and business decisions can be greatly influenced by state and federal power matters before the California Public Utilities Commission (CPUC) and the Federal Energy Regulatory Commission (FERC). Therefore, Hetch Hetchy serves as the City's representative at both CPUC and FERC forums and continues to monitor regulatory proceedings.

Charges for services for the year ended June 30, 2004 include \$63.1 million in sales of power by Hetch Hetchy to other City Departments. Income from Hetch Hetchy is available for certain operations of the City.

As of June 30, 2004, Hetch Hetchy had outstanding commitments with third parties of \$19.6 million for various capital projects and other purchase agreements for materials and services.

Hetch Hetchy facilitates all electric and gas service connections between Pacific Gas and Electric Company (PG&E) and City Departments. In this capacity, Hetch Hetchy, as a pass-through agent on behalf of the City departments, coordinates the payment for the service connections that are performed by PG&E. As of June 30, 2004, there were no outstanding amounts from City departments related to this work.

Hetch Hetchy receives title to the underlying assets of certain completed projects on behalf of the City and assumes responsibility for their maintenance, repair and replacement following their initial year of operation.

The Commission has contracted with PG&E to provide transmission capacity on PG&E's system where needed to deliver Hetch Hetchy's power to its customers. In addition, the PG&E agreement provides backup power and other support services to Hetch Hetchy. The PG&E agreement allows PG&E to review past billings paid by Hetch Hetchy and to retroactively adjust these payments to actual backup power, transmission, and other charges as finally determined by PG&E. During fiscal year 2004, Hetch Hetchy purchased \$30.5 million of transmission services, backup power, and other support services from PG&E under the terms of the agreement.

To meet certain requirements of the Don Pedro Reservoir operating license, the City entered into an agreement with the Districts in which they would be responsible for an increase in water flow releases from the reservoir in exchange for annual payments of \$3.5 million from the City. The payments are to be made for the duration of the license, but may be terminated with one year's prior written notice after 2001. The City and the Districts have also agreed to monitor the fisheries in the lower Tuolumne River for the duration of the license. A maximum monitoring expense of \$1.4 million is to be shared between the City and the Districts over the term of the license. The City's share of the monitoring costs is 52% and the Districts are responsible for 48% of the costs.

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In April 1988, Hetch Hetchy entered into a long-term power sales agreement (the Agreement) with the Districts. The Agreement expires in 2015 and requires that Hetch Hetchy provide, as generated, an amount equivalent to the difference between 260 megawatts and the amount required to meet the City's demand. In June 2003, Hetch Hetchy amended the terms of the Agreement with the Modesto Irrigation District (MID). Under the terms of the amended and restated long-term power sales agreement, which became effective on January 1, 2003, the expiration date was shortened to 2007, the existing pricing structure was modified, and Hetch Hetchy's firm obligation to provide power to the MID was relaxed. For fiscal year 2004, power sales to the Districts totaled 828,918 MWhrs or \$24.3 million.

On May 9, 2001, Hetch Hetchy entered into a fixed price, forward contract (the Contract) to purchase 2.19 million MWhrs of electric energy from a third party energy provider with scheduled future delivery over a five-year period beginning July 1, 2001. Effective March 9, 2003, Hetch Hetchy executed an amended and restated transaction confirmation with the third party energy provider to amend and retroactively restate the terms of the original agreement entered into on May 9, 2001 in its entirety, to settle any pending disputes brought forth by Hetch Hetchy. Under this amended take or pay contract, Hetch Hetchy is obligated to pay for a minimum amount of electricity even if the electricity is not required for operations. Commitments related to this contract total \$86.1 million from July 1, 2003 through June 30, 2006. Expenses under this contract totaled \$29 million in fiscal year 2004.

In December 2002, the City entered into an agreement (the Power Purchase Agreement) with the California Department of Water Resources in anticipation of the settlement and implementation agreements. Under the terms of the Power Purchase Agreement, the California Department of Water Resources has agreed to purchase power and rated capacity from the City at rates that will essentially provide for the full recovery of the City's costs incurred in the construction of a power generating facility (The Facility) over a ten year period from the date in which the California Department of Water Resources accepts the City's certification that the Facility meets all requirements of commercial operation as set forth in the Power Purchase Agreement (Commercial Operation Date).

The City may terminate the Power Purchase Agreement at any time from and after the fifth anniversary of the Commercial Operation Date upon providing a one-year notice to the California Department of Water Resources, and the California Department of Water Resources may terminate the Power Purchase Agreement at such time that there is no longer a debt service component within the capacity payment.

On January 21, 2003, the City's Board of Supervisors authorized the settlement of a lawsuit filed in January 2001 by the City, on behalf of the people of the State of California (the State), against certain energy companies. Under the terms of the settlement, the City received or is to receive (i) four gas turbine generator sets valued at approximately \$33 million for use within the City, (ii) future funding from a State administered fund (the Fund) to assist with the costs of 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 Financing Authority (the Financing Authority), and the California Department of Water Resources, outlining the terms of execution of the settlement agreement.

In conjunction with the execution of the settlement agreement, the Attorney General has received the first \$5.3 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 \$2.5 million. As of June 30, 2004, the City has requested and received a total of \$1.9 million for reimbursement from the Fund. Under the terms of the Agreement, the City only has claim to the proceeds held by the Fund to the extent that eligible costs are incurred in the development of the Facility. As such, the corresponding revenue will be recognized as eligible costs. Hetch Hetchy has recognized \$1.9 million of revenue from the Fund as of June 30, 2004.

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(e) Municipal Transportation Agency

The MTA is responsible for overseeing the City's public transportation operations, including those of MUNI, SFMRIC, and the DPT which includes the Parking Authority and its five parking garages operated by separate nonprofit corporations organized by the City. Created in November 1999, with the passage of Proposition E, by the voters, the MTA replaced the San Francisco Public Transportation Commission as the oversight agency for the operations of MUNI and SFMRIC, and effective July 1, 2002, the MTA also assumed responsibility for overseeing the operations of the DPT.

The tables below reflect the financial information of MUNI, the DPT (excluding the parking garages) and the parking garages that are reported within the MTA (in thousands), net of \$0.6 million interagency accounts payables and receivables and interfund transfers of \$1 million:

	MUNI	DPT	Parking Garages	Total
Assets				
Current Assets.....	\$ 158,873	\$ 21,433	\$ 4,470	\$ 184,776
Noncurrent Assets.....	1,796,824	49,429	117,167	1,963,420
Total Assets.....	1,955,697	70,862	121,637	2,148,196
Liabilities				
Current liabilities.....	102,724	16,759	20,880	140,363
Liabilities payable from restricted assets.....	941	-	-	941
Noncurrent liabilities.....	151,480	65,853	36,110	253,443
Total liabilities.....	255,145	82,612	56,990	394,747
Net assets				
Invested in capital assets, net of related debt.....	1,745,231	(6,892)	57,725	1,796,064
Restricted net assets.....	46,484	3,845	1,826	52,155
Unrestricted net assets (deficit).....	(91,163)	(8,703)	5,096	(94,770)
Total net assets (deficit).....	\$ 1,700,552	\$ (11,750)	\$ 64,647	\$ 1,753,449

	MUNI	DPT	Parking Garages	Total
Operating Revenues.....	\$ 127,317	\$ 23,054	\$ 36,019	\$ 186,390
Operating Expenses.....	553,121	69,773	32,863	655,757
Net Operating Income (Loss).....	(425,804)	(46,719)	3,156	(469,367)
Nonoperating Income (Loss).....	221,113	16,201	(1,889)	235,425
Capital Contributions.....	64,669	-	-	64,669
Transfers In	218,943	34,446	-	253,389
Transfers Out.....	-	(346)	-	(346)
Change in Net Assets.....	78,921	3,582	1,267	83,770
Net Assets at Beginning of Year.....	1,620,639	(14,340)	63,380	1,669,679
Net Assets (Deficit) at End of Year.....	\$ 1,699,560	\$ (10,758)	\$ 64,647	\$ 1,753,449

The City's Annual Appropriation Ordinance provides funds to subsidize the operating deficits of MUNI and the DPT determined by the City's budgetary accounting procedures, subject to the appropriation process. The amount of General Fund subsidy to the MTA was \$133.7 million (\$99.3 million for MUNI and \$34.4 million for DPT).

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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, 2004, MUNI had approved capital grants with unused balances amounting to \$232 million. Capital grants receivable as of June 30, 2004 totaled \$55 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, 2004, MUNI had various operating grants receivable of \$27.9 million.

These capital grants and operating assistance include funds from the San Francisco Transportation Authority (SFCTA). During the year ended June 30, 2004, the SFCTA approved \$62.5 million in new capital grants and \$15.8 million in new operating grants for MUNI. During the same period, MUNI received total payments of \$116.4 million for capital grants and \$12.8 million in operating grants from the Authority. As of June 30, 2004, MUNI had \$35.8 million due from the SFCTA for capital grants and \$5.09 million due from the SFCTA for operating grants reported in due from other funds.

The State Public Utilities Code requires that fare revenues must equal or exceed 33% of operating costs in order to qualify for an allocation of certain sales tax revenues available for public transit. Transit operators may add local support to fare revenues in order to calculate the fare recovery ratio. The City provides significant local support to MUNI from parking revenues and the General Fund.

MUNI has outstanding contract commitments of approximately \$77 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 \$8 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. SMFRIC's Board of Directors has authorized SMFRIC to extend financial guarantees to MUNI for certain projects totaling \$2.5 million.

In March 2001, MUNI and the Port entered in to a Memorandum of Understanding (MOU) under which MUNI may use the Metro East site in perpetuity for rail vehicle maintenance, operations and other operational needs at a cost of \$25.7 million. MUNI received a capital contribution from the Authority for this. As part of this MOU, MUNI paid the Port an additional \$4 million in fiscal year 2002 to construct the Illinois Street Bridge over Islais Creek that will mitigate traffic in the area and improve coordination with MUNI's Metro East and Third Street Light Rail Project. MUNI has agreed to reasonably extend this deadline up to March 2005 provided the Port has procured the design and construction contract and has issued direction to proceed with Phase II to build the Illinois Street Bridge. The construction is expected to be completed in early 2006.

Leveraged Lease-Leaseback with BRENDA Vehicles

Tranche 1

The Municipal Transportation Agency board of directors authorized the Director of Transportation to solicit proposals regarding a leveraged lease-leaseback transaction involving up to 150 BRENDA light rail vehicles. The transaction would not involve financing or procurement of any new vehicles. Rather, MUNI's intention was to obtain an upfront economic benefit in return for entering into a lease-leaseback transaction involving the Breda light rail vehicles, without impairing the day-to-day operations of the transit system.

In April 2002, MUNI entered into the leveraged lease-leaseback transaction over 118 Breda light rail vehicles (the Tranche 1 Equipment). The transaction was structured as a head lease of the Tranche 1 Equipment to separate special purpose trusts and a sublease of the Tranche 1 Equipment back from such trusts. The sublease provides MUNI with an option to purchase the Tranche 1 Equipment in

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approximately 27 years, the scheduled completion date of the sublease. During the term of the sublease, MUNI maintains custody of the Tranche 1 Equipment and is obligated to insure and maintain the Tranche 1 Equipment throughout the life of the sublease.

MUNI received an aggregate of \$388.2 million from the equity investors in full prepayment of the head lease. MUNI deposited \$352.7 million of this head lease payment into two escrows. One escrow was deposited with a debt payment undertaker whose repayment obligations are guaranteed by Financial Security Assurance, an "Aaa/AAA" rated bond insurance company. The other escrow was invested in U.S. government bonds with maturity dates that match the completion of the sublease. Payments under these escrows are to be made at such times and in such amounts so as to fund MUNI's scheduled payments under the sublease as well as to provide a source of funding for MUNI's purchase option if it chooses to exercise it. Although these escrows do not represent a legal defeasance of MUNI's obligations under the sublease, management believes that the creditworthiness of these escrows is such that they will fund MUNI's obligations under the sublease and that the possibility that MUNI will need to access other monies to make sublease payments is remote. Therefore, the trust assets and the sublease obligations are not recorded on the financial statements of MUNI as of June 30, 2004.

As a result of the cash transactions above, MUNI recorded deferred revenue in fiscal year 2002 of \$35.5 million for the difference between the amount received of \$388.2 million and the amount paid to the escrows of \$352.7 million. The deferred revenue will be amortized over the life of the sublease. The deferred revenue amortized in fiscal year 2004 amounted to \$1.3 million.

As of June 30, 2004, the outstanding payments to be made on the sublease through 2027 are \$308.2 million and the payments to be made on the purchase option of the Tranche 1 Equipment would be \$643.1 million, if exercised. All of these payments are to be funded from the amounts in escrow. If MUNI does not exercise the purchase option, MUNI would be required to either: 1) pay service and maintenance costs related to the continued operation and use of the vehicles beyond the term of the sublease; or 2) arrange for another party to be the "service recipient," under a "service contract," and to perhaps guarantee the obligations of that party under the service contract if the replacement service recipient does not meet specified credit or net worth criteria.

Tranche 2

In September 2003, after obtaining final approval from the Municipal Transportation Agency board of directors and the City's board of supervisors, MUNI entered into a second leveraged lease-lease back transaction over 21 BREDA light rail vehicles (the Equipment). The transaction was structured as a head lease of the Equipment to one separate special purpose trust (formed on behalf of a certain equity investor) and a sublease of the Equipment back from such trust. The sublease provides MUNI with an option to purchase the Equipment in approximately 26 years, the scheduled completion date of the sublease. During the term of the sublease, MUNI maintains custody of the Equipment and is obligated to insure and maintain the Equipment throughout the life of the sublease.

MUNI received an aggregate of \$72.6 million from the equity investors in full prepayment of the head lease. MUNI deposited approximately \$67.5 million of this head lease payment into two escrows. One escrow was deposited with a debt payment undertaker whose repayment obligations are guaranteed by Financial Security Assurance, an "Aaa/AAA" rated bond insurance company. The other escrow was invested in U.S. government bonds with maturity dates that match the completion of the sublease. Payments under these escrows are to be made at such times and in such amounts so as to fund MUNI's scheduled payments under the sublease as well as to provide a source of funding for MUNI's purchase option if it chooses to exercise it. Although these escrows do not represent a legal defeasance of MUNI's obligations under the sublease, management believes that the creditworthiness of these escrows is such that they will fund MUNI's obligations under the sublease and that the possibility that MUNI will need to access other monies to make sublease payments is remote.

As a result of the cash transactions above, MUNI recorded deferred revenue in fiscal year 2004 of \$4.4 million for the difference between the amount received of \$72.6 million and the amount paid to the

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escrows of \$67.5 million (minus \$0.7 for certain transaction expenses). The deferred revenue will be amortized over the life of the sublease. The deferred revenue amortized in fiscal year 2004 amounted to \$0.1 million.

As of June 30, 2004, the outstanding payments to be made on the sublease through 2029 are \$59.7 million and the payments to be made on the purchase option of the Equipment would be \$198.5 million, if exercised. All of these payments are to be funded from the amounts in escrow. If MUNI does not exercise the purchase option, MUNI would be required to either: 1) pay service and maintenance costs related to the continued operation and use of the vehicles beyond the term of the sublease; 2) arrange for another party to be the "service recipient," under a "service contract," and to perhaps guarantee the obligations of that party under the service contract if the replacement service recipient does not meet specified credit or net worth criteria.

The data below reflects 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, 2004 follows (in thousands), including \$0.6 million accounts payable to MUNI:

	Downtown Parking	Uptown Parking	Japan Center Garage	Ellis- O'Farrell Parking	Portsmouth Plaza Parking	Total
Operating revenues.....	\$ 11,083	\$ 14,772	\$ 2,407	\$ 4,509	\$ 3,248	\$ 36,019
Depreciation.....	727	1,077	-	-	127	1,931
Operating income.....	791	1,117	270	879	99	3,156
Interest and other non-operating revenues (expenses).....	(673)	(1,013)	-	(214)	11	(1,889)
Change in net assets.....	118	104	270	665	110	1,267
Capital assets, increases.....	104	57	56	26	189	432
Capital assets, decreases.....	-	-	(32)	-	-	(32)
Net working capital (deficit).....	(6,843)	(9,618)	239	(1,138)	(9,824)	(27,184)
Total assets.....	29,317	61,947	7,594	19,657	3,122	121,637
Total liabilities.....	19,449	30,341	250	6,487	463	56,990
Net assets.....	9,868	31,606	7,344	13,170	2,659	64,647
Total debt outstanding.....	\$ 12,343	\$ 19,399	\$ -	\$ 5,473	\$ -	\$ 37,215

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(f) Laguna Honda Hospital

The Laguna Honda Hospital (LHH) is a skilled nursing facility which specializes in serving elderly and disabled residents. The operations of LHH are subsidized by the City. It is the City's policy to fund operating deficits of the enterprise on a budgetary basis, however, the amount of operating subsidy provided is limited to the amount budgeted by the City. Accordingly, depreciation and certain non-current accrued expenses are not funded, resulting in continuing deficits on a budget basis. In those circumstances, the City allows the enterprise to show a deficit on a budget basis. For the fiscal year ended June 30, 2004, the subsidy for LHH was \$32 million.

	(in thousands)
Changes in net assets of LHH on a GAAP basis	\$ (10,473)
Transfer to General Fund*	7,562
Net loss on specific/donor restricted funds	(79)
Operating subsidy from City General Fund	<u>(31,853)</u>
Net loss on LHH on a GAAP basis before operating subsidy	<u>(34,843)</u>
Expenses which require budgetary funding but are not GAAP basis expenses:	
Capitalized services and other asset purchases	(2,455)
Change in encumbrances and appropriation carryforward	3,181
Expenses which do not require budgetary funding but are GAAP basis expenses:	
Depreciation and other expenses	<u>2,264</u>
Net loss of LHH requiring General Fund subsidy on a budget basis	<u><u>\$ (31,853)</u></u>

* During the fiscal year ended June 30, 2004, LHH transferred approximately (\$7.6) million of the tobacco settlement funds. In addition, LHH received approximately \$0.6 million in income from investments, which is included in the net loss on specific/donor restricted funds calculation. As a result, LHH's net assets on a GAAP basis do not show a deficit.

LHH has agreements with third-party payors that provide for reimbursement to LHH at amounts different from its established rates. Contractual adjustments under third-party reimbursement programs represent the difference between the hospital's established rate for services and amounts reimbursed by third-party payors. Medicare and Medi-Cal are the major third-party payors with whom such agreements have been established. During the fiscal year ended June 30, 2004, Medicare and Medi-Cal charges for services amounted to approximately \$4 million and \$107 million, respectively. As of June 30, 2004, LHH had net patient receivables from Medicare of \$0.3 million and net patient receivables from Medi-Cal of \$14 million.

During fiscal year ended June 30, 2004, LHH received approximately \$16 million in payments as a result of matching federal funds to local funds which provided a Medi-Cal supplemental in the form of quarterly payments effective August 1, 2001.

In November 1999, San Francisco voters approved Proposition A, a ballot measure authorizing the City to 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. 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 construction of a replacement facility for LHH. As of June 30, 2004, no bonds have been sold. LHH is actively involved in the planning and design phase for new facilities to replace Laguna Honda Hospital.

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

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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.

LLH received a report initiated by the California Integrated Waste Management Board declaring an old dumpsite on Hospital property a "hazardous waste site" under California hazardous waste statute. The San Francisco Department of Public Health, as the local enforcement agency, has been designated to oversee and certify the future abatement of the dumpsite. LHH management has subsequently received a number of estimates to remedy this situation, ranging from \$0.7 million to \$2.5 million. The hospital and the S.F. Department of Public Health are evaluating the bids submitted. The State has mentioned that this particular hazardous waste site is classified as a low priority considering the other more hazardous waste sites within the State. The specific site has been contained and secured for the safety of the general public.

As of June 30, 2004, LHH has entered into various purchase contracts totaling approximately \$9.9 million that are related to future construction for the Hospital Replacement Project.

(g) General Hospital Medical Center

The San Francisco General Hospital Medical Center (SFGH) is an acute care hospital. The operations of SFGH are subsidized by the City. It is the City's policy to fully fund enterprise operations on a budgetary basis; however, the amount of operating subsidy provided is limited to the amount budgeted by the City. Accordingly, depreciation and certain non-current accrued expenses are not funded, resulting in continuing deficits on a budget basis. In those circumstances, the City allows the enterprise to show a deficit on a budget basis. For the year ended June 30, 2004, the subsidy for SFGH was \$62 million.

	(in thousands)
Income before transfers of SFGH on a GAAP basis	\$ 1,847
Reimbursement to City General Fund for SB 855 matching program	(69,384)
Transfers from City General Fund to support SFGH on:	
Other Program Support	1,329
Interest expense on the over draft funds with the City Treasury	464
Transfers from SFGH to City facility projects	1,159
Expenses which require budgetary funding but are not GAAP basis expenses:	
Capitalized services and other asset purchases	(2,865)
Change in encumbrances and appropriation carryforwards	(1,252)
Other expenses	(88)
Expenses which do not require budgetary funding but are GAAP basis expenses:	
Depreciation expense	6,634
Net loss of SFGH requiring General Fund subsidy on a Budget basis	\$ (62,156)

SFGH has agreements with third-party payors that provide for reimbursement to SFGH at amounts different from its established rates. Contractual adjustments under third-party reimbursement programs represent the difference between SFGH's established rates and amounts reimbursed by third-party payors. Major third-party payors with whom such agreements have been established are Medicare, Medi-Cal, the State of California through Senate Bills 855 and 1255 and the Short-Doyle mental health program, the federal Medi-Cal Medical Education Program and Administrative Claiming System, and a managed care agreement signed with a health maintenance organization (HMO).

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During the year ended June 30, 2004, Medicare and Medi-Cal revenue accounted for \$53 million and \$52 million of net patient service revenue respectively. As of June 30, 2004, SFGH had net patient receivables from Medicare of \$7.8 million and net patient receivables from Medi-Cal of \$15.7 million.

State of California Senate Bill 855 (SB-855) was passed by the state legislature in July 1991 to provide additional funding to hospitals which provide a significant portion of their services to Medi-Cal recipients. In order to receive additional funds, the City must transfer funds to the State Medi-Cal program so that the funds may be matched by federal funds. Gross patient revenue recorded by SFGH for SB-855 totaled \$100.4 million for the year ended June 30, 2004. This revenue was offset by a reduction in the General Fund operating subsidy of \$69.4 million for net SB 855 revenues of \$31 million for the year ended June 30, 2004.

In addition, SFGH receives funding from the State of California under Senate Bill 1255 (SB-1255) which establishes a funding pool through public and private sector contributions with matching federal participation. For the year ended June 30, 2004, SFGH recognized gross patient revenue in the amount of \$63.5 million offset by a reduction in the contribution provided by the City of \$35 million for net SB 1255 revenues of \$28.5 million.

Under the Medi-Cal Medical Education program, SFGH is reimbursed for medical education costs incurred for services rendered to Medi-Cal beneficiaries. For the year ended June 30, 2004, SFGH recognized net patient service revenue in the amount of \$1.8 million pertaining to this program.

As of June 30, 2004, SFGH had Medi-Cal supplemental reimbursement receivables for SB-855, SB-1255, and other federal and state settlement payments of approximately \$33.8 million.

The State of California provides support to SFGH through a realignment of funding provided from vehicle license fees and sales tax allocated to California's counties. SFGH recognized \$61.1 million as other operating revenue for the year ended June 30, 2004, from realignment funding.

In addition, SFGH was reimbursed by the State of California, under the Short-Doyle program, for mental health services provided to qualifying residents based on an established rate per unit of service not to exceed an annual negotiated contract amount. During the year ended June 30, 2004, reimbursement under the Short-Doyle program amounted to approximately \$5 million and is included in transfers in.

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, 2004, amounted to \$1.3 million and are included in other operating revenue.

SFGH provides care without charge or at amounts less than its established rates to patients who meet certain criteria under its charity care policy. Charges foregone based on established rates were \$191 million and estimated costs and expenses to provide charity care were \$103 million in fiscal year 2004.

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, 2004, was approximately \$62.5 million.

In 1996, California passed Senate Bill 1953, mandating that all California acute care hospitals meet new seismic safety standards by 2013. In January 2001, the San Francisco Health Commission approved a resolution to support a rebuild effort for the hospitals, and the Department of Public Health conducted a series of planning meetings to review its options. It became evident that rebuilding rather than retrofitting was required, and that rebuilding SFGH presented a unique opportunity for the Department to make

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system-wide as well as structural improvements in its delivery of care for patients in 2013 and beyond. As of June 30, 2004, SFGH was studying available options, including co-location opportunities with UCSF Medical Center. The total funding required to rebuild the hospital is unknown at this time.

(h) Clean Water Program

The Clean Water Program (CWP) was established in 1977 pursuant to bond resolutions to account for the City's municipal sewage treatment and disposal system.

CWP's revenue, which consists mainly of sewer service charges, is pledged for the payment of principal and interest on various outstanding Sewer Revenue Bonds.

As of June 30, 2004, the CWP had outstanding commitments with third parties for capital projects and for materials and services totaling \$28.7 million.

(i) San Francisco Market Corporation

The San Francisco Market Corporation is a non-profit corporation organized to acquire, construct, finance, and operate a produce market. The information about this non-profit corporation is presented in the financial statements of the proprietary funds as a non-major fund.

(12) SAN FRANCISCO REDEVELOPMENT AGENCY

The Redevelopment Agency of the City and County of San Francisco (the Agency) is a public body, corporate and politic, organized and existing under the Community Redevelopment Law of the State of California. Since the organization of the Agency in 1948, the Agency has completed four redevelopment project areas and twelve redevelopment project areas are now underway. In addition, the Agency is undertaking feasibility studies for two potential redevelopment areas designated by the Board of Supervisors of the City and proposed expansion to two existing project areas.

The Agency acts as the lead Agency in administering the Housing Opportunities for Persons with AIDS (HOPWA) program, which is funded by a grant from the U.S. Department of Housing and Urban Development. The Agency applied for and was awarded a "Special Projects of National Significance" grant under the HOPWA program to provide partial rent subsidies and back to work job training.

In 1998, the Board of Supervisors approved ordinances and resolutions adopting the Mission Bay North and South Redevelopment Plans, Interagency Cooperation Agreements, Tax Allocation Agreements and related ordinances and resolutions. The two project areas total 303 acres. Mission Bay North consists of approximately 65 acres adjacent to the Pacific Bell Park. Mission Bay South includes approximately 238 acres of land. The Agency has entered into an Owner Participation Agreement with the owner/developer to provide for development of the project areas. The proposed development in the north includes 3,000 housing units, 20% of which will be affordable units, 350,000 square feet of urban entertainment retail space, 100,000 square feet of City-serving retail space, 55,000 square feet of neighborhood-serving retail space and six acres of public open space. The proposed development in the south will include 3,090 housing units, 20% of which will be affordable units, a 43-acre University of California San Francisco (UCSF) research campus, a 500 room hotel, 210,000 square feet of City-serving and neighborhood-serving retail space, five million square feet of commercial industrial space, a new fire and police station and a 500-student public school on land to be donated by UCSF. Mission Bay is expected to create over 31,000 new permanent jobs. The Mission Bay development will take place over 20 to 30 years and will require investment of over \$145 million in new public infrastructure. Total development costs for the two project areas are expected to exceed \$4 billion.

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As of June 30, 2004, 1,079 residential units, including 148 affordable units, 24,000 square feet of office space, and 72,650 square feet of neighborhood retail space have been completed in Mission Bay North. A commercial office building totaling 285,000 square feet and two UCSF research buildings of 550,000 square feet have been completed in Mission Bay South.

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 \$40.1 million.

The Public Initiatives Development Corporation (PIDC), was formed in May of 2002 to develop affordable housing on the Agency's behalf. The Board of PIDC is comprised of management of the Agency and other appointed individuals. Funding is dependent on the Agency and PIDC is reflected as a blended component unit in the Agency's financial statements. Activities during the year are relocating tenants, demolishing the building and starting construction of a 106 affordable units mixed-use development at the corner of 6th and Howard Streets.

In May 2004, the Agency issued \$33.6 million in Moscone Convention Center Lease Revenue Refunding Bonds, Series 2004. These bonds mature through July 1, 2024 with varying interest rates from 3% to 5.375%. A portion of the proceeds from the sale of the Series 2004 Moscone Refunding Bonds was used to establish an irrevocable escrow fund to refund the entire \$38.4 million principal amount of the Agency's outstanding Moscone Convention Center Lease Revenue Bonds, Series 1994. The net proceeds of \$40.5 million (including original issue premium of \$0.6 million, \$4.0 million from the Series 1994 Moscone Bonds reserve fund, and \$8.7 million from the City; and after (1) depositing \$3.4 million in a reserve fund; (2) depositing \$2.1 million in an additions and betterment fund; and (3) payment of \$0.9 million in underwriting fees, insurance and other costs) were used to purchase U.S. Government Securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds identified above until called and redeemed. The Series 94 Moscone Bonds will be called and redeemed on July 1, 2004. Although the advance refunding resulted in the recognition of a deferred accounting loss of \$2.1 million for the fiscal year ended June 30, 2004, the Agency in effect reduced its aggregate debt service payments by approximately \$15.9 million over the next 21 years and obtained an economic gain (difference between the present values of the old and new debt service payments) of \$4.2 million.

In March 2004, the Authority issued \$83 million in 2004 Series A Tax Allocation Refunding and Capital Improvement Revenue Bonds (San Francisco Redevelopment Projects) (2004 Series A Refunding Bonds). The 2004 Series A Refunding Bonds are secured by a pledge of the Agency's share of certain property tax revenues derived from related project areas. These bonds mature through August 1, 2021 with varying interest rates from 2.0% to 5.0%. The net proceeds were used to refund a portion of the 1993 Series B Tax Allocation Refunding Bonds (1993 Series B Refunding Bonds), in the amount of \$50 million, and all of the 1993 Series C Tax Allocation Revenue Bonds (1993 Series C Bonds), in the amount of \$25.7 million. In addition, the Agency intends to use approximately \$11.5 million of the proceeds to aid construction, rehabilitation, and preservation of low and moderate-income housing in the City. The net proceeds of \$78.9 million (including original issue premium of \$2.1 million; and \$7.2 million from the 1993 Series B Refunding Bonds and 1993 Series C Bonds reserve funds; and after (1) depositing \$0.2 million in a revenue fund; (2) depositing \$11.5 million in the low and moderate income housing fund; and (3) payment of \$1.9 million in underwriting fees, insurance and other costs) were used to purchase U.S. Government Securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds identified above until called and redeemed.

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The refunded 1993 Series B Refunding Bonds and the 1993 Series C Bonds were called and redeemed on May 20, 2004, and the liability for these bonds has been removed from the statement of net assets. Although the advance refunding resulted in the recognition of a deferred accounting loss of \$3.0 million for the fiscal year ended June 30, 2004, the Agency in effect reduced its aggregate debt service payments by approximately \$17.8 million over the next 18 years and obtained an economic gain (difference between the present values of the old and new debt service payments) of \$6.5 million.

In March 2004, the Authority issued \$4.4 million in 2004 Series B Taxable Tax Allocation Refunding Revenue Bonds (San Francisco Redevelopment Projects) (2004 Series B Refunding Bonds). The net proceeds of the 2004 Series B Refunding Bonds were used to refund all of the 1996 Series C Taxable Tax Allocation Revenue Bonds (1996 Series C Bonds), in the amount of \$4.9 million. The net proceeds of \$5.0 million (including original issue premium of \$52.8 thousand; and \$0.6 million from the 1993 Series B Refunding Bonds; and after payment of \$79.7 thousand in underwriting fees, insurance and other costs) were used to purchase U.S. Government Securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds identified above until called and redeemed. The refunded 1996 Series C Bonds were called and redeemed on May 20, 2004, and the liability for these bonds has been removed from accompanying statement of net assets. Although the advance refunding resulted in the recognition of a deferred accounting loss of \$97.1 thousand for the fiscal year ended June 30, 2004, the Agency in effect reduced its aggregate debt service payments by approximately \$0.8 million over the next 4 years and obtained an economic gain (difference between the present values of the old and new debt service payments) of \$0.2 million. The 2004 Series B Refunding Bonds are secured by a pledge of the Agency's share of certain property tax revenues derived from related project areas. These bonds mature through August 1, 2007 with interest rates of 2.0% and 3.0%.

In June 2004, the Authority issued \$7.8 million in 2004 Series C Tax Allocation Revenue Bonds (Rincon Point-South Beach Redevelopment Project) (2004 Series C Bonds) and \$45.9 million in 2004 Series D Taxable Tax Allocation Revenue Bonds (San Francisco Redevelopment Projects) (2004 Series D Bonds). These bonds are secured by a pledge of the Agency's share of certain property tax revenues derived from related Project Areas. The 2004 Series C Bonds mature through August 1, 2030 with varying interest rates of 3.4% to 5.0%. The 2004 Series D Bonds mature through August 1, 2018 with varying interest rates of 5.0% to 5.85%. The net proceeds from the 2004 Series C Bonds will be used to finance the construction of an office building at the Agency owned and operated small craft harbor and improvements to an adjacent pier in the Rincon Point South Beach Project Area. The major portion of the net proceeds from the 2004 Series D Bonds will be used to finance the construction, rehabilitation, and preservation of low-income housing and to complete a parking garage in the Yerba Buena Center Project Area. The remaining proceeds will be used to fund improvements and economic development activities in various Project Areas.

Outstanding bond issues had cumulative interest accretion of approximately \$142.4 million as of June 30, 2004. Interest accretion is included in the accrued interest payable balance in the basic financial statements.

In order to facilitate construction and rehabilitation within the project areas, various construction loan notes, promissory notes and mortgage revenue bonds with an aggregate outstanding balance of approximately \$701 million at June 30, 2004, have been issued. When these obligations are issued, they are secured by the related mortgage indebtedness and, in the opinion of management, are not considered obligations of the Agency or the City and therefore not included in the basic financial statements. Debt service payments will be made by developers or property owners.

California Health and Safety Code Section 33334.3 requires the Agency to set aside 20% of the proceeds from its incremental property tax revenues for expenditures for low and moderate income housing. Related interest earned must also be set aside for such purposes. The Agency established a Low and Moderate Income Housing Fund to account for this commitment.

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The Agency had commitments under contracts for capital improvements of approximately \$36 million at June 30, 2004.

(13) TREASURE ISLAND DEVELOPMENT AUTHORITY

The TIDA is a nonprofit public benefit corporation. The TIDA was authorized in accordance with the Treasure Island Conversion Act of 1997 and designated as a redevelopment agency pursuant to Community Redevelopment Law of the State of California. The TIDA is governed by seven commissioners who are appointed by the Mayor, subject to confirmation by the City's Board of Supervisors. The specific purpose of the TIDA is to promote the planning, redevelopment, reconstruction, rehabilitation, reuse and conversion of the property known as Naval Station Treasure Island for the public interest, convenience, welfare and common benefit of the inhabitants of the City.

The mission of TIDA is to redevelop the former Naval Station Treasure Island and to manage its integration with the City in compliance with federal, state and City guidelines (including the California Tidelands Trust) to maximize revenues to the City's General Fund; to create new job opportunities for San Francisco residents, including assuring job opportunities for homeless and economically disadvantaged residents; to increase recreational and bay access venues for San Francisco and Bay Area residents; and to promote the welfare and well being of the citizens of San Francisco.

The services provided by TIDA include negotiating the acquisition of former Naval Station Treasure Island with the U.S. Navy and establishing the Treasure Island Redevelopment Project; renting Treasure Island facilities leased from the U.S. Navy to generate revenues sufficient to cover operating costs; maintaining Treasure Island facilities owned by the U.S. Navy which are not leased to the TIDA or the City; providing facilities for special events, film production and other commercial business uses; providing 1,000 housing units; and overseeing the U.S. Navy's toxic remediation activities on the former naval base.

During fiscal year 2004, TIDA's primary source of revenues included facility and housing rents. During fiscal year 2003, TIDA received Navy agreement to initiate the process of early transfer, including competitive selection of a contractor to complete the Navy's Treasure Island Remediation Program with Navy funding but under TIDA direction and supervision; entered an exclusive negotiating agreement with a private developer for the redevelopment of the former naval base; and completed a draft Environmental Impact Report (EIR) for the transfer. TIDA assisted with the opening of a new childcare center for Treasure Island residents and employees, and funded an extensive new program of recreation services for Island residents.

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(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, 2004, is as follows (in thousands):

Due to/from other funds (in thousands):

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
General	Nonmajor Governmental Funds	\$ 28,894
	Internal Service Funds	859
	San Francisco International Airport	1,052
	Hetch Hetchy Water and Power	528
	Municipal Transportation Agency	589
	General Hospital Medical Center	15,288
	Port of San Francisco	598
	Laguna Honda Hospital	5,109
		<u>52,917</u>
Nonmajor Governmental Funds	Nonmajor Governmental Funds	5,384
		<u>5,384</u>
Water Department	Municipal Transportation Agency	2,221
		<u>2,221</u>
Hetch Hetchy Water and Power	General Fund	892
	Nonmajor Governmental Funds	12,619
	Municipal Transportation Agency	101
	General Hospital Medical Center	693
	<u>14,305</u>	
Municipal Transportation Agency	Nonmajor Governmental Funds	42,072
	Water Department Fund	1,903
		<u>43,975</u>
Total		<u>\$ 118,802</u>

Due to/from primary government and component units:

<u>Receivable Entity</u>	<u>Payable Entity</u>	<u>Amount</u>
Primary government - governmental	Component unit - SF Redevelopment Agency	\$ 849

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Transfers In (in thousands):

Transfers Out:	Funds						Total
	General Fund	Nonmajor Governmental	Internal Service Funds	Municipal Transportation Agency	San Francisco General Hospital	Laguna Honda Hospital	
Funds							
General fund.....	\$ -	\$ 47,236	\$ 255	\$ 134,022	\$ 63,950	\$ 31,853	\$ 277,316
Nonmajor governmental funds.....	26,372	33,797	-	119,367	-	-	179,536
San Francisco							
International Airport.....	18,161	-	-	-	-	-	18,161
Hetch Hetchy.....	-	489	-	-	-	-	489
Municipal Transportation Agency.....	-	346	-	-	-	-	346
San Francisco General Hospital.....	69,385	1,158	-	-	-	-	70,543
Clean Water.....	-	143	-	-	-	-	143
Laguna Honda Hospital.....	7,573	-	-	-	-	-	7,573
Total transfers out.....	<u>\$ 121,491</u>	<u>\$ 83,169</u>	<u>\$ 255</u>	<u>\$ 253,389</u>	<u>\$ 63,950</u>	<u>\$ 31,853</u>	<u>\$ 554,107</u>

The \$277.3 million General Fund transfer out includes a total of \$229.8 million in operating subsidies to Municipal Railway, General Hospital Medical Center, and Laguna Honda Hospital (note 11). The transfers of \$47.2 million from the General Fund to the nonmajor governmental funds is to provide support to various City programs such as the public library and community health services. 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 \$69.4 million from General Hospital Medical Center as reimbursement for the SB 855 matching program (note 11(g)), \$18.2 million from the San Francisco International Airport, representing a portion of concession revenue (note 11(a)), and \$7.6 million transferred from Laguna Honda Hospital for prior year Tobacco Tax reimbursement.

(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.

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(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	
2005.....	\$ 28,363
2006.....	24,735
2007.....	20,659
2008.....	17,425
2009.....	8,263
2010-2014.....	11,293
Total.....	<u>\$ 110,738</u>

Business-type Activities

Fiscal Years	San Francisco International Airport	Municipal Transportation Agency	General Hospital Medical Center	Total Business-type Activities
2005.....	\$ 5,237	\$ 4,228	\$ 3,763	\$ 13,228
2006.....	5,512	1,651	1,718	8,881
2007.....	5,741	1,027	1,036	7,804
2008.....	5,741	802	340	6,883
2009.....	4,631	803	180	5,614
2010-2014...	-	334	-	334
2015-2019...	-	177	-	177
2020-2024...	-	147	-	147
2025-2029...	-	121	-	121
2030-2034...	-	36	-	36
Total.....	<u>\$ 26,862</u>	<u>\$ 9,326</u>	<u>\$ 7,037</u>	<u>\$ 43,225</u>

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Component Unit - Redevelopment Agency

The Redevelopment Agency (Agency) has noncancellable operating leases for its offices sites which require the following minimum annual payments (in thousands):

<u>Fiscal Years</u>	
2005.....	\$ 2,280
2006.....	1,197
2007.....	838
2008.....	846
2009.....	854
2010-2014.....	4,267
2015-2019.....	4,267
2020-2024.....	4,267
2025-2029.....	4,267
2030-2034.....	4,267
2035-2039.....	4,267
2040-2044.....	4,267
2045-2049.....	4,267
2050.....	854
Total.....	<u>\$ 41,005</u>

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

<u>Fiscal Years</u>	
2005.....	\$ 1,206
2006.....	1,057
2007.....	725
2008.....	476
2009.....	445
2010-2014.....	2,360
2015-2019.....	2,281
2020-2024.....	340
2025-2029.....	130
2030-2034.....	25
Total.....	<u>\$ 9,045</u>

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Business-type Activities

Fiscal Years	San Francisco International Airport	Port of San Francisco	General Hospital Medical Center	Municipal Transportation Agency	Market Corp	Total Business-type Activities
2005.....	\$ 63,713	\$ 27,311	\$ 1,884	\$ 2,674	\$ 891	\$ 96,473
2006.....	57,266	23,530	1,950	2,390	856	85,992
2007.....	50,856	21,173	1,991	2,147	774	76,941
2008.....	50,095	19,719	2,033	1,891	475	74,213
2009.....	26,925	17,941	2,077	1,747	379	49,069
2010-2014	36,099	73,136	2,123	4,010	1,707	117,075
2015-2019	-	59,672	-	-	-	59,672
2020-2024	-	51,155	-	-	-	51,155
2025-2029	-	44,404	-	-	-	44,404
2030-2034	-	41,916	-	-	-	41,916
2035-2039	-	34,583	-	-	-	34,583
2040-2044	-	21,007	-	-	-	21,007
2045-2049	-	17,437	-	-	-	17,437
2050-2054	-	8,020	-	-	-	8,020
2055-2059	-	7,023	-	-	-	7,023
2060-2064	-	7,023	-	-	-	7,023
2065-2069	-	3,903	-	-	-	3,903
Total.....	<u>\$ 284,954</u>	<u>\$ 478,953</u>	<u>\$ 12,058</u>	<u>\$ 14,859</u>	<u>\$ 5,082</u>	<u>\$ 795,906</u>

Component Unit - Redevelopment Agency

The Agency leases various facilities within the Yerba Buena Center, Western Addition and Hunters Point areas. The minimum annual payments are as follows (in thousands):

<u>Fiscal Years</u>	
2005.....	\$ 3,016
2006.....	2,900
2007.....	2,839
2008.....	2,839
2009.....	2,843
2010-2014.....	14,753
2015-2019.....	15,368
2020-2024.....	14,454
2025-2029.....	14,982
2030-2034.....	16,029
2035-2039.....	17,151
2040-2044.....	18,427
2045-2049.....	9,160
2050-2054.....	555
2055-2059.....	365
2060-2064.....	325
2065-2069.....	302
2070-2074.....	250
2075-2079.....	178
2080-2084.....	150
2085-2089.....	150
2090-2094.....	150
2095-2097.....	98
Total.....	<u>\$ 137,284</u>

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(c) Other Lease Commitments

The City is making lease payments to the Agency for the Moscone Convention Center in the amount of approximately \$14 million per year through July 1, 2025. The lease payments are intended to approximate the debt service requirements of the corresponding lease revenue bonds that were issued by the Agency to finance the construction and expansion of the Moscone Convention Center which are recorded as a long term obligation of the Agency. The City is also making lease payments to outside lessors for various telecommunication and information equipment through an internal service fund.

Amounts to be provided for capital leases are as follows (in thousands):

Fiscal Years	Moscone Convention Center	Other	Total
2005.....	\$ 6,758	\$ 645	\$ 7,403
2006.....	18,741	424	19,165
2007.....	18,744	65	18,809
2008.....	19,441	-	19,441
2009.....	19,510	-	19,510
2010-2014.....	98,708	-	98,708
2015-2019.....	98,414	-	98,414
2020-2024.....	16,744	-	16,744
2025-2026.....	2,956	-	2,956
Total minimum lease payments.....	300,016	1,134	301,150
Less amounts representing interest.....	(106,298)	(37)	(106,335)
Present value of maximum lease payments.....	<u>\$ 193,718</u>	<u>\$ 1,097</u>	<u>\$ 194,815</u>

(d) Other Commitments

The Retirement System has commitments to contribute capital for real estate and alternative investments in the aggregate amount of approximately \$904 million at June 30, 2004.

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, 2004, the City contributed approximately \$8.6 million to the PCJPB. This is paid by MTA from the subsidy transfer it receives from the City.

(16) RISK MANAGEMENT

Risk Retention Program Description

The City is exposed to various risks of losses related to torts, theft of, damage to, and destruction of assets; business interruption; errors and omissions; automobile liability and accident claims (primarily for Muni Railway); medical malpractice; natural disasters; employee health benefit claim payments for direct provider care (collectively referred to herein as estimated claims payable); and injuries to employees (workers' compensation). With certain exceptions, it is the policy of the City not to purchase commercial insurance for the risks of losses to which it is exposed. Instead, the City believes it is more economical to manage its risks internally and set aside funds as needed for estimated current claim settlements and unfavorable judgments through annual appropriations and supplemental appropriations.

The City maintains limited excess coverage for certain facilities. The SFO carries liability insurance coverage of \$750 million and commercial property insurance coverage for full replacement value on all facilities owned by the SFO. The SFO does not carry insurance for losses due to seismic activity. The

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SFO is self-insured for general liability up to the first \$10,000 and the SFO carries liability insurance for any amounts in excess of \$10,000. The Port carries commercial insurance for all general liability, property and casualty risks of loss. Additionally, limited insurance coverage is maintained by the City for the Moscone Convention Center property, personal liability, and for art at City-owned museums.

The San Francisco Redevelopment Agency is a member of the Bay Cities Joint Powers Authority which provides coverage for its general liability, automobile liability, and public officials errors and omissions risks with combined single limits of \$15 million per occurrence and a deductible of \$50,000 self-insurance retention per occurrence.

Any claims relating to the construction of the Moscone Convention Center are indemnified by the City under an agreement between the Agency and the City.

Settled claims have not exceeded commercial insurance coverage in any of the past three fiscal years.

Expenditures and liabilities for all workers' compensation claims and other estimated claims payable are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. These losses include an estimate of claims that have been incurred but not reported. Because actual claim liabilities depend on such complex factors as inflation, changes in legal doctrines, and damage awards, the process used in computing claim liabilities does not necessarily result in an exact amount. Claim liabilities are re-evaluated periodically to take into consideration recently settled claims, the frequency of claims, and other legal and economic factors. The recorded liabilities have not been discounted.

Estimated Claims Payable

Numerous lawsuits related to the governmental fund types are pending or threatened against the City. The City's liability as of June 30, 2004 has been actuarially determined and includes an estimate of incurred but not reported losses. In addition, various businesses in the City had filed suit in California Superior Court challenging the constitutionality of the City Gross Receipts and Payroll Expense Tax Ordinances. The majority of these suits have been settled for approximately \$63 million. The City has issued debt to pay off this liability over 10 years. A few remaining unsettled claims may be settled over the next 12 months and funds are included in the City's estimated claims payable to cover these expected expenses.

Changes in the reported estimated claims payable since June 30, 2002, resulted from the following activity (in thousands):

	Beginning Fiscal Year Liability	Current Year Claims and Changes in Estimates	Claim Payments	Ending Fiscal Year Liability
2002-2003	\$ 86,731	\$ 35,793	\$ (29,220)	\$ 93,304
2003-2004	\$ 93,304	\$ 71,967	\$ (37,835)	\$ 127,436

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Breakdown of the estimated claims payable at June 30, 2004 is as follows (in thousands):

<u>Governmental activities:</u>	
Current portion of estimated claims payables.....	\$ 19,881
Long-term portion of estimated claims payable.....	59,924
<u>Business-type activities:</u>	
Current portion of estimated claims payables.....	15,463
Long-term portion of estimated claims payable.....	32,168
 Total.....	 <u>\$ 127,436</u>

The Retirement System is involved in two class action type lawsuits which are collectively referred to as "Final Compensation" cases. These lawsuits allege that the Retirement System should include additional "pay types" in pension calculations. The most significant pay types common to all members of the Retirement System are lump sum payments after termination of employment for sick leave and vacation. The police, fire, and transit employees have additional claims for special pay types specific to those employee groups. There is also a new lawsuit against the Retirement System by the Veteran Police Officers Association (VPOA) that alleges that the Retirement System should include Police Officers' Standards Training (POST) pay in pension calculations for those police officers who retired prior to the creation of the POST ranks. These cases are being vigorously contested. The City Attorney has sought outside counsel to help defend the claims. The possible loss to the Retirement System, should these cases be successful, while difficult to estimate, could range between \$500 million and \$750 million. The actual loss could exceed this range. No liability has been accrued by the City relating to these lawsuits as of June 30, 2004.

Workers' Compensation

The City self-insures for workers' compensation coverage. The City's liability as of June 30, 2004 has been actuarially determined and includes an estimate of incurred but not reported losses. The total amount estimated to be payable for claims incurred as of June 30, 2004 was \$397.1 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, 2002, resulted from the following activity (in thousands):

	<u>Beginning Fiscal Year Liability</u>	<u>Current Year Claims and Changes in Estimates</u>	<u>Claim Payments</u>	<u>Ending Fiscal Year Liability</u>
2002-2003	\$ 304,181	\$ 127,008	\$ (66,933)	\$ 364,256
2003-2004	\$ 364,256	\$ 108,177	\$ (75,307)	\$ 397,126

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Breakdown of the accrued workers' compensation liability at June 30, 2004 is as follows (in thousands):

<u>Governmental activities:</u>	
Current portion of accrued workers' compensation liability.....	\$ 45,138
Long-term portion of accrued worker's compensation liability.....	168,492
 <u>Business-type activities:</u>	
Current portion of accrued workers' compensation liability.....	40,108
Long-term portion of accrued worker's compensation liability.....	<u>143,388</u>
Total.....	<u>\$ 397,126</u>

(17) SUBSEQUENT EVENTS (UNAUDITED)

Short-term Debt

In August 2004, the Water Department issued an additional \$25 million of commercial paper notes to fund capital projects associated with Proposition A, which passed in November 2002 to support the renovation of the water system. As of that date, the commercial paper program had a weighted average interest rate of 1.2% and a weighted average term of 112 days.

In September 2004, the San Francisco County Transportation Authority issued the second tranche of \$100 million of the programmed \$200 million aggregate principal amount of Commercial Paper Notes (Limited Tax Bonds), Series A and B. In September 2004, the Authority entered into a loan agreement with MUNI in the amount of \$22.6 million and authorized a draw against the loan of \$12 million for reimbursement of construction costs for the Metro East Maintenance Facility of the Third Street Light Rail Project.

Long-term Debt

In July 2004, the City issued Refunding Certificates of Participation, Series 2004-R1 (San Francisco Courthouse Project) in the amount of \$39.4 million. The Series 2004-R1 were issued to provide funds to refinance an existing City courthouse building located at 400 McAllister Street in the City by refunding in whole a series of certificates of participation executed and delivered to finance the construction, furnishing and equipping of said building, \$40.6 million of which are currently outstanding. The Series 2004-R1 bonds have interest rates ranging from 3.0% to 4.5% and mature April 2007 through April 2021. The refunding resulted in gross debt service savings of \$7.4 million.

In August 2004, the Port issued Refunding Revenue Bonds, Series 2004 in the amount of \$19.9 million. The 2004 Bonds were issued to provide funds to refund and redeem all \$23.2 million in aggregate principal amount of the Port's outstanding Refunding Revenue Bonds, Series 1994. The Series 2004 Bonds have interest rates ranging from 2.25% to 4.0% and mature July 2005 through July 2009. The Series 2004 Bonds are secured by revenues of the Port. The refunding resulted in gross debt service savings of \$5.2 million.

In October 2004, the City issued a total of \$76.9 million in General Obligation Bonds. They consist of the following two bonds: \$68.8 million Neighborhood Recreation and Park Facilities Improvement Bonds, Series 2004A and \$8.1 million California Academy of Sciences Improvement Bonds, Series 2004B. The 2004A Bonds will finance the acquisition, construction, and reconstruction of certain improvements to recreation and park facilities. The 2004B will finance the acquisition, construction, and reconstruction of certain improvements to the California Academy of Sciences.

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Elections

On November 2, 2004 the San Francisco voters approved the following propositions that will have fiscal impact on the City:

Proposition C – Health Service System This Charter amendment removes the Health Service System from the Department of Human Resources and makes it a separate City department. There is no immediate fiscal impact on the City. However, the amendment may affect costs in that it changes the composition of the Health Service Board, which oversees City employee and retiree health benefits, from a majority of members who are appointed by City officers to a majority of members who are elected from among the beneficiaries of the system.

Proposition E – Police Fire Survivor Benefits This Charter amendment provides that when a police officer or firefighter dies in the line of duty, his or her survivor receives 100% of the retirement benefits, regardless of when the officer or firefighter was hired. Formerly, if the police officer or firefighter was hired after 1976, the survivor received 75% of the retirement benefits. The cost to the City and County will increase, as estimated by the Retirement System Actuary, by approximately \$1.0 million per year, approximately .05% of payroll at current rates, for the next 20 years.

Proposition G – Health Plans for City Residents This Charter amendment authorizes the Health Service Board, by a two-thirds vote of its members, to establish medical and dental plans for City residents, in addition to the other plans currently available to City employees and retirees. This measure does not require the City to pay any portion of the cost of these plans. However, the cost to research, establish and fund any health plan that would offer coverage to City residents could be significant.

Proposition I – Economic Analysis of Legislation This ordinance creates an Office of Economic Analysis that would employ two staff economists. This Office would analyze proposed City legislation and report on the likely impact of the legislation on the City's ability to attract and retain businesses, create and retain jobs, and other matters affecting the overall economic health of the City. The salary and fringe benefit cost of staff economists can be expected to be approximately \$250,000 annually depending on the qualifications desired. It is also estimated that the cost of preparing a required economic development plan and funding for survey and research work can be at least an additional \$250,000 per year.

Proposition AA – Bart Earthquake Safety Bond This authorizes the San Francisco Bay Area Rapid Transit District to issue bonds not to exceed \$980 million dollars to make earthquake safety improvements to BART facilities in Contra Costa, San Francisco and Alameda Counties, including strengthening tunnels, bridges, overhead tracks and the underwater Transbay tube, and establish an independent citizens' oversight committee to verify bond revenues are spent as promised.

On November 2, 2004 the San Francisco voters did not approve the following propositions that would have allowed the City to increase taxes to minimize budget shortfalls and maintain City Services.

Proposition J – Sales Tax Increase This was an ordinance that would have allowed the City to increase the local sales tax by $\frac{1}{4}\%$ (one-quarter-of-one percent) to $8\frac{3}{4}\%$. The City would have controlled the additional tax funds and could have spent them for any public purpose. This proposed ordinance would have generated additional sales tax revenue for the City of approximately \$8 million in the fiscal year which began of July 1, 2004, and total revenues of approximately \$33.6 million annually beginning in fiscal year 2005-06, the first full fiscal year that the new tax rate would have been effective. Although Proposition J failed to pass, the Mayor's

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Office has already begun to implement an 18-month plan to cover the funding shortfall and the Controller is controlling expenditures to ensure that no structural shortfall occurs.

Proposition K – Business Tax This was an ordinance that would have created a temporary four-year “gross receipts” tax on certain companies and individuals doing business with the City. In 2005, the City would have collected 0.1% (one-tenth-of-one percent) of gross receipts from companies and individuals doing business in the City. The gross receipts tax funds would have been used by the City for any public purpose. This proposed ordinance would have generated business tax revenues for the City of approximately \$17 million in the fiscal year which began on July 1, 2004, and total revenues of approximately \$43 million annually beginning in fiscal year 2005-06, the first fiscal year that the new tax rate would have been effective. Although Proposition K failed to pass, the Mayor’s Office has already begun to implement an 18-month plan to cover the funding shortfall and the Controller is controlling expenditures to ensure that no structural shortfall occurs.