MISSION STATEMENT OF THE SFUSD:

The mission of the San Francisco Unified School District is to provide each student with an equal opportunity to succeed by promoting intellectual growth, creativity, self-discipline, cultural and linguistic sensitivity, democratic responsibility, economic competence, and physical and mental health so that each student can achieve his or her maximum potential.

DISTRICT GOALS:

- Enhance teaching and learning to focus on higher achievement for all students.
- Improve parent, community and staff participation and communication in the educational process.
- Create and maintain school environments that are safe, secure and attractive.
- Build a school environment that is fully integrated racially, ethnically and socially economically in all its programs and activities, and provides equal opportunity for all students.
- Improve and expand the Early Childhood Education Program and integrate it into the K-12 Program.
- Support and strengthen public and private collaboration to better serve our students.
- Support staff through ongoing high quality professional development and other programs.
- Secure adequate and stable revenue from federal, state, local, and private sources to realize the aforementioned goals.
ORDER OF BUSINESS
ADJOURNMENT: 10:00 P.M.

❖ ROLL CALL AND PLEDGE OF ALLEGIANCE

A. APPROVAL OF BOARD MINUTES
   ➢ Regular Meeting of September 9, 2008

B. PRESENTATIONS TO THE BOARD OF EDUCATION/SUPERINTENDENT’S REPORT
   ➢ Superintendent’s Thoughts for the Evening

C. RECOGNITIONS AND RESOLUTIONS OF COMMENDATION
   ➢ Commendation to the Bring Me A Book Foundation, and the San Francisco 49ers, for their Support of Dr. Charles Drew College Preparatory Academy

D. STUDENT DELEGATES’ REPORT

E. PARENT ADVISORY COUNCIL (PAC) REPORT

F. CONSENT CALENDAR – SEE EXHIBIT A FOLLOWING SUMMARY PAGES FOR LIST OF ITEMS - Motion/Second; Items Corrected/Withdrawn/Removed for First Reading/Severed. Formal vote taken up in Section N. Severed Items taken up in Section O.

G. SUPERINTENDENT’S PROPOSALS
   – HELD FOR SPEAKER CARDS AND ACTION

NONE
H. BOARD MEMBER' PROPOSALS
   - HELD FOR SPEAKER CARDS AND ACTION

   NONE

I. REQUESTS TO SPEAK REGARDING GENERAL MATTERS – 30 MINUTES

This part of the Board's meeting is set aside for members of the public requesting to address the Board on general items which are not agenda items calendared for action, which are not first readings listed in the agenda, and are not items previously referred to committee and not yet returned to the Board for action.

This agenda item will be limited to thirty (30) minutes and will begin no later than 7:30 p.m. or following the item under discussion at the time. Anyone whose name remains on the speakers list at the end of the allotted time will be granted time at the end of the regular meeting.

J. ADVISORY COMMITTEE REPORTS/APPOINTMENTS TO ADVISORY COMMITTEES BY BOARD MEMBERS

K. SPECIAL ORDER OF BUSINESS

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PUBLIC HEARINGS:

1. Initial Proposal from United Administrators of San Francisco (UASF) to the San Francisco Unified School District

   Recommendation: That the Board of Education hold a public hearing on the Initial Proposal from UASF to San Francisco Unified School District.

2. Initial Proposal from the Stationary Engineers Local 39 to the San Francisco Unified School District

   Recommendation: That the Board of Education hold a public hearing on the Initial Proposal from Local 39 to San Francisco Unified School District.
ACTIONS ITEMS:

1. A Resolution of the Board of Education of the San Francisco Unified School District, Authorizing the Issuance of San Francisco Unified School District (City and County of San Francisco, California) 2008 Tax and Revenue Anticipation Notes, in a Principal Amount not to Exceed $75,000,000, Authorizing the Preparation and Delivery of a Preliminary Official Statement, Official Statement and Notice Inviting Proposals for Purchase of Notes, Providing for the Approval of an Official Statement for such Notes and Execution of Documents Related Thereto and Certain Actions in Connection Therewith

Recommendation: That the Board of Education adopt a resolution authorizing the issuance of San Francisco Unified School District (City and County of San Francisco, California) 2008 Tax and Revenue Anticipation Notes, in a principal amount not to exceed $75,000,000, authorizing the preparation and delivery of a Preliminary Official Statement, Official Statement and Notice inviting proposals for purchase of Notes, providing for the approval of an Official Statement for such Notes and execution of documents related thereto and certain actions in connection therewith.

2. A Resolution of the Board of Education of the San Francisco Unified School District, Authorizing the Issuance of San Francisco Unified School District (City and County of San Francisco, California) (Proposition A, Election of 2006), General Obligation Bonds, Series B (2008), in an Aggregate Principal Amount not to Exceed $150,000,000 to Finance the Acquisition, Construction, Improvement, Furnishing and Equipping of Certain School Facilities, Authorizing the Preparation and Delivery of a Preliminary Official Statement, Official Statement and Notice Inviting Proposals for Purchase of Bonds, Providing for the Approval of an Official Statement for such Bonds and Execution of Documents Related Thereto and Certain Actions in Connection Therewith

Recommendation: That the Board of Education adopt a resolution authorizing the issuance of San Francisco Unified School District (City and County of San Francisco, California) (Proposition A, Election of 2006), General Obligation Bonds, Series B (2008), in an aggregate principal amount not to exceed $150,000,000 to finance the acquisition, construction, improvement, furnishing and equipping of certain school facilities, authorizing the preparation and delivery of a Preliminary Official Statement, Official Statement and Notice inviting proposals for purchase of Bonds, providing for the approval of an Official Statement for such Bonds and execution of documents related thereto and certain actions in connection therewith.

3. Amendments to the Employment Agreement for Services of District Superintendent

Recommendation: That the Board of Education approve amendments to the employment agreement for services of the District Superintendent.
4. Appointee of the Board of Education to the Elections Commission of the City and County of San Francisco

Recommendation: That the Board of Education adopts the appointment of [Name] to the San Francisco Elections Commission for the remainder of the five-year term ending January 1, 2013.

L. DISCUSSION OF OTHER EDUCATIONAL ISSUES

➢ Strategic Plan and Academics and Professional Development (APD) Division Redesign

M. CONSENT CALENDAR RESOLUTIONS – REMOVED AT PREVIOUS MEETING FOR SECOND READING AND ACTION

NONE

N. VOTE ON CONSENT CALENDAR – Moved and Seconded under Section F

O. CONSENT CALENDAR RESOLUTIONS – SEVERED FOR SPEAKERS AND IMMEDIATE ACTION - SEE EXHIBIT A FOLLOWING SUMMARY PAGES FOR LIST OF ITEMS

P. SUPERINTENDENT’S PROPOSALS – FIRST READING

(5 Minutes will be given for total public testimony under this item.)

NONE

Q. BOARD MEMBERS’ PROPOSALS – FIRST READING

(5 Minutes will be given for total public testimony under this item.)

NONE
R. BOARD MEMBERS’ REPORTS — a. Standing Committees; b. Board Delegates to Membership Organizations (NSBA, CSBA, CGCS); c. All other reports by Board Members.

Report from the Augmented Budget and Business Services Committee
September 15, 2008 – Reporting: Commissioner Norman Yee

INFORMATIONAL UPDATES:

1. Proposition H Spending
2. Facility Bond Spending
3. Financial Report
4. Funding Sources – Children Centers
5. Budget Development for Fiscal Year 2009-2010

Report from the Augmented Rules, Policy, and Legislation Committee
September 17, 2008 – Reporting: Commissioner Jill Wynns

ACTION ITEMS:

1. Interview of Candidates for the Position of Appointee of the Board of Education to the Elections Commission of the City and County of San Francisco and Recommendation to the Board of Education of Final Selection

2. Review of an Proposed Amendments to Board Policy P 120, Rules and Procedures – Article III = Advisory Committees

Report from the Buildings, Grounds, and Services Committee
September 22, 2008 – Reporting: Commissioner Hydra B. Mendoza

INFORMATIONAL ITEMS:

1. Report on Proposed Development at Treasure Island

S. REPORT OF CLOSED SESSION ACTIONS

T. OTHER INFORMATIONAL ITEMS

➢ Informational Notice of Classified Personnel Transactions

U. ADJOURNMENT
EXHIBIT A
CONSENT CALENDAR
(The following are all ACTION ITEMS)

1. Instructional Resolutions

NONE

2. Finance Resolutions

2a. (89-23B1) Authorization for Budget Transfers for Fiscal Year 2008-2009 Budget

Recommendation: That the Superintendent recommends changes to the FY 2008-2009 Budget as adopted by the Board of Education on June 24, 2008. The budget is revised periodically as new information received or when the assumptions on which the adopted budget was developed change. Administration recommends the following budget revision as presented.
Unrestricted (Fund 01) and Restricted General Fund (Fund 12)

2b. (89-23B2) Authorization to Enter into a Memorandum of Understanding with the City and County of San Francisco to Continue the "Schools as Community Hubs" Project

Recommendation: That the Board of Education authorize the Superintendent and/or his designee to enter into a Memorandum of Understanding with the City and County of San Francisco to continue the "Schools as Community Hubs" Program.

2c. (89-23B3) Authorization for the Purchasing of Furniture for the District School and Administrative Sites Utilizing a Multiple Award Contract

Recommendation: That the Board of Education authorize the District Purchasing Department to enter into a multiple award contract for furniture with the suppliers listed on the resolution.

2d. (89-23B4) Authorization to Amend Resolution 86-24B5 to Encumber and Expend Moneys for Legal Services Provided by the San Francisco City Attorney's Office for Legal Services for Fiscal Year 2008-2009

Recommendation: That the Board of Education authorizes the amendment to Resolution 86-24B5 in order to encumber and expend monies to the San Francisco City Attorney’s Office for legal services for the period from July 1, 2008 through June 30, 2009. This is a funding change from Fund 05 to Fund 01 for the American with Disabilities Act and a reduction in funds to $100,000.
2e. **(89-23B5) Authorization for a Blanket Approval of the San Francisco Unified School District Memoranda of Authority with Community Based Organizations**

Recommendation: That the Board of Education approve the Memoranda of Authority entered into between the San Francisco Unified School District and Community Based Organizations and Agencies. A list of the Memoranda of Authority has been attached to this Resolution.

2f. **(89-23B6) Authorization to Declare Obsolete Computer Monitors, Other Computer Related Accessories, Furniture, Fixtures, Equipment including Cafeteria Equipment, Instructional Materials and Other Miscellaneous items as Surplus Property**

Recommendation: Pursuant to Board Policy P3262 and Education Code Sections 17545-17555, and Education Code Sections 60510-60530, it is recommended that the Board of Education declare certain furniture, fixtures, equipment and obsolete instructional materials no longer suitable for school purposes and delegate the Director of Purchasing the authority to dispose of same by sale, auction and/or disposal of donation using the most cost effective manner.

2g. **(89-23C2) Authorization for the Award of Bids, Purchase of and Encumbrance for Supplies, Equipment and/or Services Over $72,400 or the Statutory Limit Specified in Public Contract Code Section 20111**

Recommendation: That the Board of Education authorizes the procurement of supplies, equipment, and/or services as summarized.

3. **Buildings, Grounds and Services Resolutions**

3a. **(89-23W1) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program**

Recommendation: That the Board of Education approve this modification between Pioneer Contractors, Inc. and the San Francisco Unified School District and instruct the Chief Facilities Officer or designee to sign all documents necessary for execution of the modification on behalf of the District and encumber sufficient funds from the Deferred Maintenance Fund.

Thurgood Marshall High School - $5,209.50
3b. (89-23W2) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve a modification of the contract between All Trusty Builders and the San Francisco Unified School District and instruct the Chief Facilities Officer or designee to sign all documents necessary for execution of the modification on behalf of the District and to encumber sufficient funds from the Capital Facilities Fund.
Claire Lilienthal Elementary (Scott Campus) - $9,557.04

3c. (89-23W3) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve a modification of the contract between Inspection Services, Inc. and the San Francisco Unified School District and instruct the Chief Facilities Officer or designee to sign all documents necessary for execution of the modification on behalf of the District and to encumber sufficient funds from the Capital Facilities Fund. This is a professional service contract, and is not limited to the 10% contingency restriction.
Filipino Education Center - $3,586.30

3d. (89-23W4) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve this contract modification between Mobile Modular Management Corporation and the San Francisco Unified School District for an amount not to exceed $34,036 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from the Proposition 39 School Repair Program Fund.
San Miguel Child Development Center - $34,038

3e. (89-23W5) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve this contract modification between CLW Builders, Inc. and the San Francisco Unified School District for an amount not to exceed $34,572 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.
G. W. Cerver Elementary School - $34,572
3f. (89-23W6) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve a contract modification between Cal Pacific Construction, Inc. and the San Francisco Unified School District for an amount not to exceed $66,815 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.  
Galileo Academy of Science & Technology - $66,815

3g. (89-23W7) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve a modification to the contract between Gold Spring Construction and the San Francisco Unified School District for an amount not to exceed $25,195 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.  
Sutro Elementary School - $25,195

3h. (89-23W8) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve a modification to the Master Agreement between MACTEC and the San Francisco Unified School District for an amount not to exceed $4,000 for a duration of up to one year, and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the Master Agreement modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.  
Lakeshore Elementary School - $4,000

3i. (89-23W9) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve a contract modification between Zolman Construction and Development, Inc. ("Zolman") and the San Francisco Unified School District for an amount not to exceed $55,942 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from the Proposition 39 School Repair Program Fund.  
Fairmount Elementary, Mission Ed Center/Kate Kennedy CDC - $55,942
3j. (89-23W10) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve a contract modification between Arntz Builders, Inc. (Arntz) and the San Francisco Unified School District for an amount not to exceed $105,671 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from the Proposition 39 School Repair Program Fund.
Balboa High School - $105,671

3k. (89-23W11) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve a contract modification between Ninio & Moore and the San Francisco Unified School District for an amount not to exceed $1,928.50 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.
New Traditions Elementary School - $1,928.50

3l. (89-23W12) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve a contract modification between Arntz Builders, Inc. (Arntz) and the San Francisco Unified School District for an amount not to exceed $271,110 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.
Abraham Lincoln High School – Modernization & New Building - $271,110

3m. (89-23W13) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program

Recommendation: That the Board of Education approve this contract modification between Consolidated Engineering Laboratories (CEL) and the San Francisco Unified School District for an amount not to exceed $9,500 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.
Mission High School - $9,500
3n. **(89-23W14) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program**

**Recommendation:** That the Board of Education approve this contract modification between Loving & Campos and the San Francisco Unified School District for an amount not to exceed $26,000 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

Lawton Elementary School - $26,000

3o. **(89-23W15) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program**

**Recommendation:** That the Board of Education approve a contract modification between Amutz Builders, Inc. (Amutz) and the San Francisco Unified School District for an amount not to exceed $137,035 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

Mission High School - $137,035

3p. **(89-23W16) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program**

**Recommendation:** That the Board of Education approve this Master Agreement between Consolidated Cleaning Services, Inc. and the San Francisco Unified School District for an amount not to exceed $97,829 and for a duration of up to one year, and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the Master Agreement on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

Mission High School, Abraham Lincoln High School and Ulloa Elementary School - $97,829

3q. **(89-23W17) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program**

**Recommendation:** That the Board of Education approve this contract between DSK Architects and the San Francisco Unified School District for an amount not to exceed $99,290 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

Theresa Mahler CDC - $99,290
3r. **(89-23W18) Authorization to Approve Contract, Orders for Service, Work Orders, and Modifications in Connection with the School Building Program**

Recommendation: That the Board of Education approve a budget adjustment for the contract award and subsequent modification to contract #1008 for Zolman Construction at Fairmount ES for interim housing, and to encumber and re-allocate sufficient project funds from Proposition 39 School Repair Program Fund. Fairmount Elementary School - (no cost impact)

3s. **(89-23W19) Authorization to Approve an Emergency Declaration for Repair of Boiler Room and Associated Boiler Equipment at Mission High School, San Francisco, CA**

Recommendation: That the Board of Education declare an emergency pursuant to Public Contract Code sections 1102 and 20113 with respect to the emergency repair of heating boilers, boiler control panel, valves and electrical motors and controls damaged as a result of the flooding of the Mission High School Boiler Room and approve emergency, no-bid contracts(s) upon identification of qualified contractor(s) to perform and complete the repairs that are required. The Board of Education declares an emergency by unanimous vote.

4. **Personnel Resolutions**

4a. **(89-23F1 – F13) Administrative, Secondary, Elementary Certificated Personnel Actions**

Recommendation: That the Board of Education approves the following personnel actions as summarized.

4b. **(89-23K1 – K44) Consultant Services Contracts**

Note: Contracts with Individuals = Resolutions K1 – K20 & K44  
Contract with Organizations = Resolutions K21 – K43

Recommendation: That the Board of Education approves the following consultant services contracts.

**K1. Rosa Parks Elementary School** – To provide dance instruction to the Special Day Class students in 1st, 3rd and 5th grades.  
Corrine Nagata – $4,000 – After School Education and Safety

**K2. Bret Harte Elementary School** – To work with the school and After School staff to implement academic and enrichment activities for students in grades K-5.  
Lisa Howard – $11,000 – School and Library Improvement Block Grant
K3. **Bret Harte Elementary School** – To coordinate and implement sports activities for the students during school and after school along with professional development for staff.  
*Alvin Duke Reid* - $22,000 – **Targeted Instructional Improvement Block Grant**

K4. **Lafayette Elementary School** – To instruct students in physical activities that are beneficial and enjoyable, instilling healthy habits that will benefit them for life.  
*Christopher Tabarez* - $27,029.20 – **Parent Teachers Association (PTA) and General Fund Unrestricted**

K5. **Monroo Elementary School** – To provide K-2 students instruction in Visual Arts.  
*Sandra S. Kepler* - $1,960 – **Parent Teachers Association (PTA)**

K6. **A. P. Giannini Middle School** – To provide technical support and computer maintenance.  
*Raymond D. Hall* - $10,000 – **School and Library Improvement Block Grant**

K7. **Academy of Arts and Sciences** – Artists-In-Residence. To provide theatre classes.  
*Liz Anderson and Paige McBee* - $22,500 – **General Fund Unrestricted**

K8. **School of the Arts (SOTA)** – Artists-In-Residence. To provide a variety of creative writing classes to students.  
*Various Consultants* - $13,000 – **Targeted Instructional Improvement Block Grant**

K9. **School of the Arts (SOTA)** – Artists-In-Residence. To provide a variety of dance classes to students.  
*Various Consultants* - $40,000 – **General Fund Unrestricted, PEEF: Prop H, Physical Education Support and Targeted Instructional Improvement Block Grant**

K10. **School of the Arts (SOTA)** – Artists-In-Residence. To provide a variety of visual arts classes to students.  
*Various Consultants* - $60,200 – **General Fund Unrestricted**

K11. **School of the Arts (SOTA)** – Artists-In-Residence. To provide a variety of vocal classes to students.  
*Elspeth Franks and Steven Kim* - $12,418 – **PEEF: Prop H**

K12. **Legal Office** – To conduct investigations relating to student assignment issues, fraud and other matters as directed by the District’s General Counsel.  
*Chris Reynolds* - $3,000 – **General Fund Unrestricted**

K13. **Athletic Office** – To provide service as Field Manager for both SFUSD and non-SFUSD user events at the Burton High School athletic field.  
*Michael Speech* - $1,000 – **PEEF: Prop H**
K14. **Multilingual Programs Department** – To provide professional development days training to SFUSD high school staff in the areas of effective instructional strategies for English learners, identification of materials, placement, testing, and assessment of students.
Mayan Chang - $27,200 – NCLB: Title III, Limited English Proficient Student Program

K15. **BTSA/Induction Program, Teaching & Learning** – To provide support to new teachers in the BTSA/induction Program. Please authorize approval of the contract with an explicit waiver of Policy P3850.
Michelle Irwin - $4,500 – AB825 Teacher Credentialing Block Grant

K16. **BTSA/Induction Program, Teaching & Learning** – To provide Formative Assessment System and Coaching Training, coordinate and facilitate PD for participating teachers and coach new staff members in the BTSA/Induction Program. Please authorize approval of the contract with an explicit waiver of Policy P3850.
Lynn Moscrip - $7,500 – AB825 Teacher Credentialing Block Grant

K17. **APD – Teaching & Learning** - To coordinate mathematics classes for elementary and middle school teachers of the SFUSD under the Educating Teachers in Mathematics project.
Carol Langbort - $10,000 – NCLB: Title II, Part A, Improving Teacher Quality Local Grants

K18. **APD – Teaching & Learning** - To provide presentation at Charles Hagar Planetarium at San Francisco State University to 45 San Francisco teachers on Astronomy.
Timothy Brothers - $1,000 – NCLB: Title II, Part B, CA Mathematics & Science Partnerships

K19. **APD – Teaching & Learning** - To prepare and provide Earth Science workshop to SFUSD elementary teachers.
Katryn Wiese - $1,500 – NCLB: Title II, Part B, CA Mathematics & Science Partnerships

K20. **Visual & Performing Arts Department** - To provide a movement workshop teaching elements of narrative tableau and mine for 60 elementary and middle school dance and drama teachers at the Museum of Performance and Design highlighting the concept of balance.
Vicky Silva - $1,500 – PEEF: Prop H

K21. **Monroe Elementary School** – To provide a Physical Education Program for K-5 grade students.
Sports4Kids - $11,750 – General Fund Unrestricted

K22. **Yick Wo Elementary School** – To work with teachers in developing lessons and teaching P.E. classes to K-5 grade students Request that Policy 3610 is waived for Norman Robinson.
Presidio YMCA - $12,000 – Discretionary Funds

K23. **Yick Wo Elementary School** – To assist in planning and implementing art workshops for all students in K-2 grades.
ArtSeed - $9,000 – Discretionary Fund
K24. **Rosa Parks Elementary School** – To provide capoeira and creative movement dance instruction to Kindergarten, 2nd and 4th grade students.
   Performing Arts Workshop - $2,968 – After School Education & Safety

K25. **Bret Harte Elementary School** – To provide classes in theater including acting, music, dance, and stage production to K-5 grade students.
   Kidstock, Inc. - $2,500 – After School Education and Safety

K26. **County and Court Schools** – To provide professional development workshops for the faculty at County and Court Schools.
   Center for Sustainable Change - $6,185.30 – Restricted Revenue Limited: County Community Schools

K27. **Translation and Interpretation Unit** – To provide Written & Simultaneous translation for schools and central office.
   Language 411 - $50,000 – PEEF – Prop H, Other General Uses

K28. **Legal Office** – To represent the District in various labor and employment issues, including but not limited to: negotiations, grievances, arbitrations, disciplinary matters, personnel procedures, employment discriminations, harassment, retirement and terminations.
   Liebert Cassidy Whitmore - $15,000 – General Fund Unrestricted

K29. **Pupil Services** – To provide training to Gear Up students to be leaders in their schools, including mentors, conflict mediators, tutors, peer educators, and club leaders.
   San Francisco Education Fund, Peer Resources - $120,000 – SF Gear-Up Partnership

K30. **Pupil Services** – To provide a tutorial program and college readiness activities at nine Gear-Up school sites for students and their families.
   San Francisco State University - $200,000 – SF Gear-Up Partnership

K31. **Pupil Services** – To provide Mobile Team Building for Gear Up Coordinator Professional Development.
   San Francisco State University, Pacific Leadership Institute - $350 – SF Gear-Up Partnership

K32. **Pupil Services** – To provide tutorial services for homeless (transition) youth living in shelters or single room residences.
   Learning Ladder Inc. - $110,000 – NCLB- Title 1A, Basic Grants Low-Income and Neglected

K33. **After School For All** – To provide staffing and resources for multiple aspects of the ExCEL After School program at Joes Ortega Elementary School.
   Stonestown Family YMCA - $121,411 – After School Education and Safety and NCLB: Title IV, Part B, 21st Century Community Learning Centers
K34. **After School For All** – To provide staffing and resources for multiple aspects of the ExCEL After School program at George Peabody Elementary School.
   Richmond District Neighborhood Center - $90,536 – After School Education and Safety

K35. **After School For All** – To provide staffing and resources for multiple aspects of the ExCEL After School program at Lafayette Elementary School.
   Richmond District Neighborhood Center - $90,536 – After School Education and Safety

K36. **After School For All** – To provide staffing and resources for multiple aspects of the ExCEL After School program at Claire Lilienthal Elementary School.
   Presidio YMCA - $79,556.87 – After School Education and Safety

K37. **After School For All** – To provide staffing and resources for multiple aspects of the ExCEL After School program at Everett Middle School.
   Mission Neighborhood Center - $50,000 – After School Education and Safety

K38. **After School For All** – To provide staffing and resources for multiple aspects of the ExCEL After School program at L.R. Flynn Elementary School.
   Mission Learning Center - $93,783 – After School Education and Safety

K39. **After School For All** – To provide staffing and resources for multiple aspects of the ExCEL After School program at Fairmount Elementary School.
   Growth and Learning Opportunities - $104,705 – After School Education and Safety

K40. **After School For All** – To provide staffing and resources for multiple aspects of the ExCEL After School program at Harvey Milk Civil Rights Academy.
   Friends of Harvey Milk - $113,317 – After School Education and Safety

K41. **School Health Programs Department** – To provide technical assistance and professional development contractual services as per the U.S. Department of Education Middle School Student Mentor Program.
   Edgewood Center for Children and Families - $10,000 – Mentoring Programs Grant

K42. **School Health Programs Department** – To provide assistance and tutoring services to foster youth based on need and referral.
   Learning Ladder Inc. - $100,000 – Supplementary Program: Foster Youth in Licensed Foster Homes
K43. **Reform & Accountability** – To provide Mathematics Instructional Support, including mentoring math teachers, one-on-one coaching from math teachers, and lesson planning support.

Project SEED - $79,000 – Targeted Instructional Improvement Block Grant

K44. **Office of Associate Superintendent** – To serve as artistic director for conceptual design of the Lyrical Minded secondary course, which will serve students in alternative education, community and court schools in 21st century learning.

Brynn Bain - $32,000 – NCLB: Title II, Part A, Improving Teacher Quality Local Grants

4bb. **(89-23K45 – K51) Consultant Services Contracts**

**Amendments**

*Note: Contracts with Individuals = Resolutions K45 – K47
Contract with Organizations = Resolutions K48 – K51*

**Recommendation:** That the Board of Education approves the following consultant services contracts.

K45. **Hillcrest Elementary School** – To work with teachers integrating the Houghton Mifflin Reading series with Visual Arts. The purpose for this amendment is for additional services needed, service date extended.

Cost of this Amendment – $293.33

Karen Liu – Total Program Cost to Date - $5,573.33 – General Fund Unrestricted

K46. **E.R. Taylor Elementary School** – To provide technical assistance to the staff to maintain and continue to develop the garden. The purpose for this amendment is to cancel the original resolution.

Cost of this Amendment – ($8,500) CREDIT

Reiko Ando – Total Program Cost to Date - $0 – NCLB: Title I, Schoolwide Programs

K47. **Teaching and Learning** – To plan the Mayor's Award Ceremony on June 5, 2008 at the North Light Court, City Hall. The purpose for this amendment is to change resolution from Organization to Individual.

Cost of this Amendment – $0

Maggie Braff – Total Program Cost to Date - $2,175 – Site Specific Trust Fund #2

K48. **Sunnyside Elementary School** – To provide Creative Movement to students. The purpose for this amendment is for additional services to students.

Cost of this Amendment – $1,590

Performing Arts Workshop – Total Program Cost to Date - $6,360 – PEEP: Prop H
K49. **Pupil Services** — To provide campus tours, college workshops and conferences for students & parents. The purpose for this amendment is for an increase of funds for the projects.
Cost of this Amendment – $53,500
City College of San Francisco – Total Program Cost to Date - $100,000 – SF Gear-Up Partnership

K50. **Pupil Services** — To provide job shadowing and career focus field trips. The purpose for this amendment is for an increase of funds for the projects.
Cost of this Amendment – $32,000
Junior Achievement of the Bay Area (JABA) – Total Program Cost to Date - $50,000 – SF Gear-Up Partnership

K51. **Pupil Services** — To provide science enrichment program for students and professional development opportunities for Science teachers. The purpose for this amendment is for an increase of funds for the projects.
Cost of this Amendment – $30,400
California Academy of Sciences – Total Program Cost to Date - $50,000 – SF Gear-Up Partnership
Per Board Policy P120, the Board meets in Regular Session on the second and fourth Tuesdays of each month at 6:00 p.m. in the Irving G. Breyer Board Meeting Room, 555 Franklin Street, First Floor. Parking is available through the gate off McAllister Street.

The Board Agenda is posted and its contents are made available for public view in the Lobby of the SFUSD Administrative Building at 555 Franklin Street on the Friday before each regular meeting. A copy of the complete Agenda is also available in the Office of the Board of Education, Room 106, at the same address. Additional documents which are distributed to at least a majority of the Board after the publication of the Agenda and relate to items on the Agenda are available for public view in Room 106 at the time of distribution to the commissioners. Additional documents distributed to the Board during the meeting can be viewed at the meeting (if prepared by the District) or after the meeting (if prepared by some other person) by directing your request to the Executive Assistant to the Board.

For childcare or other general information, please call the Office of the Board of Education at (415) 241-6493.

**Translation services in Spanish and Chinese** are available at Regular Meetings of the Board of Education. Adequate notice and request must be given to the Office of the Board of Education for other languages.

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**Excerpts from the Board of Education Rules and Procedures, P120, Article II.**

1.1 These rules shall govern the order of business of the Board and shall constitute policy of the Board.

1.1.1 These Rules shall be reviewed and readopted as a Special Order of Business at the first Regular Board meeting of the year.

3.1 There shall be at least one student delegate within the membership of the Board pursuant to Ed. Code Section 35012. That commencing with the 2000-2001 academic school year, two students will sit on the Board of Education, one student delegate appointed by the Student Advisory Council and the other elected by the students of San Francisco through a democratic process approved by the Student Advisory council.

3.2 The student delegates may cast an advisory vote on all matters decided by the Board at all regular and special meetings. Such advisory votes will be cast at the beginning of voting rotation so that the “advice” of student representatives may be considered by Board Members as they cast their votes. The advisory vote shall not be included in determining whether a measure before the Board carries, but it shall be recorded in the official minutes.

4.1.1 The Board shall meet in regular session on the second and fourth Tuesday of each month at 6:00 p.m. in the place designated by the Board and shall adjourn no later than 10:00 p.m., or upon completion of the item under discussion at that time, unless extended by majority vote.

9.2 The Superintendent and Board Members may introduce resolutions for First Reading during the “Superintendent’s Proposals – First Reading” and “Board Members’ Proposals – First Reading” sections of the agenda, respectively. Upon introduction, the resolution shall automatically be referred to committee. The President shall determine to which committee the resolution shall be referred. The Board may not discuss or take action on a resolution introduced for First Reading at that meeting.
9.3 Members of the public may address the Board on a resolution that is intended to be introduced for First Reading and referred to committee, or a resolution previously referred to or before a committee that has not been returned to the Board for action, after the introduction of resolutions for First Reading. Members of the public may also address the Board on a resolution introduced for First Reading at the appropriate committee. The Chair may limit the time for public comment on all resolutions for First Reading to a maximum of 5 minutes for Superintendent’s First Readings and 5 minutes for Board Members’ First Readings and 1 minute per speaker or as may be reasonable under the circumstances.

9.4 The Board may suspend Rule 9.2 and consider a resolution introduced for First Reading immediately if five (5) members of the Board approve such motion and the agenda notifies the public that the resolution may be acted upon immediately at that meeting. If the Board suspends the rules to consider a resolution immediately, members of the public may comment on the resolution without the necessity for a “Request to Speak” before the Board considers the resolution.

11.2 Each person requesting to address the Board on agenda items calendared for Board action or on matters other than those calendared for Board action shall be granted such requests provided a “Request to Speak” is telephoned into the Office of the Board of Education the Monday or Tuesday of the meeting prior to 4:30 p.m. or an individual completes a “Speaker Card”, prior to the item being called, on the evening of the meeting.

11.3 Substitution of speakers will not be permitted unless a designated alternate is submitted with the request to speak.

11.4 Maximum time allowed each speaker is two minutes. Any speaker requiring language translation shall be allowed a maximum of two minutes to speak and two minutes for translation. The District will provide translation in at least Chinese and Spanish and, if possible and with adequate notice, in other languages.

11.5 The Board President, with the approval of the Board, can modify the time permitted for speakers and public comment.

11.6 A speaker shall be ruled out of order for failing to speak on the subject matter for which the privilege of the floor was granted.

11.7 Time for total public testimony and/or Board debate shall be limited to 30 minutes unless the time is extended by majority vote and may be continued after all items have been considered. Public testimony will be heard no later than 7:30 p.m. or until the item under discussion is completed.

11.8 Individuals requesting to speak who were held over from a previous meeting shall be the first called at the next regular meeting.

12.4 Debate or action on Board members' proposals and Superintendent's proposals upon being duly moved and seconded at First Reading, unless referred to a committee, shall be held on calendar for Second Reading at the next regularly scheduled meeting of the Board.

14.1 No speaker at any meeting of the Board or its committees shall make any abusive, threatening or harassing personal remarks or charges against any officer or employee of the District or against any Board member, with the consequence of, first, a verbal warning and, second, the loss of speaking rights on the matter under discussion.

14.2 Charges or complaints against any officer or employee of the District may be made in writing, signed by the person making the charge and submitted to the District's Legal Office.

14.3 Cardboard, paper or cloth placards may be brought into the Board meeting room only if they are not larger than three feet by three feet and have no wood, metal or other type of holding device.

14.4 Pursuant to Government Code Section 54957.9, the President may order the Board meeting room cleared if violence or verbal harassment disrupts the orderly process of the meeting.
INFORMATION ON DISABILITY ACCESS TO MEETINGS OF THE BOARD OF EDUCATION

SAN FRANCISCO UNIFIED SCHOOL DISTRICT GENERAL ADMINISTRATIVE OFFICES
555 FRANKLIN STREET, SAN FRANCISCO, CA 94102
(THE IRVING G. BREYER BOARD MEETING ROOM IS WHEELCHAIR ACCESSIBLE.)

MUNI: ACCESSIBLE MUNICIPAL LINES ARE:
- 47 VAN NESS ON VAN NESS AVENUE
- 71 AND 71L ON MARKET STREET
- F LINE ON MARKET STREET (SURFACE)
- J, K, L, M, & N LINES (SUBWAY)
- FOR ADDITIONAL INFORMATION ABOUT MUNI ACCESSIBLE SERVICES, CALL (415) 701-4485 OR (415) 923-6142.

BART: CIVIC CENTER BART STATION

PARKING: ACCESSIBLE PARKING IS AVAILABLE.
PLEASE ENTER THROUGH THE GATE OFF MCALLISTER STREET.

AMERICAN SIGN LANGUAGE:
INTERPRETERS AND FM AMPLIFICATION SYSTEM WILL BE PROVIDED UPON REQUEST IF YOU MAKE ARRANGEMENTS AT LEAST SEVENTY-TWO (72) HOURS IN ADVANCE BY CALLING (415) 355-7364

IT IS REQUESTED THAT INDIVIDUALS REFRAIN FROM WEARING PERFUME OR OTHER SCENTED PRODUCTS IN ORDER TO ALLOW THOSE WITH ENVIRONMENTAL ILLNESSES OR MULTIPLE CHEMICAL SENSITIVITY TO ATTEND THE MEETINGS OF THE BOARD OF EDUCATION.
San Francisco Unified School District
San Francisco, CA

Special Order of Business

Board Meeting of September 23, 2008

SUBJECT: Initial Proposal from United Administrators of San Francisco (UASF) to the San Francisco Unified School District

REQUESTED ACTION: That the Board of Education holds a public hearing on the Initial Proposal from UASF

Submitted by Tom Ruiz, Senior Executive Director, Labor Relations

Approved by Carlos A. Garcia, Superintendent of Schools
Re-opener Proposal
United Administrators of San Francisco
and the
San Francisco Unified School District
August 21, 2008

Pursuant to Section 16.1 of the 2007-2010 Agreement between the United Administrators of San Francisco and the San Francisco Unified School District, UASF proposes the following items for bargaining in the re-opener for the 2008-2009 school year:

Salary and Benefits

To increase the unit member’s salary, including Section 5.3.9
To increase the fringe benefits package.

Article 9

To review the procedures for the selection of UASF administrative members and make changes in the current procedures.

Article 10

To review the evaluation procedures of UASF administrative members and make changes in the current procedures.

Any other mutually agreed to items including privacy rights and progressive discipline.
San Francisco Unified School District  
San Francisco, CA

Special Order of Business

Board Meeting of September 23, 2008

SUBJECT: Initial Proposal from the Stationary Engineers Local 39 to the San Francisco Unified School District

REQUESTED ACTION: That the Board of Education holds a public hearing on the Initial Proposal from Local 39.

Submitted by Tom Ruiz, Senior Executive Director, Labor Relations

Approved by Carlos A. Garcia, Superintendent of Schools
International Union of Operating Engineers, Local 39
Initial Proposal
August 15, 2008

• **ARTICLE 7. COMPENSATION AND HOURS:**
  - The Union will propose a wage increase in incremental amounts necessary to bring the bargaining unit members compensation to within parity of the City of San Francisco.

• **ARTICLE 7. COMPENSATION AND HOURS:**
  - The Union will propose an increase in Lead Pay and in the language.
  - The Union will propose increases in the Uniform allowance.
  - The Union will propose a Multiple License Premium necessary to bring the bargaining unit members compensation to within parity of the City of San Francisco.

• **ARTICLE 7. BENEFITS**
  - The Union will propose language that would reward those employees with longevity with the District.
  - The Union will propose a supplement to each employee to assist in offsetting the rising cost of Healthcare premiums and co-pays.

• **ARTICLE 19. APPRENTICESHIP/SCHOOL TO WORK PROGRAM**
  - The Union will propose increasing the contribution to the Apprenticeship Training fund to within parity of the City of San Francisco.

• **ARTICLE 24. DURATION OF AGREEMENT**
  - The Union will propose a three-year term.
RESOLUTION NO. __

A RESOLUTION OF THE BOARD OF EDUCATION OF THE SAN FRANCISCO UNIFIED SCHOOL DISTRICT, AUTHORIZING THE ISSUANCE OF SAN FRANCISCO UNIFIED SCHOOL DISTRICT (CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA) 2008 TAX AND REVENUE ANTICIPATION NOTES, IN A PRINCIPAL AMOUNT NOT TO EXCEED $75,000,000, AUTHORIZING THE PREPARATION AND DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT, OFFICIAL STATEMENT AND NOTICE INVITING PROPOSALS FOR PURCHASE OF NOTES, PROVIDING FOR THE APPROVAL OF AN OFFICIAL STATEMENT FOR SUCH NOTES AND EXECUTION OF DOCUMENTS RELATED THERETO AND CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, pursuant to Sections 53850 et seq. of the Government Code of the State of California (the “Act”) contained in Article 7.6, Chapter 4, Part 1, Division 2, Title 5 thereof, entitled “Temporary Borrowing,” on or after the first day of any Fiscal Year (being July 1), the San Francisco Unified School District (the “District”) may borrow money by issuing notes for any purpose for which the District is authorized to use and expend moneys, including but not limited to current expenses, capital expenditures, investment and reinvestment and the discharge of any obligation or indebtedness of the District; and

WHEREAS, the District has been accorded fiscal accountability status pursuant to the Education Code of the State of California and therefore may issue tax and revenue anticipation notes in the name of the District pursuant to a resolution adopted by this Board of Education (the “Board”); and

WHEREAS, at this time the Board has determined that the sum of not to exceed $75,000,000 is needed for the requirements of the District to satisfy obligations of the District, and that it is necessary that said sum be borrowed, in anticipation of the receipt of taxes, revenue and other moneys to be received by the District during or attributable to Fiscal Year 2008-2009, for such purposes at this time by the issuance of tax and revenue anticipation notes which shall be designated “San Francisco Unified School District (City and County of San Francisco, California) 2008 Tax and Revenue Anticipation Notes” (the “Notes”) at a true interest cost of not to exceed 5%; and

WHEREAS, the Board has deemed it necessary and desirable to authorize the sale of the Notes by competitive sale pursuant to a Notice Inviting Proposals for Purchase of Notes described herein;

WHEREAS, the Notes shall be in denominations of $5,000 or integral multiples thereof as permitted by Section 53854 of the Act, shall be issued on the dates to be designated in the Notice Inviting Proposals for Purchase of Notes therefor as permitted by Section 53853 of the Act, and shall be in the form and executed in the manner prescribed in this Resolution, as permitted and required by Section 53853 of the Act; and
WHEREAS, the Notes, as required by federal tax restrictions, shall be payable not later
than thirteen months after their date of issue and shall not be outstanding after a period ending
thirteen months after the date on which such Notes are issued; and

WHEREAS, the Notes will be issued in a principal amount that, on the date of their
issuance, will enable the District to reasonably expect that the proceeds of the Notes will qualify
for an exception to the arbitrage rebate requirement set forth in Section 148(f) of the Internal
Revenue Code of 1986, as amended (the "Code"), the Treasury Regulations thereunder and
related Revenue Rulings; and

WHEREAS, pursuant to Section 53854 of the Act, such Notes shall be payable only
from revenue received or accrued during or attributable to Fiscal Year 2008-2009, and pursuant
to Section 53856 of the Act, the District may pledge any taxes, income, revenue, cash receipts or
other moneys of the District, including moneys deposited in inactive or term deposits (but
excepting certain moneys encumbered for a special purpose); and this Resolution specifies that
certain unrestricted revenue which will be received by the District for the General Fund of the
District during or attributable to Fiscal Year 2008-2009 is pledged for the payment of the Notes;
and

WHEREAS, the Notes shall be a general obligation of the District, and to the extent not
paid from the taxes, income, revenue, cash receipts and other moneys of the District pledged for
the payment thereof shall be paid with interest thereon from any other moneys of the District
lawfully available therefor, as required by Section 53857 of the Act; and

WHEREAS, it appears, and the District hereby finds and determines, that said
$75,000,000 maximum principal amount of Notes to be issued by the District in Fiscal Year
2008-2009, when added to the interest payable thereon, does not exceed eighty-five percent
(85%) of the estimated amount of the uncollected taxes, income, revenue, cash receipts and other
moneys of the District attributable to Fiscal Year 2008-2009, and available for the payment of
the Notes and the interest thereon; and

WHEREAS, no money has heretofore been borrowed by or on behalf of the District
through the issuance of tax anticipation notes or temporary notes in anticipation of the receipt of,
or payable from or secured by, taxes, income, revenue, cash receipts or other moneys for Fiscal
Year 2008-2009; and

WHEREAS, all acts, conditions and things required by law to be done or performed
have been done and performed in strict conformity with the laws authorizing the issuance of tax
and revenue anticipation notes of the District, and the indebtedness of the District, including the
Notes, is within all limits prescribed by law;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

SECTION 1. Recitals. All the above recitals are true and correct and the Board so
finds, determines and represents.

SECTION 2. Authorization of Issuance of Notes; Terms of Notes; Paying Agent. The
Board hereby determines to issue in the principal amount of not to exceed $75,000,000 of tax
and revenue anticipation notes pursuant to Sections 53850 et seq. of the Act designated “San Francisco Unified School District (City and County of San Francisco, California), 2008 Tax and Revenue Anticipation Notes” (with such additional designation as may be applicable if more than one coupon is assigned to the Notes as a result of the sale of the Notes) (the “Notes”). The Notes shall be numbered “1,” and consecutively upward in order of issuance if more than one Note is issued, shall be in the denomination of $5,000 and integral multiples thereof, as determined by the Chief Financial Officer of the District (the “Chief Financial Officer”) based on the winning bid(s) for such Notes, shall be dated their date of delivery, shall mature (without option of prior redemption) no later than thirteen (13) months after said date of delivery, and shall bear interest, payable at maturity and computed on a 360-day year consisting of twelve 30-day months, at an interest rate to be determined at the time of sale of the Notes, but not in excess of a legal maximum interest rate of 12% per annum and not in excess of a true interest cost of 5%, provided that if the Notes mature more than twelve (12) months after the date of issuance thereof, an additional interest payment date on or before the one year anniversary of the issuance of the Notes shall be selected by the District, such selection to be conclusively evidenced by the selection thereof.

Both the principal of and interest on the Notes shall be payable, only upon surrender thereof, in lawful money of the United States of America, at San Francisco, California by the Paying Agent (defined herein).

SECTION 3. Form of Notes. The Notes should be issued in registered form without coupons substantially in the form and substance set forth in Exhibit C attached hereto and by reference incorporated herein, the blanks in said form to be filled in with the appropriate words and figures; and that there be attached to each Note the legal opinion of Sidley Austin LLP respecting the validity of said Notes.

SECTION 4. Execution of Notes. The Notes shall be executed by manual or facsimile signature of the President of the Board or one or more of the deputies to the President of the Board, and countersigned by the manual or facsimile signature of the Secretary of the Board, with the seal of the Board affixed thereto, either manually or by facsimile impression thereof. The Notes shall not be valid unless and until the Paying Agent shall have manually authenticated such Notes.

SECTION 5. Deposit of Note Proceeds. The moneys so borrowed shall be deposited in the general fund of the District and used and expended by the District for any purpose for which it is authorized to expend funds; provided, however, that if the District directs the Note proceeds to be invested in a guaranteed investment contract pursuant to Section 13 hereof, then the Note proceeds shall be held by the Paying Agent in the capacity of fiscal agent.

SECTION 6. Payment of Notes.

(a) Source of Payment. The principal amount of the Notes, together with the interest thereon, shall be payable from taxes, revenue, cash receipts and other moneys that are received by the District during Fiscal Year 2008-2009 and that are available therefor. The Notes shall be a general obligation of the District, and to the extent the Notes are not paid from the Pledged
Revenues defined below, the Notes shall be paid with interest thereof from any other moneys of the District lawfully available therefor.

(b) Pledged Revenues. As security for the payment of the principal of and interest on the Notes, the District hereby pledges an amount equal to forty percent (40%) of the principal amount of the Notes from the unrestricted revenues received by the District in the month of April, 2009; and an amount equal to sixty percent (60%) of the principal amount of the Notes and an amount sufficient to pay interest on the Notes from the unrestricted revenues received by the District in the month of May, 2009 (such pledged amounts being hereinafter called the “Pledged Revenues”), and the principal of the Notes and the interest thereon shall constitute a first lien and charge thereon and shall be payable therefrom, and to the extent not so paid shall be paid from any other moneys of the District lawfully available therefor. In the event that on April 30, 2009 and May 31, 2009, respectively, the District has not received sufficient unrestricted revenues to permit the deposit into the Repayment Fund (as hereinafter defined) of the full amount of Pledged Revenues to be deposited from unrestricted revenues in said months, then the amount of any deficiency shall be satisfied and made up from any other moneys of the District lawfully available for the repayment of the Notes and the interest thereon. The term “unrestricted revenues” shall mean taxes, income, revenue, cash receipts, and other moneys, intended as receipts for the general fund of the District and which are generally available for the payment of current expenses and other obligations of the District.

(c) Deposit of Pledged Revenues in Repayment Fund. The Pledged Revenues shall be held by the District in a special fund designated as the “San Francisco Unified School District, City and County of San Francisco, California, 2008 Tax and Revenue Anticipation Notes Repayment Fund” (herein called the “Repayment Fund”) and applied as directed in this Resolution. Any moneys placed in the Repayment Fund shall be for the benefit of the holders of the Notes, and until the Notes and all interest thereon are paid or until provision has been made for the payment of the Notes at maturity with interest to maturity, the moneys in the Repayment Fund shall be applied only for the purposes for which the Repayment Fund is created.

(d) Disbursement and Investment of Moneys in the Repayment Fund. From the date this Resolution takes effect, all Pledged Revenues shall, when received, be deposited in the Repayment Fund. After such date as the amount of Pledged Revenues deposited in the Repayment Fund shall be sufficient to pay in full the principal of and interest on the Notes, when due, any moneys in excess of such amount remaining in or accruing to the Repayment Fund shall be transferred to the general fund of the District. On the maturity date of the Notes, the moneys in the Repayment Fund shall be transferred to the Paying Agent to be used, to the extent necessary, to pay the principal of and interest on the Notes.

Moneys in the Repayment Fund, to the greatest extent possible, shall be invested by the District in investment securities as permitted by applicable California law, as it is now in effect and as it may be amended, modified or supplemented from time to time and as provided by Section 13 hereof; provided that no such investments (with the exception of the City Investment Pool or LAIF (defined below)) shall have a maturity date later than the maturity date of the Notes.
(e) **Repayment of Notes.** In order to give effect to the intent of this Resolution, a 2008-2009 budget appropriation is hereby made in an amount sufficient to pay the Notes in full. Further, the 2008-2009 budget is authorized to be adjusted to reflect the projected earnings to be generated in connection with investment of Note proceeds prior to their expenditure and investment earnings on the Repayment Fund.

**SECTION 7. Sale of the Notes.** The Notes shall be sold at a competitive sale and under conditions set forth in the Notice Inviting Proposals for Purchase of Notes (the "Notice Inviting Proposals") substantially in the form attached hereto as Exhibit A. The Superintendent, the Chief Financial Officer, or any other officer authorized by the Superintendent or the Chief Financial Officer and designated pursuant to the District Policy regarding authorized officers (an "Authorized Officer" or "Authorized Officers"), is hereby authorized and directed on behalf of the District to cause the sale of the Notes through a competitive sale, and to execute the Notice Inviting Proposals, with such changes as such Authorized Officer shall deem necessary or desirable to implement the sale of the Notes consistent with the terms of this resolution. Such execution shall constitute conclusive evidence of the approval by the District of the Notice Inviting Proposals in the form finally executed.

The distribution of the Notice Inviting Proposals and the Notice of Intention to Sell Notes are approved in connection with the offering and sale of the Notes. The actions of the Financial Advisor (as hereinafter defined), on behalf of the District, in distributing the Official Statement and the Notice Inviting Proposals to such municipal bond broker-dealers, to such banking institutions and to such other persons as may be interested in purchasing the Notes therein offered for sale, are hereby approved.

The Superintendent, Chief Financial Officer or an Authorized Officer, are hereby directed to accept the most responsible bids for the Notes producing the lowest true interest cost to the District; provided, that (i) the true interest cost for the Notes shall not be in excess of 5%; (ii) the price to be received for the Notes shall not be less than 100% of the principal amount thereof; and (iii) the Notes shall otherwise conform to the limitations specified herein. In the event two or more bids setting forth identical true interest costs are received, the first bid submitted, as determined by reference to the time displayed on the electronic bidding site, shall be deemed to be the winning bid. The Superintendent, Chief Financial Officer or Authorized Officer may, in his or her discretion, reject any and all bids and waive any irregularity or informality in any bid. The Superintendent, Chief Financial Officer or an Authorized Officer shall award the Notes or reject all bids not later than 26 hours after the expiration of the time prescribed for the receipt of proposals unless such time of award is waived by the successful bidder(s).
SECTION 8. Paying Agent, Registrar, Fiscal Agent and Authenticating Agent. The Board hereby designates The Bank of New York Mellon Trust Company, N.A. as the paying agent, registrar, fiscal agent and authenticating agent for the Notes (collectively, the “Paying Agent”). The District hereby directs and authorizes the payment by the Paying Agent of the interest on and principal of the Notes when such become due and payable, from an account held by the Paying Agent in the name of the District in the manner set forth herein. The District hereby covenants to deposit funds in such account at the time and in the amount specified herein to provide sufficient moneys to pay the principal of and interest on the Notes on the day on which they mature. Payment of the Notes shall be in accordance with the terms of the Notes and this Resolution.

SECTION 9. Transfer; Registration; Exchange.  

(a) Transfer; Exchange. Any Note may, in accordance with its terms, be transferred or exchanged for a like principal amount of Notes in authorized denominations, on the books required to be kept by the Paying Agent under these provisions, by the person in whose name it is registered, in person or by his duly authorized attorney, upon surrender of such Note for cancellation, and, in the case of a transfer, accompanied by delivery of a written instrument of transfer, duly executed in a form approved by the Paying Agent. Notwithstanding the foregoing, no Notes shall be transferred or exchanged on the registration books maintained by the Paying Agent later than the fifteenth day prior to the maturity date of the Notes.

Whenever any Note shall be surrendered for transfer or exchange, the District shall execute and deliver a new Note or Notes of authorized denominations for a like principal amount. The Paying Agent shall require the holder requesting such transfer or exchange to pay any tax or other governmental charge required to be paid for such transfer or exchange.

(b) Registration Books. The Paying Agent will keep or cause to be kept, at its principal office in San Francisco, California, sufficient books for the registration and transfer of the Notes, which shall at all times be open to inspection by the District. Upon presentation for such purpose, the Paying Agent shall, under such reasonable regulations as it may prescribe, register or transfer or cause to be registered or transferred, on such books, Notes as hereinbefore provided.

(c) Mutilated Notes. If any Note shall become mutilated, the District, at the expense of the holder of such Note, shall execute, and the Paying Agent shall thereupon authenticate and deliver a new Note of like tenor and number in exchange and substitution for the Note so mutilated, but only upon surrender to the Paying Agent of the Note so mutilated. Every mutilated Note so surrendered to the Paying Agent shall be cancelled by it and delivered to, or upon the order of, the Board on behalf of the District. If any Note shall be lost, destroyed or stolen, evidence of such loss, destruction or theft may be submitted to the Board on behalf of the District and the Paying Agent and, if such evidence be satisfactory to both and indemnity satisfactory to them shall be given, the Board, at the expense of the holder, shall execute, and the Paying Agent shall thereupon authenticate and deliver a new Note of like tenor and number in lieu of and in substitution for the Note so lost, destroyed or stolen (of if any such Note shall have matured or shall be about to mature, instead of issuing a substitute Note, the Paying Agent may pay the same without surrender thereof). The Paying Agent may require payment of a sum not
exceeding the actual cost of preparing each new Note issued pursuant to this paragraph and of the expenses that may be incurred by the District and the Paying Agent in the premises. Any Note issued under these provisions in lieu of any Note alleged to be lost, destroyed or stolen shall constitute an original additional contractual obligation on the part of the District whether or not the Note so alleged to be lost, destroyed or stolen be at any time enforceable by anyone, and shall be entitled to the benefits of this Resolution with all other Notes secured by this Resolution.

(d) **Note Holders.** The District and the Paying Agent may treat the person in whose name any Note is registered as the holder of such Note for the purpose of receiving payment of principal of and interest on such Note and for all other purposes whatsoever, and neither the District nor the Paying Agent shall be affected by notice to the contrary.

(e) **Cancellation of Notes.** All Notes surrendered for payment or registration of transfer, if surrendered to any person other than the Paying Agent, shall be delivered to the Paying Agent and shall be promptly cancelled by it. The Board may at any time deliver to the Paying Agent for cancellation any Notes previously executed and delivered hereunder that the Board may have acquired in any manner whatsoever, and all Notes so delivered shall promptly be cancelled by the Paying Agent. No Note shall be executed in lieu of or in exchange for any Notes cancelled as provided herein, except as expressly permitted hereunder. All cancelled Notes held by the Paying Agent shall be disposed of as directed by the Board on behalf of the District.

**SECTION 10. Covenants and Warranties.** It is hereby covenanted and warranted by the District that all representations and recitals contained in this Resolution are true and correct, and that the District, its appropriate officials and the Board, have duly taken, or will take, all proceedings necessary to be taken by them for the levy, collection and enforcement of the Pledged Revenues in accordance with law for carrying out the provisions of this Resolution and the Notes.

**SECTION 11. Tax Covenants.** The District hereby covenants with the owners of the Notes that, notwithstanding any other provisions of this Resolution, it will make no use of the proceeds of the Notes or of any other amounts, regardless of the source, or of any property or take any action, or refrain from taking any action, that would cause the Notes to be “arbitrage bonds” within the meaning of Section 148 of the Code. The District will not make any use of the proceeds of the Notes or any other funds of the District, or take or omit to take any other action, that would cause the Notes to be “private activity bonds” within the meaning of Section 141 of the Code, or “federally guaranteed” within the meaning of Section 149(b) of the Code. To that end, so long as any Notes are unpaid, the District, with respect to such proceeds and such other funds, will comply with all requirements of such Sections and all Treasury Regulations issued thereunder and under Section 103 of the Code of 1954, as amended, to the extent such requirements are, at the time, applicable and in effect. These covenants shall survive the payment in full of the Notes.

**SECTION 12. Authorization of Preliminary Official Statement and Official Statement.** When completed, the form of preliminary official statement (the “Preliminary Official Statement”) relating to the Notes on file with the Secretary of the Board, is hereby deemed approved. Such Preliminary Official Statement, together with any supplements thereto, shall be
in form “deemed final” by the Superintendent or Chief Financial Officer or an Authorized Officer for purposes of Rule 15c2-12, promulgated by the Securities and Exchange Commission, but is subject to revision, amendment and completion in a final Official Statement (the “Official Statement”). The Superintendent or the Chief Financial Officer or an Authorized Officer are hereby authorized and directed, for and in the name and on behalf of the District, to deliver to Tamalpais Advisors, Inc. (the “Financial Advisor”) said Preliminary Official Statement. The Financial Advisor is hereby authorized to prepare and distribute copies of the Preliminary Official Statement to persons who may be interested in the purchase of the Notes and is directed to deliver copies of the Preliminary Official Statement to such persons. The Official Statement in substantially said form, with such changes as the Superintendent or Chief Financial Officer or an Authorized Officer may approve (including all information previously permitted to have been omitted by Rule 15c2-12), which approval shall be conclusively evidenced by execution by the Superintendent or Chief Financial Officer or an Authorized Officer of the Official Statement and delivery thereof to the purchaser of the Notes within 7 business days of the sale of the Notes, is hereby approved.

SECTION 13. Authorization to Invest in Investment Contract and LAIF. Subject to federal tax restrictions, moneys in the funds created hereunder shall be invested in investments permitted under Section 53601 of the Government Code of the State of California (the “Government Code”) or in the City's Investment Pool, unless otherwise directed in writing by the District. Pursuant to Section 53601(l) of the Government Code, the following are hereby designated as authorized investments for the proceeds of the Notes and for the moneys in the Repayment Fund in the event that the District directs the investment of such moneys: (i) a guaranteed investment contract with a financial institution or insurance company that has at the date of execution thereof one or more outstanding issues of unsecured, uninsured and unguaranteed debt obligations or a claims paying ability rated not lower than “Aa3” by Moody’s Investors Service and “AA-” by Standard & Poor’s, in each case the funds to be held by the Paying Agent and are hereby pledged to the repayment of the Notes and (ii) the Local Agency Investment Fund (“LAIF”) administered by the State of California.

SECTION 14. Continuing Disclosure. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of that certain Continuing Disclosure Certificate to be executed by the District and dated the date of issuance and delivery of the Notes, as originally executed and as it may be amended from time to time in accordance with the terms thereof. Any Noteholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this Section. Noncompliance with this Section shall not result in acceleration of the Notes.

SECTION 15. Delivery of Notes. The Superintendent, the Chief Financial Officer or an Authorized Officer are hereby authorized and directed to deliver the Notes to the original purchaser(s) in accordance with the Notice Inviting Proposals. All actions heretofore taken by the officers and agents of the District with respect to the sale and issuance of the Notes are hereby approved, confirmed and ratified, and the officers of the District are hereby authorized and directed, for and in the name and on behalf of this District, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to those described in the Notice Inviting Proposals, which
they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Notes in accordance with, and to carry out the intent of, this Resolution.

SECTION 16. Effective Date. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED by the Board of Education of the San Francisco Unified School District, City and County of San Francisco, this 23rd day of September, 2008 by the following vote:

AYES: 

NAYES: 

ABSENT: 

ABSTENTIONS: 

____________________  
President, Board of Education  
San Francisco Unified School District

Attest: __________________  
Secretary, Board of Education  
San Francisco Unified School District
EXHIBIT A

FORM OF NOTICE INVITING PROPOSALS FOR PURCHASE OF NOTES

$[Principal Amount]* SAN FRANCISCO UNIFIED SCHOOL DISTRICT
(CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA)
2008 TAX AND REVENUE ANTICIPATION NOTES

NOTICE IS HEREBY GIVEN that electronic unconditional proposals will be received to and
including the hour of 9:00 a.m., Pacific Time, on __________, 2008, for the purchase of all, but
not less than all, of $[Principal Amount] principal amount of San Francisco Unified School
District, (the "District") (City and County of San Francisco, California), 2008 Tax and Revenue
Anticipation Notes (the "Notes"). Proposals may only be submitted electronically via the
PARITY Electronic Bid Submission System ("PARITY")/or another electronic bid submission
provider designated by the District in the manner described below. Within 26 hours, the Chief
Financial Officer of the District, or the designee of such officer, will consider the bids received
and, if an acceptable bid is received, award the sale of the Notes on the basis of the lowest true
interest cost. Notice of the award will be given promptly to the successful bidder or bidders. In
the event that no bid is awarded by the designated time, the District will reschedule the sale to
another date or time by providing notification through The Bond Buyer Wire.

THE RECEIPT OF BIDS ON _____DAY, __________, 2008, MAY BE POSTPONED OR
CANCELLED AT OR PRIOR TO THE TIME BIDS ARE TO BE RECEIVED. NOTICE OF
SUCH POSTPONEMENT OR CANCELLATION WILL BE COMMUNICATED BY THE
DISTRICT THROUGH THE BOND BUYER WIRE AS SOON AS PRACTICABLE
FOLLOWING SUCH POSTPONEMENT OR CANCELLATION. If the sale is postponed, bids
will be received at the place set forth above on any weekday as the District may determine.
Notice of the new date and time for receipt of bids shall be given through The Bond Buyer Wire
as soon as practicable following a postponement. As an accommodation to bidders, telephone,
electronic or fax notice of such postponement and of the new sale date and time will be given to
any bidder requesting such notice from Tamalpais Advisors, Inc., 3030 Bridgeway, Suite 340,
Sausalito, California 94965; phone: (415) 331-4473; fax: (415) 331-4479, Attention: Jean
Buckley (email: jbuckley@tamadvisors.com), the District’s Financial Advisor (the “Financial
Advisor”), provided however that failure of any bidder to receive such supplemental notice shall
not affect the sufficiency of any required notice or the legality of the sale.

Right to Modify or Amend:

The District reserves the right to modify or amend this Notice Inviting Proposals for Purchase of
Notes (the “Notice Inviting Proposals”) in any respect; provided, however, that any such
modification or amendment shall be communicated to potential bidders through The Bond Buyer
Wire. Failure of any potential bidder to receive notice of any modification or amendment will
not affect the sufficiency of any such notice or the legality of the sale.

* Preliminary, subject to change.
Issue:

The Notes will be dated the date of delivery (expected to be _____, 2008), will be in
denominations of $5,000 each, or integral multiples thereof, and will bear interest from the date
of the Notes to the maturity of the Notes at a rate not to exceed 12% per annum, with interest
payable at maturity. The Notes mature on _____, 2009.

Registration of Notes as to Principal and Interest and Place of Payment:

The Notes, when delivered, will be registered in the name of Cede & Co., as nominee of The
Depository Trust Company, New York, New York ("DTC"). DTC will act as securities
depository of the Notes. Individual purchases will be made in book-entry form only, in the
denominations of $5,000 and integral multiples thereof. Purchasers will not receive physical
certificates representing their interest in the Notes purchased. Principal, premium, if any, and
interest are payable in lawful money of the United States of America at the office of the Bond
Registrar, to DTC, which in turn will remit such amounts to the beneficial owners of the Notes
through DTC’s Participants, as described in the Preliminary Official Statement. The successful
bidder(s) will be required to pay any DTC fees to DTC directly.

Authority:

The Notes will be issued pursuant to the provisions of Article 7.6 (commencing with section
53850) of Chapter 4 of Part 1 of Division 2 of Title 5 of the California Government Code and the
resolution of the Board of Education of the District, dated _____, 2008 (the "Resolution").

Security:

The principal amount of the Notes, together with the interest thereon, is payable from taxes,
income, revenue, cash revenue, cash receipts and other moneys that are received by the District
for the General Fund of the District during or attributable to Fiscal Year 2008-2009.

As security for payment of the principal of and interest on the Notes, the District has pledged,
pursuant to Section 53856 of the Act, taxes, income, revenue, receipts and other moneys to be
received by the District as follows: an amount equal to forty percent (40%) of the principal
amount of the Notes from the unrestricted revenues received by the District in the month of
April, 2009; and an amount equal to sixty percent (60%) of the principal amount of the Notes
and an amount sufficient to pay interest on the Notes, of unrestricted revenues of the District to
be received in the month of May, 2009 (such pledged amounts being hereinafter called the
"Pledged Revenues"). The District shall deposit the Pledged Revenues on or before April 30,
2009 and May 31, 2009 into the Repayment Account established under the Resolution.

The principal of the Notes and the interest thereon shall be a first lien and charge against and
shall be payable from the first moneys received by the District from such Pledged Revenues, as
provided by law.

In the event that there are insufficient Pledged Revenues received by the District to permit the
deposit of the full amount of Pledged Revenues to be deposited with respect to such Pledge Date,
then the amount of any deficiency shall be satisfied and made up from any other moneys of the
District lawfully available for the repayment of the Notes and the interest thereon, but only to the
extent permitted by law. The Notes are payable solely from the funds of the District, as set forth in the Preliminary Official Statement.

See the discussion of "Security and Sources of Payment for the Notes" in the Preliminary Official Statement.

Form of Bid:

Each bid for the Notes must be submitted electronically via PARITY/or another electronic bid submission provider designated by the District pursuant to the prescribed form of bid posted thereon (the “Official Bid Form”), in each case not later than 9:00 a.m., Pacific Time (unless the time and/or date have been changed upon due notice to potential bidders), on the date of sale. For purposes of submitting all bids, the time as maintained on PARITY shall constitute the official time.

**WARNINGS REGARDING ELECTRONIC BIDS: NEITHER THE DISTRICT, THE FINANCIAL ADVISOR, NOR BOND COUNSEL SHALL BE RESPONSIBLE FOR, AND THE BIDDER EXPRESSLY ASSUMES THE RISK FOR ANY INCOMPLETE, INACCURATE OR UNTIMELY BID SUBMITTED VIA PARITY BY SUCH BIDDER, INCLUDING, WITHOUT LIMITATION, BY REASON OF GARBLED TRANSMISSION, MECHANICAL FAILURE, ENGAGED TELEPHONE OR TELECOMMUNICATIONS LINES, OR ANY OTHER CAUSE ARISING FROM DELIVERY VIA PARITY.**

All bids which are submitted electronically via PARITY pursuant to the procedures described below shall be deemed to constitute a “Bid for Purchase of the Notes” and shall be deemed to incorporate by reference all of the terms and conditions of this Notice Inviting Proposals. The submission of a bid electronically via PARITY shall constitute and be deemed the bidder’s signature on the Official Bid Form.

Conflict Waiver:

Sidley Austin LLP is serving as Bond Counsel and as Disclosure Counsel in connection with the issuance and sale of the Notes. By placing a bid, each bidder represents that it understands that Sidley Austin LLP, in its capacity as Bond Counsel and as Disclosure Counsel, represents the District, and the successful bidder agrees to waive any conflict of interest that Sidley Austin LLP’s involvement in connection with the issuance and sale of the Notes to such successful bidder presents.

Procedures Regarding Electronic Bidding:

Bids may be submitted electronically via PARITY in accordance with this Notice Inviting Proposals, until 9:00 A.M., California Time, _____, 2008 (unless the time and/or date have been changed upon due notice to potential bidders), but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice Inviting Proposals, the terms of this Notice Inviting Proposals shall control. For further information about PARITY, potential bidders may contact the Financial Advisor at (415) 331-4473 or PARITY at (212) 806-8304. In the event that a bid for the Notes is submitted via PARITY, the bidder further agrees that:

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1. The District may regard the electronic transmission of the bid through PARITY (including information about the purchase price of the Notes, the interest rate or rates to be borne by portions of the Notes, the initial public offering price of each portion of the Notes and any other information included in such transmission) as though the same information were submitted on the Official Bid Form provided by the District and executed by a duly authorized signatory of the bidder. If a bid submitted electronically by PARITY is accepted by the District, the terms of the Bid for Purchase of the Notes and this Notice Inviting Proposals and the information that is electronically transmitted through PARITY shall form a contract and the successful bidder shall be bound by the terms of such contract.

2. PARITY is not an agent of the District, and the District shall have no liability whatsoever based on any bidder’s use of PARITY, including but not limited to any failure by PARITY to correctly or timely transmit information provided by the District or information provided by the bidder.

3. The District may choose to discontinue use of electronic bidding via PARITY by issuing a notification to such effect via PARITY’s internet site (www.tm3.com) no later than 5:00 P.M. (California Time) on the last business day prior to the date of sale.

4. Once the bids are communicated electronically via PARITY to the District as described above, each bid will constitute a Bid for Purchase of the Notes and shall be deemed to be an irrevocable offer to purchase the Notes on the terms provided in this Notice Inviting Proposals.

5. Each bidder choosing to bid electronically shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with this Notice Inviting Proposals. Neither the District nor Dalcomp shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and neither the District nor Dalcomp shall be responsible for a bidder’s failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by, PARITY. The District is using PARITY as a communication mechanism, and not as the District’s agent, to conduct the electronic bidding for the Notes. By using PARITY, each bidder agrees to hold the District harmless for any harm or damages caused to such bidder in connection with its use of PARITY for bidding on the Notes.

No bid received after the deadline shall be considered. In any case, each bid must be in accordance with the terms and conditions set forth in this official Notice Inviting Proposals.

Interest Rates:

All bids for the purchase of all or a portion of the Notes must state the rate or rates of interest to be paid and no bid at a price less than the par value of the respective amount of Notes will be considered. Bids may be submitted in increments of $20,000,000. The maximum interest rate bid shall not exceed 12% per annum.
Principal Amount Subject to Change After Receipt of Bids:

The District reserves the right, following the receipt of bids and determination of the winning bid or bids, to change the total principal amount of the Notes awarded by up to 10% based upon the interest rate and premium submitted by the successful bidder or bidders. The successful bidder or bidders will be notified of the modification to the principal amount at the time of the award. A successful bidder may not withdraw its bid or change the interest rate bid or reject the Notes as a result of any changes made to the principal amount of the Notes.

No Good Faith Deposit Required:

No good faith deposit is required to be submitted with bids.

CUSIP Number:

A CUSIP number will be applied for by the purchaser and will be printed on the Notes and the cost of service bureau assignment will be the purchaser’s responsibility. Any delay, error or omission with respect thereto will not constitute cause for the purchaser to refuse to accept delivery of and pay for the Notes.

California Debt and Investment Advisory Commission:

The successful bidder or bidders will be required, pursuant to State law, to pay any fees to the California Debt and Investment Advisory Commission (“CDIAC”). CDIAC will separately invoice the successful bidder or bidders for such fees.

Right of Rejection:

The District reserves the right in its discretion to reject any and all bids received and to waive any irregularity or informality in the bids, except that the time for receiving bids shall be of the essence.

Minimum Bid

No bid will be accepted that does not offer a bid price of at least 100.00% for all or a portion of Notes (whether or not said bid price is adjusted pursuant to “Adjustment of Principal Amount”).

Basis of Award and Delivery:

Unless all bids are rejected, the Notes will be awarded to the bidder or bidders whose proposals result in the lowest true interest cost (“TIC”) to the District, which TIC may not exceed 5%. The TIC will be that nominal interest rate which, when compounded semiannually and applied to discount all payments of principal and interest payable on the Notes to the date of the Notes, results in an amount equal to the principal amount of such Notes plus the amount of any premium bid. In the event that two or more bidders offer bids for a portion of the Notes at the same lowest TIC, the bidder who submitted the first bid (as determined by the time maintained by PARITY) will be awarded the Notes. Bid evaluations or rankings made by PARITY are not binding on the District.
Delivery of the Notes will be made to the purchaser through DTC upon payment in immediately available funds at the offices of Sidley Austin LLP, 555 California Street, Suite 2000, San Francisco, California 94104 on or about ______, 2008 (the “Closing”), or at the purchaser’s request and expense, at any other place mutually agreeable to both the District and the purchaser.

Prompt Award:

The District, acting through its Chief Financial Officer, or the designee of such officer, will take action awarding the Notes or rejecting all bids not later than 26 hours after the expiration of the time herein prescribed for the receipt of proposals, unless such time of award is waived by the successful bidder or bidders. Notice of the award will be given promptly to the successful bidder or bidders.

Legal Opinion:

Sidley Austin LLP has been retained by the District as Bond Counsel (“Bond Counsel”) and in such capacity is to render an approving opinion upon the legality of the Notes under California law and on the exemption of the interest income on such Notes from federal and State of California income taxes. The Notes are sold with the understanding that the purchaser or purchasers will be furnished with an opinion of Bond Counsel entitling the purchaser or purchasers to rely on the approving opinion of Sidley Austin LLP. The form of Bond Counsel’s opinion is set forth in Appendix B of the Preliminary Official Statement and the final Official Statement.

The purchaser(s) will receive a disclosure opinion from Sidley Austin LLP as Disclosure Counsel (“Disclosure Counsel”) regarding the Official Statement.

Tax Status:

In the opinion of Bond Counsel, under existing laws, interest on the Notes is exempt from all present State of California personal income taxes, and assuming compliance with certain covenants made by the District and requirements of the Internal Revenue Code of 1986, as amended, interest on the Notes is not includable in the gross income of the owners of the Notes for federal income tax purposes, provided that such interest may be included in the calculation of federal alternative minimum taxable income. Should changes in the law cause Bond Counsel’s opinion to change prior to delivery of the Notes to the purchaser, the purchaser will be relieved of its responsibility to purchase the Notes.

Certificate Regarding Reoffering Price:

Not later than one hour after receiving the verbal award, each successful bidder must submit to the District and to Bond Counsel a certificate specifying the reoffering price at which at least 10% of the Notes purchased were sold (or were offered in a bona fide public offering and as of the date of award of the respective portion of the Notes to the successful bidder reasonably expected to be sold) to the public. Such certificate shall be in form and substance satisfactory to Bond Counsel and shall include such additional information as may be requested by Bond Counsel.
No Litigation and Non-Arbitrage Certificates:

At Closing, the District will execute and deliver a certificate stating that no litigation is pending affecting the issuance and sale of the Notes. The District will also execute and deliver an arbitrage certificate covering its reasonable expectations concerning the Notes and the use of proceeds thereof.

Continuing Disclosure Certificate:

In order to assist bidders in complying with Securities and Exchange Commission Rule 15c2-12(b)(5), the District will undertake, pursuant to a Continuing Disclosure Certificate, to provide certain annual financial information and notices of the occurrence of certain events, if material. A form of the Continuing Disclosure Certificate is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement.

Official Statement and Certificate Regarding Official Statement:

The District will make available a Preliminary Official Statement relating to the Notes, an electronic copy of which, along with related documents, will be furnished upon request made either by mail to the Financial Advisor, Tamalpais Advisors, Inc., 3030 Bridgeway, Suite 340, Sausalito, California 94965, or telephoned to said advisor at (415) 331-4473. An electronic copy of the Preliminary Official Statement will be available on the printer’s website [www.imagemaster.com.] Such Preliminary Official Statement, together with any supplements thereto, shall be in form “deemed final” by the District for purposes of SEC Rule 15c2-12(b)(1), but is subject to revision, amendment and completion in a final official statement (the “Official Statement”). The District agrees to provide a reasonable number of copies of the Official Statement to the winning bidder(s) of the Notes at the District’s expense within seven business days of the date of sale.

The District shall deliver, at closing, a certificate, executed by appropriate officers of the District acting in their official capacities, to the effect that the facts contained in the Official Statement relating to the Notes are true and correct in all material respects, and that the Official Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of circumstances under which they were made not misleading.

Dated: ______________, 2008

SAN FRANCISCO UNIFIED SCHOOL
DISTRICT

By: ______________________
   Joseph C. Grazioli
   Chief Financial Officer

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EXHIBIT B

FORM OF NOTICE OF INTENTION TO SELL NOTES

$[Principal Amount]

SAN FRANCISCO UNIFIED SCHOOL DISTRICT
(City and County of San Francisco, California)
2008 Tax and Revenue Anticipation Notes

NOTICE IS HEREBY GIVEN that the San Francisco Unified School District (the "District"), in the City and County of San Francisco, California, intends to offer for public sale on ______, 2008, $[Principal Amount] principal amount of tax and revenue anticipation notes of the District designated "San Francisco Unified School District, (City and County of San Francisco, California) 2008 Tax and Revenue Anticipation Notes" (the "Notes"). The District intends to accept bids for the Notes at 9:00 a.m., Pacific Time. Only electronic bids submitted via the PARITY Electronic Bid Submission System/or another electronic bid submission system designated by the District will be accepted for the Notes.

Within 26 hours, the Chief Financial Officer of the District, or his designee, will consider the bids received and, if an acceptable bid is received, award the sale of the Notes on the basis of the true interest cost so long as (i) the principal amount of Notes does not exceed $[Principal Amount] and (ii) the lowest true interest cost does not exceed ______%. In the event that no bid is awarded, the District will reschedule the sale to another date and/or time by providing notification through The Bond Buyer Wire. The District reserves the right to change the time or postpone the date of the sale to any other time or date by providing notification through The Bond Buyer Wire.

NOTICE IS HEREBY FURTHER GIVEN that the Notes will be offered for public sale subject to the terms and conditions of a Notice Inviting Proposals for Purchase of Notes. A Preliminary Official Statement (which includes the Notice Inviting Proposals for Purchase of Notes) will be available on or about ______, 2008 on the printer's website [www.imagemaster.com] or upon request to Tamalpais Advisors, Inc., 3030 Bridgeway, Suite 340, Sausalito, CA 94965, (415) 331-4473, the financial advisor to the District for the Notes.

Dated: ________, 2008

By: ________________________________

Joseph C. Grazioli
Chief Financial Officer

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EXHIBIT C

(Form of Note)

REGISTERED NO. _____

SAN FRANCISCO UNIFIED SCHOOL DISTRICT
(CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA)
2008 TAX AND REVENUE ANTICIPATION NOTE

INTEREST RATE: _____% per annum

MATURITY DATE: ________, 2009

DATED: ________, 2008

CUSIP NO: _______

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The San Francisco Unified School District (the “District”) in the City and County of San Francisco (the “City”), California, for value received, promises to pay to the Owner named above, or registered assigns, at the office of The Bank of New York Mellon Trust Company (the “Paying Agent”) in San Francisco, California, the Principal Amount specified above, in lawful money of the United States of America, on the Maturity Date specified above, together with interest thereon at the Rate of Interest per annum set forth above (computed on the basis of a 360-day year of twelve 30-day months) in like lawful money from the Note Date specified above until payment in full of said principal sum. Both the principal of and interest on this Note shall be payable only to the registered owner hereof upon surrender of this Note as the same shall fall due; provided, however, that no interest shall be payable for any period after maturity during which the Registered Owner fails to properly present this Note for payment.

It is hereby certified, recited and declared that this Note is one of an authorized issue of Notes entitled San Francisco Unified School District, City and County of San Francisco, California, 2008 Tax and Revenue Anticipation Notes (the “Notes”) in the principal amount of $______, all of like date, tenor and effect, made, executed and given under and by authority of a resolution of the Board of Education of the District duly passed and adopted on ________, 2008 under and by authority of Article 7.6 (commencing with Section 53850) of Chapter 4, Part 1, Division 2, Title 5, Government Code of the State of California.

The principal amount of the Notes, together with the interest thereon, shall be payable from taxes, income, revenue, cash receipts and other moneys that are received by the District during Fiscal Year 2008-2009. As security for the payment of the principal of and interest on the Notes, the District has pledged an amount equal to forty percent (40%) of the principal amount of the Notes from the unrestricted revenues received by the District in the month of April, 2009; and an amount equal to sixty percent (60%) of the principal amount of the Notes and an amount sufficient to pay interest on the Notes, of unrestricted revenues of the District to be received in

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the month of May, 2009 (such pledged amounts being hereinafter called the "Pledged Revenues"). The principal of the Notes and the interest thereon shall constitute a first lien and charge against and shall be payable from the first money received by the District from such Pledged Revenues, and to the extent not so paid shall be paid from any other moneys of the District lawfully available therefor.

This Note is transferable by the registered owner hereof in person or by his attorney duly authorized in writing at the Paying Agent in San Francisco, California, but only in the manner, subject to the limitations and upon payment of the charges provided in the Resolution, and upon surrender and cancellation of this Note except this Note shall not be transferred or exchanged later than the fifteenth day prior to the maturity date hereof. Upon such transfer a new Note or Notes of authorized denominations and for the same aggregate principal amount will be issued to the transferees in exchange herefor.

The District and the Paying Agent may deem and treat the registered owner hereof as the absolute owner hereof for the purpose of receiving payment of or on account of principal hereof and interest due hereon and for all other purposes, and neither the District nor the Paying Agent shall be affected by any notice to the contrary.

It is certified and recited that all acts and conditions required by the Constitution and laws of the State of California to exist, to occur and to be performed or to have been met precedent to and in the issuing of the notes in order to make them legal, valid and binding general obligations of the District, have been performed and have been met in regular and due form as required by law; that payment in full for the notes has been received; and that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the notes.

This note shall not be valid or obligatory for any purpose and shall not be entitled to any security or benefit under the Resolution until the Certificate of Authentication below has been signed.
IN WITNESS WHEREOF, San Francisco Unified School District, has caused this note to be executed on behalf of the District and in their official capacities by the manual or facsimile signatures of the President of the Board of Education of the District and to be countersigned by the manual or facsimile signature of the Secretary of the Board of Education of the District, and has caused the seal of the District to be affixed hereto, all as of the date stated above.

[SEAL]

SAN FRANCISCO UNIFIED SCHOOL DISTRICT

By: ________________________________
   President, Board of Education

COUNTERSIGNED:

By: ________________________________
   Secretary, Board of Education
CERTIFICATE OF AUTHENTICATION

This note is one of the Notes described in the Resolution referred to herein which has been authenticated and registered on ____________.

By: ____________________________________________

[PAYING AGENT]

ASSIGNMENT

For value received, the undersigned sells, assigns and transfers to (print or typewrite name, address and zip code of Transferee): __________________________ this note and irrevocably constitutes and appoints attorney to transfer this note on the books for registration thereof, with full power of substitution in the premises.

Dated: __________________________

Signature Guaranteed:

__________________________________________

Commercial bank, trust company or member of a national securities exchange.

Notice: The assignor’s signature to this assignment must correspond with the name as it appears upon the face of the within note in every particular, without alteration or any change whatever, and the signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

Social Security Number, Taxpayer Identification Number or other identifying number of Assignee: ____________.

__________________________________________

DTC LEGEND

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

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PRELIMINARY OFFICIAL STATEMENT DATED __________, 2008

NEW ISSUE – BOOK-ENTRY ONLY

In the opinion of Sidley Austin LLP, San Francisco, California, Bond Counsel, based on existing statutes, regulations, rulings and judicial decisions and assuming compliance with certain covenants in the documents pertaining to the Notes and requirements of the Internal Revenue Code of 1986, as amended, as described herein, interest on the Notes is not includable in the gross income of the owners of the Notes for federal income tax purposes. In the further opinion of Bond Counsel, interest on the Notes is not treated as an item of tax preference in calculating the federal alternative minimum taxable income of individuals and corporations. Interest on the Notes, however, is included as an adjustment in the calculation of federal corporate alternative minimum taxable income and may therefore affect a corporation’s alternative minimum tax liability. In the further opinion of Bond Counsel, interest on the Notes is exempt from personal income taxes imposed by the State of California. See “TAX MATTERS” herein.

[$_________] *

SAN FRANCISCO UNIFIED SCHOOL DISTRICT
(CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA)
2008 Tax and Revenue Anticipation Notes

Dated: Date of Delivery

The San Francisco Unified School District (City and County of San Francisco, California) 2008 Tax and Revenue Anticipation Notes (the “Notes”) will be issued in fully registered form, without coupons and when delivered will be registered in the name of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository for the Notes. Individual purchases of interest in the Notes will be made in book-entry form only in the principal amount of $5,000 or integral multiples thereof. Purchasers of Notes will not receive physical certificates representing their interests in the Notes when purchased. Principal of the Notes will be payable at maturity. Interest on the Notes will be payable on [__________] and at maturity. The principal of and interest on the Notes is payable when due on behalf of the San Francisco Unified School District (the “District”) by The Bank of New York Mellon Trust Company, N.A., as paying agent, to DTC for subsequent disbursement to DTC Participants (as defined herein) who will remit such payments to the beneficial owners of the Notes. The Notes are not subject to redemption prior to maturity.

The Notes and the interest thereon are, in accordance with State of California law, a general obligation of the District but are payable solely from taxes, income, revenue, cash receipts and other monies received by the District during the District’s 2008-2009 Fiscal Year and available for payment thereof. The Notes are secured by a pledge of certain revenues as described herein. See “SECURITY AND SOURCES OF PAYMENT FOR THE NOTES” herein.

Interest Rate

[_____]%

CUSIP No.

[_____]

This cover page contains certain information for reference only. It is not a summary of this issue. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Notes will be offered when, as and if issued and received by the Underwriter subject to the approval as to their legality by Sidley Austin LLP, San Francisco, California, Bond Counsel. Legal matters for the District will be passed upon by General Counsel to the District. Tamalpais Advisors, Inc., Sausalito, California served as Financial Advisor to the District in connection with the issuance of the Notes. It is anticipated that the Notes will be available for delivery in New York, New York for deposit with The Depository Trust Company, on or about __________, 2008.

BIDS TO BE RECEIVED NO LATER THAN 9:00 A.M., PACIFIC TIME, ON __________, 2008 UNLESS POSTPONED AS SET FORTH IN THE NOTICE INVITING PROPOSALS FOR PURCHASE OF NOTES THAT APPEARS AS APPENDIX G TO THIS PRELIMINARY OFFICIAL STATEMENT.

Official Statement Date: __________, 2008

† For an explanation of the ratings, see “RATINGS” herein
* Preliminary, subject to change.
No dealer, broker, salesman or other person has been authorized by the District to give any information or to make any representations with respect to the Notes other than those contained herein and, if given or made, such information or representation must not be relied upon as having been authorized by the District. This Official Statement does not constitute an offer to sell nor the solicitation of an offer to buy, nor shall there be any sale of the Notes by any person to make such offer, solicitation or sale.

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

The information set forth herein has been obtained from sources that are believed to be reliable, but is not guaranteed as to accuracy or completeness, and is not to be construed as a representation by the Underwriter. The information and expressions of opinion stated herein are subject to change without notice and neither delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the information or opinions set forth herein or in the affairs of the District since the date hereof. This Official Statement is submitted in connection with the sale of the Notes referred to herein and may not be reproduced or used, in whole or in part, for any purpose, unless authorized in writing by the District.

The Notes have not been registered under the Securities Act of 1933, in reliance upon an exemption contained in such Act. The Notes have not been registered under the securities laws of any state.

The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE NOTES AT LEVELS ABOVE THOSE WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. THE UNDERWRITER MAY OFFER AND SELL THE NOTES TO CERTAIN DEALERS AND BANKS AT PRICES LOWER THAN THE INITIAL PUBLIC OFFERING PRICE AND SAID INITIAL PUBLIC OFFERING PRICE MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITER.

Certain statements included or incorporated by reference in this Official Statement constitute “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995, Section 21E of the United States Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 27A of the United States Securities Act of 1933, as amended (the “Securities Act”). Such statements are generally identifiable by the terminology used such as “plan,” “expect,” “estimate,” “budget” or other similar words.

THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. THE DISTRICT DOES NOT PLAN TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD-LOOKING STATEMENTS IF OR WHEN ITS EXPECTATIONS, OR EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED OCCUR.

The District maintains a website at www.sfusd.k12.ca.us. However, the information presented there is not part of this Official Statement, is not incorporated by reference herein and should not be relied upon in making an investment decision with respect to the Notes.

This Preliminary Official Statement is in a form deemed final as of its date by the District for the purposes of Rule 15c2-12 of the Securities and Exchange Commission (except for the omission of certain information permitted to be omitted under Rule 15c2 12(b)(1)).
SAN FRANCISCO UNIFIED SCHOOL DISTRICT

Board of Education

<table>
<thead>
<tr>
<th>Name</th>
<th>Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark Sanchez, President</td>
<td>January 2009</td>
</tr>
<tr>
<td>Kim-Shree Maufas, Vice President</td>
<td>January 2011</td>
</tr>
<tr>
<td>Jane Kim</td>
<td>January 2011</td>
</tr>
<tr>
<td>Eric Mar, Esq.</td>
<td>January 2009</td>
</tr>
<tr>
<td>Hydra B. Mendoza</td>
<td>January 2011</td>
</tr>
<tr>
<td>Jill Wynns</td>
<td>January 2009</td>
</tr>
<tr>
<td>Norman Yee</td>
<td>January 2009</td>
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District Officials

Carlos A. Garcia, Superintendent
Myong Leigh, Deputy Superintendent, Policy and Operations
Joseph C. Graziolli, Chief Financial Officer
Paulette Terrell, Director of Fiscal Services
Reeta Madhavan, Budget Director
Maribel Medina, General Counsel

SPECIAL SERVICES

Financial Advisor
Tamalpais Advisors, Inc.
Sausalito, California

Bond Counsel and Disclosure Counsel
Sidley Austin LLP
San Francisco, California

Paying Agent
The Bank of New York Mellon Trust Company, N.A.
San Francisco, California
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OFFICIAL STATEMENT

[$________]*
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
2008 TAX AND REVENUE ANTICIPATION NOTES

INTRODUCTION

General

This Official Statement provides information in connection with the issuance by the San Francisco Unified School District (the "District") of [$________]* of its 2008 Tax and Revenue Anticipation Notes (the "Notes").

The Official Statement makes references to a resolution and to other documents and statutes. Such references do not purport to be complete, comprehensive or definite and are qualified in their entirety by reference to each such document.

Authority for Issuance

The Notes are issued under the authority of Articles 7.6, Chapter 4, Part 1, Division 2, Title 5 (commencing with Section 53850) of the State of California (the "State") Government Code and pursuant to a resolution adopted by the Board of Education (the "Board") of the District on [_________, 2008] (the "Resolution").

Purpose of Issuance

Issuance of the Notes will provide funds to meet Fiscal Year 2008-2009 General Fund expenditures, including operating expenses, capital expenditures, and the discharge of other obligations of the District.

Sale of Notes

The District has scheduled the competitive sale of the Notes on ______, 2008, at 9:00 a.m., Pacific time, via the Parity Electronic Bid Submission System, as further described in the form of Notice Inviting Proposals for Purchase of Notes attached as Appendix G hereto.

THE NOTES

Description of the Notes

The Notes will be issued in the aggregate principal amount of [$________]* and will be issued in denominations of $5,000 or any integral multiple thereof. The Notes will be dated and mature as shown on the cover hereof, and will bear interest calculated at the rate per annum as shown on the cover hereof computed on the basis of a 360-day year consisting of twelve 30-day months. Principal of the Notes is payable at maturity. Interest on the Notes is payable on [_________, 2009] and at maturity.

* Preliminary, subject to change.
The Notes will be issued in book-entry form only, and will be initially issued and registered in the name of Cede & Co. as nominee of DTC. Purchasers of beneficial ownership interests in the Notes ("Beneficial Owners") from participants in the DTC system (the "DTC Participants") will not receive physical certificates representing their interests in the Notes. Payment of principal of and interest on the Notes will be made when due on behalf of the District by The Bank of New York Mellon Trust Company, N.A., as paying agent, to DTC, which will remit such principal and interest to the DTC Participants, which will in turn remit such principal and interest to the Beneficial Owners. See "APPENDIX E - BOOK-ENTRY ONLY SYSTEM."

The Notes are not subject to redemption prior to maturity.

SECURITY AND SOURCES OF PAYMENT FOR THE NOTES

Security for the Notes

The Notes and the interest thereon are a general obligation of the District but are payable solely from taxes, income, revenue, cash receipts and other moneys received by the District during the District's 2008-2009 Fiscal Year and available for payment thereof. Pursuant to the Resolution, certain of said moneys have been pledged by the District to the payment of the Notes and the interest thereon (the "Pledged Revenues") as follows: (i) an amount equal to 40% of the principal amount of Notes from the unrestricted revenues received by the District in the month of April, 2009 and (ii) an amount equal to 60% of the principal amount of the Notes and an amount sufficient to pay interest on the Notes, from unrestricted revenues received by the District in the month of May, 2009. The principal of the Notes and the interest thereon shall constitute a first lien and charge on the Pledged Revenues. To the extent not so paid from the Pledged Revenues, the Notes shall be paid from any other moneys of the District lawfully available therefor.

The Pledged Revenues will be deposited by the District at the intervals outlined above in a special District fund designated as the “San Francisco Unified School District, City and County of San Francisco, California, 2008 Tax and Revenue Anticipation Notes Repayment Fund” (the "Repayment Fund"). Balances in the Repayment Fund will be invested as permitted by Section 53601 of the State Government Code or in the City and County of San Francisco’s investment pool (the “City’s Investment Pool”), unless otherwise directed in writing by the District. In the event that the District directs the investment of such moneys, the Resolution designates as authorized investments for the proceeds of the Notes and the moneys in the Repayment Fund a guaranteed investment contract with a financial institution or insurance company that has at the date of execution thereof one or more outstanding issues of unsecured, uninsured and unguaranteed debt obligations or a claims paying ability rated not lower than "Aa3" by Moody’s Investors Service and "AA-" by Standard & Poor’s and the Local Agency Investment Fund administered by the State. As of the date hereof, the District intends to invest the Repayment Fund in the City’s Investment Pool. For a description of the City’s Investment Pool, see “APPENDIX D - EXCERPTS FROM THE CITY AND COUNTY OF SAN FRANCISCO INVESTMENT PORTFOLIO REPORT.”

After such date as the amount of Pledged Revenues deposited in the Repayment Fund shall be sufficient to pay in full the principal of and interest on the Notes, when due, any moneys in excess of such amount remaining in or accruing to the Repayment Fund shall be transferred to the general fund of the District. On the maturity date of the Notes, the moneys in the Repayment Fund shall be used, to the extent necessary, to pay the principal of and interest on the Notes.
Limitations on Remedies

If the Treasurer of the City and County of San Francisco is in possession of the taxes and other revenues that will be set aside to pay the Notes, and these funds are invested in the City’s Investment Pool, should the City and County of San Francisco or the District go into bankruptcy, a court might hold that the owners of the Notes do not have a valid lien on the set-aside funds. In that case, unless the owners of the Notes could “trace” the funds, the owners of the Notes would merely be unsecured creditors of the District. There can be no assurance that the owners of the Notes could successfully so “trace” the pledged taxes and other revenues. See “RISK FACTORS — Bankruptcy Considerations.”

Sources of Payment for the Notes

In accordance with State law, the Notes are obligations of the District, but are payable only out of taxes, income, revenue, cash receipts and other monies received by or attributable to the District during Fiscal Year 2008-2009 and available for payment thereof. A 1978 change in the State Constitution substantially limits the District’s ability to levy ad valorem taxes. See “APPENDIX A — DISTRICT FINANCIAL AND ECONOMIC INFORMATION — Constitutional and Statutory Provisions Affecting District Revenues and Appropriations.” The District may, under existing law, issue the Notes only if the principal of and interest on the Notes and any other short-term debt will not exceed 85% of the estimated monies legally available for the payment of the Notes and such other debt. The estimated amount needed to repay the Notes and the interest thereon is $[_____] million, which represents approximately __% of the estimated sources available for payment of the Notes.

The District estimates that unrestricted general fund revenues for the period in Fiscal Year 2008-2009 from [______1, 2008] through June 30, 2009 will be approximately $[_____] million as indicated in the following table. Except for Pledged Revenues, these moneys will be expended during the course of the fiscal year, and accordingly, no assurance can be given that any moneys, other than Pledged Revenues will be available to pay the Notes and interest thereon.

San Francisco Unified School District
Estimated Unrestricted General Fund Revenues(1)
[______1, 2008] through June 30, 2009

<table>
<thead>
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<th>Source</th>
<th>Amount</th>
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<td>Unrestricted Available Cash Balance — [______1, 2008]</td>
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<tr>
<td>Revenue Limit</td>
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<tr>
<td>Federal Revenue</td>
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<td>Other State Revenue</td>
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<tr>
<td>Other Local Revenue</td>
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</table>

Unrestricted Revenues Total(1) $  

(1) The District has budgeted an additional $[_____] million of restricted funds in Fiscal Year 2008-09 that may be temporarily borrowed to meet debt service on the Notes.

For detailed information regarding estimated debt service coverage on the Notes at each respective pledge date, see the “Fiscal Year 2008-2009 Projected General Fund Cash Flow” table herein.
Interfund Borrowing, Intrafund Borrowing and Cash Flow

The State of California Constitution allows interfund borrowing from county held funds of other agencies by school districts up until the last Monday in April of each fiscal year in amounts that do not exceed 85% of taxes accrued. The District does not generally use interfund borrowing to cover temporary cash shortfalls and does not expect to use interfund borrowing to cover temporary cash shortfalls in Fiscal Year 2008-2009.

The District could borrow, for General Fund purposes, from funds held in trust by the District outside the General Fund. The District’s interfund borrowing capacity is estimated to be approximately $[____] million as of June 30, 2009. The District has used interfund borrowing in the past to address temporary cash shortfalls. The table below sets forth some of the District’s estimated borrowable cash resources as of June 30, 2008 and projected borrowable cash resources as of June 30, 2009.

San Francisco Unified School District
Estimated Borrowable Cash Resources

<table>
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<td>Developer Capital Facility Fund</td>
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<td>Safety Tax Fund</td>
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<tr>
<td>Facility Construction Fund 35</td>
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<td>Facility Construction Fund 30</td>
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<td>Self-Insurance Fund</td>
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<tr>
<td>Total</td>
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</tbody>
</table>

Cash Flow Projections

The District has prepared the accompanying monthly General Fund cash flow statements covering the 2007-2008 Fiscal Year and the projected 2008-2009 Fiscal Year and including both the unrestricted and restricted portions of the General Fund. The General Fund is used to finance the ordinary operations of the District and is available for any legally authorized purposes. While expenditures generally occur evenly throughout the fiscal year, cash receipts occur unevenly. As a result the General Fund cash balance tends to show a deficit during parts of the fiscal year. The District’s temporary cash flow deficits occur in the unrestricted portion of the General Fund. The Fiscal Year 2008-2009 projections are based on the District’s adopted Fiscal Year 2008-2009 budget.

The estimates of amounts and timing of receipts and disbursements in the cash flow tables are based on certain assumptions and should not be construed as statements of fact. The assumptions are based on present circumstances and currently available information and are believed to be reasonable. The assumptions may be affected by numerous factors and there can be no assurance that such estimates will actually be achieved.
[2007-2008 General Fund Cash Flow Statement to be included here.]
[2008-2009 Projected General Fund Cash Flow Statement to be included here.]
RISK FACTORS

Bankruptcy Considerations

In 1994, Orange County, California issued its 1994-1995 Tax and Revenue Anticipation Notes (the “Orange County Notes”) under the same statutory authority as the Notes. On December 6, 1994, Orange County filed a petition in bankruptcy. Subsequently, Orange County declined to set aside the taxes and revenues it had pledged for the repayment of the Orange County Notes and a note holder brought suit to compel Orange County to do so. A March 8, 1995 ruling of the United States Bankruptcy Court for the Central District of California, held that the lien securing the Orange County Notes did not attach to revenues received by Orange County after the filing of its bankruptcy petition on December 6, 1994, and therefore, Orange County was not required to set aside the revenues pledged under the note resolution following the bankruptcy. The Bankruptcy Court ruled that under the United States Bankruptcy Code, the lien did not attach to revenues received by Orange County after December 6, 1994 because the lien was a consensual security interest rather than a statutory lien. In July 1995, the United Stated District court for the Central District of California reversed the decision of the Bankruptcy Court. Orange County appealed the decision of the District Court to the United States Court of Appeals for the Ninth Circuit. Before the Ninth Circuit rendered a decision the parties settled their disputes. Accordingly, if the District were to file for bankruptcy, it is not clear whether it would be required to set aside revenues pledged under the Resolution as described above.

TAX MATTERS

General

In the opinion of Sidley Austin LLP, San Francisco, California, Bond Counsel, based on existing statutes, regulations, rulings and judicial decisions and assuming compliance with certain covenants in the Resolution and other documents pertaining to the Notes and requirements of the Internal Revenue Code of 1986, as amended (the “Code”), regarding the use, expenditure and investment of proceeds of the Notes and the timely payment of certain investment earnings to the United States, interest on the Notes is not includable in the gross income of the owners of the Notes for federal income tax purposes. Failure to comply with such covenants and requirements may cause interest with respect to the Notes to be included in gross income retroactively to the date of issuance of the Notes.

In the further opinion of Bond Counsel, interest on the Notes is not treated as an item of tax preference in calculating the federal alternative minimum taxable income of individuals and corporations. Interest on the Notes, however, is included as an adjustment in the calculation of federal corporate alternative minimum taxable income and may therefore affect a corporation’s alternative minimum tax liability.

Ownership of, or the receipt of interest on, tax-exempt obligations may result in collateral tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, certain foreign corporations doing business in the United States, certain S corporations with excess passive income, individual recipients of Social Security or Railroad Retirement benefits, taxpayers that may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations and taxpayers who may be eligible for the earned income tax credit. Bond Counsel expresses no opinion with respect to any collateral tax consequences and, accordingly, prospective purchasers of the Notes should consult their tax advisors as to the applicability of any collateral tax consequences.
Certain requirements and procedures contained or referred to in the Resolution and other documents pertaining to the Notes may be changed, and certain actions may be taken or not taken, under the circumstances and subject to the terms and conditions set forth in such documents, upon the advice or with the approving opinion of counsel nationally recognized in the area of tax-exempt obligations. Bond Counsel expresses no opinion as to the effect of any change to any document pertaining to the Notes or of any action taken or not taken where such change is made or action is taken or not taken without our approval or in reliance upon the advice of counsel other than Sidley Austin LLP with respect to the exclusion from gross income of the interest represented by the Notes for federal income tax purposes.

Information Reporting and Backup Withholding

Interest paid on tax-exempt obligations is subject to information reporting in a manner similar to interest paid on taxable obligations. While this reporting requirement does not, by itself, affect the excludability of interest from gross income for federal income tax purposes, the reporting requirement causes the payment of interest with respect to the Notes to be subject to backup withholding if such interest is paid to beneficial owners that (a) are not "exempt recipients," and (b) either fail to provide certain identifying information (such as the beneficial owner’s taxpayer identification number) in the required manner or have been identified by the IRS as having failed to report all interest and dividends required to be shown on their income tax returns. Generally, individuals are not exempt recipients, whereas corporations and certain other entities are exempt recipients. Amounts withheld under the backup withholding rules from a payment to a beneficial owner are allowed as a refund or credit against such beneficial owner’s federal income tax liability so long as the required information is furnished to the IRS.

State Tax Exemption

In the further opinion of Bond Counsel, interest with respect to the Notes is exempt from personal income taxes imposed by the State of California.

Future Developments

Future legislative proposals, if enacted into law, regulations, rulings or court decisions may cause interest with respect to the Notes to be subject, directly or indirectly, to federal income taxation or to State or local income taxation, or otherwise prevent beneficial owners from realizing the full current benefit of the tax status of such interest. Further, legislation or regulatory actions and proposals may affect the economic value of the federal or state tax exemption or the market value of the Notes.

Prospective purchasers of the Notes should consult their tax advisors regarding pending or proposed federal or state tax legislation, regulations, rulings or litigation, as to which Bond Counsel expresses no opinion.

A copy of the proposed form of opinion of Bond Counsel is attached hereto as Appendix C.

LEGAL OPINION

Bond Counsel’s employment is limited to a review of the legal proceedings required for the authorization of the Notes and to rendering the opinion set forth in Appendix C hereof. Such opinion will not consider or extend to any sections, documents, agreements, representations, offering circulars or other materials of any kind concerning the Notes not mentioned in this paragraph. Bond Counsel undertakes no responsibility for the accuracy, completeness or fairness of this Official Statement. Bond Counsel will receive compensation from the District contingent upon the sale and delivery of the Notes.
FINANCIAL ADVISOR

The District has retained Tamalpais Advisors, Inc. as Financial Advisor in connection with the execution and delivery of the Notes and certain other financial matters. The Financial Advisor is not obligated to undertake and has not undertaken to make an independent verification of the accuracy, completeness or fairness of the information contained in this Official Statement. The Financial Advisor is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other negotiable instruments.

NO LITIGATION

No litigation is pending or threatened concerning the validity of the Notes. In the opinion of the District, there are no lawsuits or claims pending against the District that would impair the ability of the District to repay the Notes.

UNDERWRITING

The Notes are being purchased by ________________ (the “Underwriter”). The Underwriter will purchase the Notes at a purchase price equal to the principal amount of $[_____] plus a premium of $[_____] less an underwriter’s discount of $[_____] for a total of $[_____]$. The Underwriter will be obligated to purchase its respective portion of the Notes if any Notes are purchased. The Underwriter may offer and sell the Notes to certain dealers and others at prices lower than the initial public offering price. The initial public offering price may be changed from time to time by the Underwriter.

CONTINUING DISCLOSURE

The District has covenanted for the benefit of the holders and beneficial owners of the Notes to provide notices of the occurrence of certain enumerated events, if material. The District will file the notices of material events with each Nationally Recognized Municipal Securities Information Repository or with the Municipal Securities Rulemaking Board and with the State information repository, if any. The information to be contained in the notices of material events is set forth in “APPENDIX F—FORM OF CONTINUING DISCLOSURE CERTIFICATE.” These covenants have been made in order to assist Underwriter in complying with Securities and Exchange Commission Rule 15c2-12(b)(5) (the “Rule”).

A previous continuing disclosure undertaking entered into by the District in connection with the execution and delivery of certain certificates of participation (the “Prior Obligations”) called for filing the Annual Report no later than 270 days after the end of each fiscal year and/or certain other information to designated repositories upon the occurrence of certain events, so long as any of such Prior Obligations are outstanding, beginning with Fiscal Year ended June 30, 1996. The District did not timely file its Annual Report required for Fiscal Year 2002-03. As of the date of this Official Statement, this Annual Report has been filed. In addition, the District caused a notice of failure to timely file such Annual Report to be filed with the Nationally Recognized Municipal Securities Information Repositories. As of the date hereof, the District is in compliance with the Rule.

FINANCIAL STATEMENTS

The financial statements of the District for the Fiscal Year ended June 30, 2007, certain sections of which are included in Appendix B to this Official Statement, have been audited by Vavrinek, Trine, Day & Co., LLP, independent certified public accountants, as stated in their report appearing in Appendix B. The District has not requested nor has the District obtained the consent of Vavrinek, Trine,
Day & Co., LLP to the inclusion of certain sections of its report in Appendix B. Vavrinek, Trine, Day & Co., LLP, as the District’s independent auditor, has not been engaged to perform and has not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. Vavrinek, Trine, Day & Co., LLP also has not performed any procedures relating to this Official Statement.

MISCELLANEOUS

Ratings

The District has obtained ratings of “____” and “_____” on the Notes from Moody’s Investors Service and Standard & Poor’s Ratings Services, respectively. Certain information was supplied by the District to the rating agencies to be considered in evaluating the Notes. The ratings issued reflect only the views of the rating agencies, and any explanation of the significance of such ratings should be obtained from the rating agencies. There is no assurance that any rating will be retained for any given period of time or that the same will not be revised downward or withdrawn entirely by the respective rating agency if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of the ratings obtained may have an adverse effect on the market price of the Notes.

Legality for Investment

Under the provisions of the State Financial Code, the Notes are legal investments for commercial banks in the State.

Additional Information

The purpose of this Official Statement is to supply information to prospective buyers of the Notes. Quotations from and summaries and explanations of the Notes, the Resolution, statutes and documents contained herein do not purport to be complete, and reference is made to said documents and statutes for full and complete statements of their provisions. Copies of the Resolution and certain other documents relating to the issuance of the Notes are available for inspection at the District by request to the Chief Financial Officer at (415) 241-6542.

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

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]
Execution and Delivery

The District has duly authorized the execution and delivery of this Official Statement.

SAN FRANCISCO UNIFIED SCHOOL DISTRICT

By: _________________________________

Joseph C. Grazioli
Chief Financial Officer
APPENDIX A

DISTRICT FINANCIAL AND ECONOMIC INFORMATION
APPENDIX B

EXCERPTS OF AUDITED FINANCIAL STATEMENTS OF THE DISTRICT FOR THE YEAR ENDED JUNE 30, 2007
APPENDIX C

FORM OF OPINION OF BOND COUNSEL

[Closing Date]

Members of the Board of Education
of the San Francisco Unified School District

[$_____]*
San Francisco Unified School District
(City and County of San Francisco, California)
2008 Tax and Revenue Anticipation Notes

Members of the Board of Education:

We have acted as bond counsel to the San Francisco Unified School District (the “District”) and in such capacity have examined a record of proceedings related to the issuance of [$_____]* aggregate principal amount of the San Francisco Unified School District (City and County of San Francisco, California) 2008 Tax and Revenue Anticipation Notes (the “Notes”). The Notes are issued under and pursuant to Article 7.6, Chapter 4, Part 1, Division 2, Title 5 (Sections 53850-53858, inclusive) of the State of California Government Code, a resolution adopted by the Board of Education of the District on [______, 2008] (the “Resolution”).

In our capacity as bond counsel, we have reviewed originals or copies certified or otherwise identified to our satisfaction of such documents, certificates, opinions and other matters as we deemed necessary or appropriate to render the opinions set forth herein. As to questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation, and we have assumed, but have not independently verified, that the signatures on all documents, certificates and opinions that we reviewed are genuine.

Certain requirements and procedures contained or referred to in the District Resolution, the County Resolution or other relevant documents relating to the Notes may be changed, and certain actions may be taken, under the circumstances and subject to the terms and conditions set forth in such documents, upon the advice or with the approving opinion of counsel nationally recognized in the area of tax-exempt obligations. The opinions expressed herein with respect to federal income taxation may not be relied upon to the extent that the exclusion from gross income of the interest on the Notes is adversely affected as a result of the taking of any action or the failure to take any action upon the advice or approval of counsel other than ourselves.

Based on the foregoing, and subject to the limitations and qualifications herein specified, as of the date hereof, under existing law, we are of the opinion that:

1. The Notes constitute valid and binding obligations of the District, enforceable in accordance with their terms.

2. The Notes are payable solely from certain taxes, income, revenue, cash receipts and other moneys of the District for the Fiscal Year ending June 30, 2009 and lawfully available for
the payment of the Notes and the interest thereon. Pursuant to the terms of the Resolution, the District has pledged certain amounts to such payment.

3. Assuming continuing compliance by the District with the covenants contained in the Resolution and other relevant documents relating to the Notes and the requirements of the Internal Revenue Code of 1986, as amended, regarding the use, expenditure and investment of Notes proceeds and the timely payment of certain investment earnings to the United States, interest on the Notes is not includable in the gross income of the owners of the Notes for federal income tax purposes. Failure of the District to comply with such covenants and requirements may cause interest on the Notes to become includable in gross income for federal income tax purposes retroactive to the date of issuance of the Notes.

4. Interest on the Notes is not treated as an item of tax preference in calculating the federal alternative minimum taxable income of individuals and corporations. Interest on the Notes, however, is included as an adjustment in calculating federal corporate alternative minimum taxable income and therefore may affect a corporation's alternative minimum tax liability.

5. Interest on the Notes is exempt from personal income taxes imposed by the State of California.

We express no opinion regarding other federal or State of California income tax consequences caused by the ownership of or the receipt of interest on the Notes.

With respect to the opinions expressed herein, the enforceability of the rights and obligations under the Notes is subject to bankruptcy, insolvency, reorganization, arrangement, moratorium and other laws affecting the enforcement of creditors' rights generally, to the application of equitable principles (regardless of whether such enforceability is considered in equity or at law), to the exercise of judicial discretion in appropriate cases, and to the limitations on legal remedies against school districts in the State of California.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions. Such opinions may be adversely affected by actions taken or events occurring, including a change in law, regulation or ruling (or in the application of official interpretation of any law, regulation or ruling) after the date hereof. We have not undertaken to determine, or to inform any person, whether such actions are taken or such events occur, and we have no obligation to update this opinion in light of such actions or events.

Respectfully submitted,
APPENDIX D

EXCERPTS FROM THE CITY AND COUNTY OF SAN FRANCISCO INVESTMENT PORTFOLIO REPORT

The following information has been provided by the City and County of San Francisco for use herein. The District takes no responsibility for the accuracy or completeness of such information.

Investment Policy

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

The investment portfolio is sufficiently liquid to enable the City and County to meet all disbursement requirements that are anticipated from any fund during the subsequent eighteen months. As of August 31, 2008, the City and County’s surplus investment fund consisted of the investments classified below.

CITY AND COUNTY OF SAN FRANCISCO
All Funds Investment Portfolio
As of August 31, 2008

<table>
<thead>
<tr>
<th>Type of Investment</th>
<th>Par Value</th>
<th>Book Value</th>
<th>Market Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Treasury Bills</td>
<td>$100,000,000</td>
<td>$99,175,694</td>
<td>$99,431,161</td>
</tr>
<tr>
<td>Treasury Notes</td>
<td>536,100,000</td>
<td>539,503,314</td>
<td>532,660,906</td>
</tr>
<tr>
<td>Federal Home Loan Bank</td>
<td>55,000,000</td>
<td>55,437,000</td>
<td>55,023,438</td>
</tr>
<tr>
<td>PHILMC Bonds</td>
<td>79,950,000</td>
<td>80,810,000</td>
<td>80,231,250</td>
</tr>
<tr>
<td>FHLB Floaters Qtr Act – 360</td>
<td>549,500,000</td>
<td>549,476,468</td>
<td>548,602,656</td>
</tr>
<tr>
<td>FFCB Floaters Qtr Act – 360</td>
<td>50,000,000</td>
<td>50,000,000</td>
<td>50,000,000</td>
</tr>
<tr>
<td>FNMA</td>
<td>33,150,000</td>
<td>33,510,009</td>
<td>33,274,313</td>
</tr>
<tr>
<td>FNMA Discount Notes</td>
<td>150,000,000</td>
<td>148,345,125</td>
<td>148,890,000</td>
</tr>
<tr>
<td>Federal Farm Credit Bank</td>
<td>25,700,000</td>
<td>25,700,000</td>
<td>25,691,969</td>
</tr>
<tr>
<td>Federal Home Loan Disc Notes</td>
<td>275,000,000</td>
<td>272,517,653</td>
<td>274,099,889</td>
</tr>
<tr>
<td>FMG Discount Notes</td>
<td>132,428,000</td>
<td>131,089,402</td>
<td>132,016,272</td>
</tr>
<tr>
<td>Negotiable C.D.’s</td>
<td>260,000,000</td>
<td>260,000,000</td>
<td>260,130,071</td>
</tr>
<tr>
<td>Commercial Paper Disc</td>
<td>635,000,000</td>
<td>628,216,996</td>
<td>631,496,650</td>
</tr>
<tr>
<td>Commercial Paper Int Bearing</td>
<td>150,000,000</td>
<td>147,947,778</td>
<td>147,947,778</td>
</tr>
<tr>
<td>Public Time Deposit</td>
<td>40,200,000</td>
<td>40,200,000</td>
<td>40,200,000</td>
</tr>
<tr>
<td>Total</td>
<td>$3,072,028,000</td>
<td>$3,061,929,439</td>
<td>$3,059,696,352</td>
</tr>
</tbody>
</table>

Source: Office of the Treasurer, City and County of San Francisco
CITY AND COUNTY OF SAN FRANCISCO  
All Funds Investment Maturity Distribution  
As of August 31, 2008  

<table>
<thead>
<tr>
<th>Maturity</th>
<th>Cost</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 to 2 Months</td>
<td>$913,004,483</td>
<td>29.80%</td>
</tr>
<tr>
<td>2 to 3 Months</td>
<td>278,439,364</td>
<td>9.10%</td>
</tr>
<tr>
<td>3 to 4 Months</td>
<td>348,734,456</td>
<td>11.40%</td>
</tr>
<tr>
<td>4 to 5 Months</td>
<td>393,054,511</td>
<td>12.80%</td>
</tr>
<tr>
<td>5 to 6 Months</td>
<td>49,345,125</td>
<td>1.60%</td>
</tr>
<tr>
<td>6 to 12 Months</td>
<td>158,217,996</td>
<td>5.20%</td>
</tr>
<tr>
<td>12 to 18 Months</td>
<td>564,035,178</td>
<td>18.40%</td>
</tr>
<tr>
<td>18 to 24 Months</td>
<td>25,700,000</td>
<td>.80%</td>
</tr>
<tr>
<td>24 to 36 Months</td>
<td>--</td>
<td>0.00%</td>
</tr>
<tr>
<td>36 to 48 Months</td>
<td>--</td>
<td>0.00%</td>
</tr>
<tr>
<td>48 to 60 Months</td>
<td>331,398,327</td>
<td>10.80%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$3,061,929,439</strong></td>
<td><strong>100.00%</strong></td>
</tr>
</tbody>
</table>

Weighted Average Maturity: 335 days  

Source: Office of the Treasurer, City and County of San Francisco
APPENDIX E
BOOK-ENTRY ONLY SYSTEM

The information in this Appendix concerning The Depository Trust Company ("DTC"), New York, New York, and DTC's book-entry system has been obtained from DTC and the District takes no responsibility for the completeness or accuracy thereof. The District cannot and does not give any assurances that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest and principal, with respect to the Notes, (b) certificates representing ownership interest in or other confirmation or ownership interest in the Notes, or (c) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Notes, or that they will so do on a timely basis, or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this Appendix. The current "Rules" applicable to DTC are on file with the Securities and Exchange Commission and the current "Procedures" of DTC to be followed in dealing with DTC Participants are on file with DTC.

The DTC will act as securities depository for the Notes. The Notes will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered security certificate will be issued for each portion of the Notes issued at a particular interest rate, each in the aggregate principal amount of such portion of the Notes, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of the Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Notes on DTC's records. The ownership interest of each actual purchaser of each Note ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant.
through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Notes are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Notes, except in the event that use of the book-entry system for the Notes is discontinued.

To facilitate subsequent transfers, all Notes deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Notes; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Notes are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Notes may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Notes, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of the Notes may wish to ascertain that the nominee holding the Notes for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Notes unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts the Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of principal of and interest on the Notes will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts upon DTC’s receipt of funds and corresponding detail information from the District or the Paying Agent, on payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name,” and will be the responsibility of such Participant and not of DTC (nor its nominee), the Paying Agent, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal of and interest on the Notes to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

NEITHER THE DISTRICT NOR THE PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DTC PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS WITH RESPECT TO THE PAYMENTS OR THE PROVIDING OF NOTICE TO DTC PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS.
DTC may discontinue providing its services as depository with respect to the Notes at any time by giving reasonable notice to the District or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, security certificates are required to be printed and delivered.

The District may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, security certificates will be printed and delivered.

In the event that the book-entry system is discontinued as described above, the requirements of the Resolution will apply. The foregoing information concerning DTC concerning and DTC's book-entry system has been provided by DTC, and neither the District nor the Paying Agent take any responsibility for the accuracy thereof.

The District and the Underwriter do not give any assurances that DTC, the Participants or others will distribute payments of principal or interest on the Notes paid to DTC or its nominee as the registered owner, or will distribute any redemption notices or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or that DTC will serve and act in the manner described in this Official Statement. Neither the District nor the Underwriter are responsible or liable for the failure of DTC or any Participant to make any payment or give any notice to a Beneficial Owner with respect to the Notes or an error or delay relating thereto.
APPENDIX F

FORM OF CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the San Francisco Unified School District (the "District") in connection with the issuance of [$_________] of its 2008 Tax and Revenue Anticipation Notes (the "Notes"). The Notes are being issued pursuant to a Resolution of the District dated [___________, 2008] (the "Resolution"). The District covenants and agrees as follows:

Section 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the District for the benefit of the Noteholders and in order to assist the Participating Underwriter in complying with Rule 15c2-12(b)(5) of the Securities and Exchange Commission (the "SEC").

Section 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Dissemination Agent" shall mean the District or any successor Dissemination Agent designated in writing by the District and which has filed with the District a written acceptance of such designation.

"Holders" shall mean, while the Notes are registered in the name of The Depository Trust Company, any applicable participant in its depository system, or any person that (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Notes (including persons holding Notes through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Notes for federal income tax purposes.

"Listed Events" shall mean any of the events listed in Section 3(a) of this Disclosure Certificate.


"Participating Underwriter" shall mean any of the original underwriters of the Notes required to comply with the Rule in connection with offering of the Notes.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"State Repository" shall mean any public or private repository or entity designated by the State of California as a state repository for the purpose of the Rule and recognized as such the Securities and Exchange Commission. As of the date of this Disclosure Certificate, there is no State Repository.

Section 3. Reporting of Significant Events.

(a) This Section 3 shall govern the giving of notices of the occurrence of any of the following events if applicable to the Notes:

1. Principal and interest payment delinquencies.
2. Non-payment related defaults.

3. Unscheduled draws on debt service reserves reflecting financial difficulties.

4. Unscheduled draws on credit enhancements reflecting financial difficulties.

5. Substitution of credit or liquidity providers, or their failure to perform.

6. Adverse tax opinions or events affecting the tax-exempt status of the Notes.

7. Modifications to rights of Note holders.

8. Bond calls.


10. Release, substitution, or sale of property securing repayment of the Notes.

11. Rating changes.

(b) Whenever the District obtains knowledge of the occurrence of a Listed Event, the District shall as soon as possible determine if such event would be material.

(c) If the District determines that knowledge of the occurrence of a Listed Event would be material, the District shall promptly file a notice of such occurrence with the Municipal Securities Rulemaking Board and each State Repository. Notwithstanding the foregoing, notice of Listed Events described in subsections (a)(8) and (a)(9) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected Notes pursuant to the Resolution.

Section 4. Termination of Reporting Obligation. The District’s obligations under this Disclosure Certificate shall terminate upon the defeasance, prior redemption or payment in full of all of the Notes.

Section 5. Dissemination Agent. The District may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Agent, with or without appointing a successor Dissemination Agent.

Section 6. Amendment. Notwithstanding any other provision of this Disclosure Certificate, the District may amend this Disclosure Certificate, only if:

(A) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the District, or type of business conducted;

(B) this Disclosure Certificate, as amended, would have complied with the requirements of the Rule at the time of award of the Notes, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(C) the amendment does not materially impair the interests of the Holders, as determined by parties unaffiliated with the District (such as, but without limitation, the District’s bond counsel).
Section 7. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the District from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the District chooses to include any information in any notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the District shall have no obligation under this Agreement to update such information or include it in any future notice of occurrence of a Listed Event.

Section 8. Default. In the event of a failure of the District to comply with any provision of this Disclosure Certificate, any Holder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default under the Resolution, and the sole remedy under this Disclosure Certificate in the event of any failure of the District to comply with this Disclosure Certificate shall be an action to compel performance.

Section 9. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the District agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities that it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the District under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Notes.

[Remainder of this page intentionally left blank.]
Section 10. **Beneficiaries.** This Disclosure Certificate shall inure solely to the benefit of the District, the Dissemination Agent, the Participating Underwriter and the Holders from time to time of the Notes, and shall create no rights in any other person or entity.

Date: ______, 2008

SAN FRANCISCO UNIFIED SCHOOL DISTRICT

By: ____________________________

Joseph C. Grazioli
Chief Financial Officer
RESOLUTION NO. ___

A RESOLUTION OF THE BOARD OF EDUCATION OF THE SAN FRANCISCO UNIFIED SCHOOL DISTRICT, AUTHORIZING THE ISSUANCE OF SAN FRANCISCO UNIFIED SCHOOL DISTRICT (CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA) (PROPOSITION A, ELECTION OF 2006), GENERAL OBLIGATION BONDS, SERIES B (2008), IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $150,000,000 TO FINANCE THE ACQUISITION, CONSTRUCTION, IMPROVEMENT, FURNISHING AND EQUIPPING OF CERTAIN SCHOOL FACILITIES, AUTHORIZING THE PREPARATION AND DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT, OFFICIAL STATEMENT AND NOTICE INVITING PROPOSALS FOR PURCHASE OF BONDS, PROVIDING FOR THE APPROVAL OF AN OFFICIAL STATEMENT FOR SUCH BONDS AND EXECUTION OF DOCUMENTS RELATED THERETO AND CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, a duly called election was held in the San Francisco Unified School District (the “District”), City and County of San Francisco (the “City”), State of California (the “State”), on November 7, 2006, pursuant to Section 1(b)(3) of Article XIII A of the State Constitution and Chapter 1.5 of Title 1, Division 1, Part 10 of the State Education Code, and thereafter canvassed pursuant to law (“Proposition A”); and

WHEREAS, at such election there was submitted to and approved by at least the requisite 55% vote of the qualified electors of the District a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters, in the amount of $450,000,000 payable from the levy of an ad valorem tax against the taxable property in the District; and

WHEREAS, pursuant to Education Code Section 15140(b), the Board of Supervisors of the City (the “Board of Supervisors”) has, by Resolution, adopted on December 12, 2006, (the “City Resolution”) authorized the District to issue and sell bonds, to be known as the “San Francisco Unified School District (City and County of San Francisco, California) (Proposition A, Election of 2006), General Obligation Bonds,” in one or more series, on its own behalf and without further action by the Board of Supervisors or any official; and

WHEREAS, the District issued the first series of such general obligation bonds, being the San Francisco Unified School District (City and County of San Francisco, California) (Proposition A, Election of 2006), General Obligation Bonds, Series A (2007), in the aggregate principal amount of $100,000,000 on March 15, 2007;

WHEREAS, at this time the Board of Education of the District (the “Board”) has determined that it is necessary and desirable to request the issuance of the second portion of such authorization in the aggregate principal amount not to exceed $150,000,000, which shall be designated “San Francisco Unified School District (City and County of San Francisco,

WHEREAS, the Board determines that it is necessary and desirable that the Bonds be sold via a competitive sale in an effort to obtain the lowest interest cost on the Bonds; and

WHEREAS, all acts, conditions and things required by law to be done or performed have been done and performed in strict conformity with the laws authorizing the issuance of general obligation bonds of the District, and the indebtedness of the District, including this proposed series of Bonds, is within all limits prescribed by law;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

SECTION 1. Purpose of the Bonds. This Board hereby authorizes the issuance and sale of the Bonds. The Bonds shall be issued, pursuant to Title 1, Division 1, Part 10, Chapter 1.5, Article 1 (commencing at Section 15264) of the State Education Code, in an aggregate principal amount not to exceed $150,000,000. The proceeds of the Bonds will be applied for the purposes specified in Proposition A.

SECTION 2. Certain Definitions. As used in this Resolution, the terms set forth below shall have the following meanings (except as otherwise provided in the Notice Inviting Proposals for Purchase of Bonds).

(a) “Authorized Officer” or “Authorized Officers” means the officers of the designated pursuant to the District Policy regarding authorized officers.

(b) “Bond Insurer” means any insurance company which issues a municipal bond insurance policy insuring the payment of principal of and interest on all or a portion of the Bonds.

(c) “Bond Payment Date” means June 15 and December 15 of each year, commencing June 15, 2009.

(d) “Bond Register” means the registration books kept by the Bond Registrar pursuant to this Resolution.

(e) “Bond Registrar” means the Treasurer and Tax Collector of the City and County of San Francisco or any other entity designated in Section 9.

(f) “Bonds” shall have the meaning ascribed thereto in the recitals to this Resolution.

(g) “City” means the City and County of San Francisco.

(h) “DTC” means The Depository Trust Company, New York, New York, a limited purpose trust company organized under the laws of the State of New York in its capacity as securities depository for the Bonds.
(i) "Information Services" means Financial Information, Inc.'s "Daily Called Bond Service"; Interactive Data Corporation's "Bond Service"; Kenex Information Service's "Called Bond Service"; Moody's "Municipal and Government"; or Standard & Poor's "Called Bond Record."

(j) "Nominee" means the nominee of DTC, as determined from time to time pursuant to Section 7(c) hereof, and which initially will be Cede & Co.

(k) "Outstanding" when used as of any particular time with reference to the Bonds, means all Bonds theretofore, or thereupon being, authenticated and delivered by the Bond Registrar except (a) Bonds theretofore cancelled by the Bond Registrar or surrendered to the Bond Registrar for cancellation; (b) Bonds with respect to which all liability of the District shall have been discharged; (c) Bonds for the transfer or exchange of or in lieu of or in substitution for which other Bonds shall have been authenticated and delivered by the Bond Registrar; and (d) Bonds that have become due (at maturity, on redemption or otherwise) and for the payment of which sufficient moneys, including interest accrued to the due date, are held by the Bond Registrar.

(l) "Owner" means any registered owner of the Bonds as identified in the Bond Register.

(m) "Participants" means those broker-dealers, banks and other financial institutions from time to time for which the Security Depositories hold book-entry certificates as securities depository.

(n) "Permitted Investments" shall have the meaning ascribed to such term in Section 19 hereof.

(o) "Principal Amount" means, with respect to any Bond, the principal amount thereof.

(p) "Record Date" means the close of business on the 15th day of the month preceding each Bond Payment Date.

(q) "Redemption Notice" shall have the meaning ascribed thereto in Section 7(b)(iv) hereof.

(r) "Securities Depositories" means initially DTC, and from time to time, determined pursuant to Section 7(c) hereof.

(s) "Transfer Amount" means, with respect to any Outstanding Bond, the Principal Amount thereof.

(t) "Treasurer" means the Treasurer and Tax Collector of the City and County of San Francisco.

(u) "United States Obligations" shall have the meaning ascribed to such term in Section 19 hereof.
(v) “Written Request of the District” means a written request signed by an officer, official or staff person authorized to sign documents on behalf of the District pursuant to Section 22 hereof.

SECTION 3. Terms and Conditions of Sale. The Board hereby orders that the Bonds shall be sold at competitive sale upon the terms and conditions set forth in the Notice Inviting Proposals for Purchase of Bonds (the “Notice Inviting Proposals”), substantially in the form attached hereto as Exhibit A. The form of Notice Inviting Proposals is hereby approved. The Bonds shall be dated the date of delivery of the Bonds or such date as may be stated in the Notice Inviting Proposals and shall be comprised of serial and/or term bonds. The Board shall award the sale of the Bonds by acceptance by the Superintendent of the District (the “Superintendent”) or the Chief Financial Officer of the District (the “Chief Financial Officer”) or a designee of either such officer on the basis of the true interest cost so long as (i) the aggregate principal amount of Bonds does not exceed $150,000,000; (ii) the true interest cost of the aggregate principal amount of Bonds does not exceed 7% per annum; (iii) no serial or term bond shall bear interest at a rate exceeding 12%; and (iv) the Bonds shall not mature more than 25 years from the date of the Bonds. The costs of issuing the Bonds, including underwriter’s discount, is estimated to be $644,600. The actual costs of issuance shall be provided to the Board at the next scheduled public meeting of the Board following the sale.

SECTION 4. Notice of Intention to Sell. The form of Notice of Intention to Sell Bonds, substantially in the form attached hereto as Exhibit B, is hereby approved for publication in conformance with State law.

SECTION 5. Furnishing of Notice Inviting Proposals and Official Statement. The Chief Financial Officer and the financial advisor to the District, Tamalpais Advisors, Inc. (the “Financial Advisor”), are hereby authorized and directed to cause to be furnished to prospective bidders a reasonable number of copies of the Notice Inviting Proposals.

SECTION 6. Authorization Regarding Bids. The Financial Advisor or Sidley Austin LLP (“Bond Counsel”) are hereby authorized and directed to open the bids at the time and place specified in the Notice Inviting Proposals and to present the same to the District. The Financial Advisor and Bond Counsel are hereby authorized and directed to receive and record the receipt of all bids made pursuant to the Notice Inviting Proposals, and to cause said bids to be examined for compliance with the Notice Inviting Proposals, to cause computations to be made as to the true interest cost each bidder has bid, as provided in the Notice Inviting Proposals, along with a report as to the foregoing and any other matters deemed pertinent to the award of the Bonds and the proceedings for the issuance thereof.

SECTION 7. Terms of Bonds.

(a) Denomination, Interest, Dated Dates. The Bonds shall be issued as Bonds registered as to both principal and interest, in denominations of $5,000 each or any integral multiple thereof.

Each Bond shall be dated the date of delivery thereof (or such other date designated in the Notice Inviting Proposals), shall mature on June 15 (or such other date as may be designated in
the Notice Inviting Proposals) of the years and in the amounts set forth in the Notice Inviting Proposals, and shall bear interest from the Bond Payment Date next preceding the date of authentication thereof unless it is authenticated as of a day during the period from the Record Date next preceding any Bond Payment Date to such Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before May 15, 2009, in which event it shall bear interest from the date of delivery (unless otherwise provided in the Notice Inviting Proposals). Interest shall be payable on the respective Bond Payment Dates.

The Bonds shall not mature more than 25 years from their date and shall bear interest at a rate or rates such that the interest rate on any serial or term bond shall not exceed 12% per annum and the true interest cost of the aggregate principal amount of Bonds shall not exceed 7%.

(b) Redemption.

(i) Optional Redemption. The Bonds shall be subject to redemption prior to their respective stated maturity dates at the option of the District, on the dates and terms as designated in the Notice Inviting Proposals. The Notice Inviting Proposals may provide that a portion of the Bonds shall not be subject to optional redemption.

(ii) Mandatory Sinking Fund Redemption. Certain of the Bonds, if any, shall be subject to redemption prior to their stated maturity dates, without a redemption premium, from mandatory sinking fund payments in the amounts and on the dates, and in accordance with the terms set forth in the Notice Inviting Proposals or in the successful proposal received thereunder.

(iii) Selection of Bonds for Redemption. Whenever provision is made in this Resolution for the redemption of Bonds and less than all Outstanding Bonds are to be redeemed, the Bond Registrar, upon written instruction from the District, shall select Bonds for redemption from such maturity dates as are selected by the District, and by lot within each such maturity in such manner as the Bond Registrar shall determine; provided, however, that the portion of any Bond to be redeemed in part shall be in the Principal Amount of $5,000 or any integral multiple thereof.

(iv) Notice of Redemption. When redemption is authorized or required pursuant to Sections 7(b)(i) and 7(b)(ii) hereof, the Bond Registrar, upon written instruction from the District, shall give notice (a “Redemption Notice”) of the redemption of the Bonds. Such Redemption Notice shall specify: (a) the date of such Notice, (b) the name of the Bonds, (c) the Bonds or designated portions thereof (in the case of redemption of the Bonds in part but not in whole) which are to be redeemed, (d) the date of redemption, (e) the place or places where the redemption will be made, including the name and address of the Bond Registrar, (f) the redemption price, (g) the CUSIP numbers assigned to each maturity of the Bonds of each maturity of the Bonds to be redeemed, (h) if less than all of the Bonds of any maturity are to be redeemed, the Bond numbers of the Bonds of each maturity of the Bonds to be redeemed and, in the case of any Bond to be redeemed in part only, the respective portions of the Principal Amount of the Bonds of each maturity of the Bonds to be redeemed, and (i) the original issue date, interest rate
and stated maturity date of each Bond to be redeemed in whole or in part. Such Redemption Notice shall further state that on the specified date there shall become due and payable upon each Bond or portion thereof being redeemed the Redemption Price thereof, together with the interest accrued to the redemption date, and that from and after such date, interest with respect thereto shall cease to accrue.

The Bond Registrar shall take the following actions with respect to such Redemption Notice:

(a) Notice of redemption of any Bonds shall be given by the Bond Registrar upon the written request of the District given at least 60 days prior to the date designated for redemption.

(b) At least 30 but not more than 45 days prior to the redemption date, such Redemption Notice shall be given to the respective Owners of Bonds designated for redemption by first class mail, postage prepaid, at their addresses appearing on the Bond Register.

(c) At least 32 days before the redemption date, such Redemption Notice shall be given by (i) first class mail, postage prepaid, (ii) telephonically confirmed facsimile transmission, or (iii) overnight delivery service, to each of the Securities Depositories.

(d) At least 32 days before the redemption date, such Redemption Notice shall be given by (i) first class mail, postage prepaid, or (ii) overnight delivery service, to at least two of the Information Services.

Neither failure to receive nor failure to give any Redemption Notice nor any defect in any such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of the affected Bonds. Each check issued or other transfer of funds made by the Bond Registrar for the purpose of redeeming Bonds shall bear or include the CUSIP number identifying, by issue and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

(v) Partial Redemption of Bonds. Upon the surrender of any Bond redeemed in part only, the Bond Registrar shall execute and deliver to the Owner thereof a new Bond or Bonds of like tenor and maturity and of authorized denominations equal in Transfer Amounts to the unredeemed portion of the Bond surrendered. Such partial redemption shall be valid upon payment of the amount required to be paid to such Owner and the District shall be released and discharged thereupon from all liability to the extent of such payment.

(vi) Effect of Notice of Redemption. Notice having been given as aforesaid, and the monies for the redemption (including the interest to the applicable date of redemption) having been set aside in the Debt Service Fund (defined in Section 13 below) or held in trust for such purpose as provided by law, such Bonds shall become due and payable on such redemption date.
If on such redemption date, money for the redemption of all the Bonds to be redeemed as provided in Section 7(b)(i) hereof, together with interest to such redemption date, shall be held by the Bond Registrar so as to be available therefor on such redemption date, and if notice of redemption thereof shall have been given as aforesaid, then from and after such redemption date, interest with respect to the Bonds to be redeemed shall cease to accrue and become payable. All money held by or on behalf of the Bond Registrar for the redemption of Bonds shall be held in trust for the account of the Owners of the Bonds so to be redeemed.

All Bonds paid at maturity or redeemed prior to maturity pursuant to the provisions of this Section 7 shall be cancelled upon surrender thereof and be delivered to or upon the order of the District. All or any portion of a Bond purchased by the District shall be cancelled by the Bond Registrar.

(vii) Rescission of Notice of Redemption. The District may rescind any optional redemption and notice thereof for any reason on any date prior to the date fixed for redemption by causing written notice of the rescission to be given to the Owners of the Bonds so called for redemption. In the event that any Bond is subject to optional redemption and moneys sufficient to redeem the principal of and interest on all of the Bonds proposed to be redeemed shall not be on deposit in the Debt Service Fund (defined below) or in any escrow fund established for redemption of the Bonds on such date fixed for redemption, the redemption and notice thereof shall be rescinded and in each and every such case, the District and the Owners of the Bonds so called for redemption, as the case may be, shall be restored to their former positions and rights. Notice of rescission of redemption shall be given in the same manner in which notice of redemption was originally given. Neither failure to receive nor failure to give nor any defect in any such notice of rescission of redemption shall affect the validity of the rescission.

(viii) Bonds No Longer Outstanding. When any Bonds (or portions thereof), which have been duly called for redemption prior to maturity under the provisions of this Resolution, or with respect to which irrevocable instructions to call for redemption prior to maturity at the earliest redemption date have been given to the Bond Registrar, in form satisfactory to it, and sufficient monies shall be held by the Bond Registrar irrevocably in trust for the payment of the redemption price of such Bonds or portions thereof, and, accrued interest with respect thereto to the date fixed for redemption, all as provided in this Resolution, then such Bonds shall no longer be deemed Outstanding and shall be surrendered to the Bond Registrar for cancellation.

(c) Book-Entry System.

(i) The Bonds shall be initially registered in the name of “Cede & Co.,” as nominee of DTC, and shall be initially issued as one Bond for each of the maturities of the Bonds in the Principal Amounts set forth in Section 7(a), and DTC is hereby appointed depository for the Bonds, and registered ownership of the Bonds may not thereafter be transferred except as provided in this Section 7(c).

(ii) Registered ownership of the Bonds, or any portion thereof, may not thereafter be transferred except:
(A) To any successor of Cede & Co., as nominee of DTC, or its nominee, or to any substitute depository designated pursuant to clause (B) of this section (a "substitute depository"); provided, that any successor of Cede & Co., as nominee of DTC or substitute depository, shall be qualified under any applicable laws to provide the services proposed to be provided by it;

(B) To any substitute depository not objected to by the City, upon (1) the resignation of DTC or its successor (or any substitute depository or its successor) from its functions as depository, or (2) a determination by the City to substitute another depository for DTC (or its successor) because DTC or its successor (or any substitute depository or its successor) is no longer able to carry out its functions as depository; provided, that any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it; or

(C) To any person as provided below, upon (1) the resignation of DTC or its successor (or substitute depository or its successor) from its functions as depository, or (2) a determination by the City to remove DTC or its successor (or any substitute depository or its successor) from its functions as depository.

(iii) In the case of any transfer pursuant to clause (A), (B) or (C), the transferor shall notify the District of such transfer. In the case of any transfer pursuant to clause (A) or (B) of subsection (ii) hereof, upon receipt of the Bonds by the Bond Registrar, together with a Written Request of the District to the Bond Registrar, a new Bond for each maturity shall be executed and delivered in the aggregate Principal Amount of the Bonds then Outstanding registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such Written Request of the District. In the case of any transfer pursuant to clause (C) of subsection (ii) hereof, upon receipt of the Outstanding Bonds by the Bond Registrar together with a Written Request of the District, new Bonds shall be executed and delivered in such Principal Amounts, numbered in the manner determined by the Bond Registrar and registered in the names of such persons as are requested in such Written Request of the District, subject to the limitations of this Section 7(e) and date of receipt of such a Written Request of the District, and thereafter, Bonds shall be transferred pursuant to Section 9 hereof; provided, that the Bond Registrar shall not be required to deliver such new Bonds within a period less than sixty (60) days.

(iv) The Bond Registrar shall be entitled to treat the person in whose name any Bond is registered as the Owner thereof for all purposes of this Resolution and applicable laws, notwithstanding any notice to the contrary received by the District; and the District and the Bond Registrar shall have no responsibility for transmitting payments to, communication with, notifying, or otherwise dealing with any beneficial owners of the Bonds. Neither the District nor the Bond Registrar shall have any responsibility or obligation, legal or otherwise, to the beneficial owners or to any other party including DTC or its successor (or substitute depository or its successor), except for the Owner of any Bonds.
(v) So long as the Outstanding Bonds are registered in the name of Cede & Co. or its registered assigns, the District shall cooperate with Cede & Co., as sole Owner of the Bonds, or its registered assigns in effecting payment of the principal of and interest on the Bonds by arranging for payment in such manner that funds for such payments are properly identified and are made immediately available on the date they are due.

SECTION 8. Execution of Bonds. The Bonds shall be signed by the manual or facsimile signature of the President of the Board and countersigned by the manual or facsimile signature of and the seal of the District affixed thereto by the Secretary of the Board, all in their official capacities. No Bond shall be valid or obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until the certificate of authentication printed on the Bond is signed by the Bond Registrar as authenticating agent. Authentication by the Bond Registrar shall be conclusive evidence that the Bond so authenticated has been duly issued, signed and delivered under this Resolution and is entitled to the security and benefit of this Resolution.

SECTION 9. Bond Registrar: Transfer and Exchange. This Board does hereby appoint the Treasurer, or such other financial institution as designated in the Official Statement, to act as the authenticating agent, bond registrar, transfer agent and paying agent for the Bonds (collectively, the "Bond Registrar").

So long as any of the Bonds remain Outstanding, the District will cause the Bond Registrar to maintain and keep at its principal office all books and records necessary for the registration, exchange and transfer of the Bonds as provided in this Section. Subject to the provisions of Section 7 above, the person in whose name a Bond is registered on the Bond Register shall be regarded as the absolute Owner of that Bond for all purposes of this Resolution. Payment of or on account of the principal of and interest on any Bond shall be made only to or upon the order of that person; neither the District nor the Bond Registrar shall be affected by any notice to the contrary, but the registration may be changed as provided in this Section. All such payments shall be valid and effectual to satisfy and discharge the District’s liability upon the Bonds, including interest, to the extent of the amount or amounts so paid.

Any Bond may be exchanged for Bonds of like tenor, maturity and Transfer Amount upon presentation and surrender at the principal office of the Bond Registrar, together with a request for exchange signed by the Owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred on the Bond Register only upon presentation and surrender of the Bond at the principal office of the Bond Registrar together with an assignment executed by the Owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer, the Bond Registrar shall complete, authenticate and deliver a new Bond or Bonds of like tenor and of any authorized denomination or denominations requested by the Owner equal to the Transfer Amount of the Bond surrendered and bearing or accruing interest at the same rate and maturing on the same date.

If manual signatures on behalf of the District are required in connection with an exchange or transfer, the Bond Registrar shall undertake the exchange or transfer of Bonds only after the new Bonds are signed by the President and Secretary of the Board. In all cases of exchanged or
transferred Bonds, the President and Secretary of the Board shall sign and the Bond Registrar shall authenticate and deliver Bonds in accordance with the provisions of this Resolution. All fees and costs of transfer shall be paid by the requesting party. Those charges may be required to be paid before the procedure is begun for the exchange or transfer. All Bonds issued upon any exchange or transfer shall be valid obligations of the District, evidencing the same debt, and entitled to the same security and benefit under this Resolution as the Bonds surrendered upon that exchange or transfer.

Any Bond surrendered to the Bond Registrar for payment, retirement, exchange, replacement or transfer shall be cancelled by the Bond Registrar. Authorized Officers of the District may at any time deliver to the Bond Registrar for cancellation any previously authenticated and delivered Bonds that the District may have acquired in any manner whatsoever, and those Bonds shall be promptly cancelled by the Bond Registrar. Written reports of the surrender and cancellation of Bonds shall be made to the District by the Bond Registrar at least twice each calendar year. The cancelled Bonds shall be retained for a period of time and then returned to the District or destroyed by the Bond Registrar as directed by an Authorized Officer of the District.

Neither the District, nor the Bond Registrar will be required to transfer or exchange any Bonds (a) during the period from the Record Date next preceding any Bond Payment Date to such Bond Payment Date, (b) during the period beginning with the opening of business on the 15th business day next preceding any date of selection of Bonds to be redeemed and ending with the close of business on the day on which the applicable notice of redemption is given, or (c) which have been selected or called for redemption in whole or in part.

**SECTION 10. Payment.** Payment of interest on any Bond on any Bond Payment Date shall be made to the Owner thereof as of the Record Date immediately preceding such Bond Payment Date, such interest to be paid by check mailed to such Owner on the Bond Payment Date at his or her address as it appears on the Bond Register or at such other address as he or she may have filed with the Bond Registrar for that purpose on or before the Record Date. The Owner of Bonds in an aggregate Principal Amount of $1,000,000 or more may request in writing to the Bond Registrar that such Owner be paid interest on such Bonds by wire transfer to the bank and account number on file with the Bond Registrar as of the Record Date. The principal, and redemption premiums, if any, payable on the Bonds shall be payable upon maturity or redemption upon surrender at the principal office of the Bond Registrar. The interest, principal and redemption premiums, if any, on the Bonds shall be payable in lawful money of the United States of America. The Bond Registrar is hereby authorized to pay the Bonds when duly presented for payment at maturity, and to cancel all Bonds upon payment thereof.

**SECTION 11. Form of Bonds.** The Bonds shall be in substantially the form set forth in Exhibit C hereto, allowing those officials executing the Bonds to make the insertions and deletions necessary to conform the Bonds to this Resolution and to the Notice Inviting Proposals as authorized herein.

**SECTION 12. Delivery of Bonds.** The Authorized Officers of the District shall cause the Bonds to be prepared and, following their sale, shall have the Bonds signed and delivered,
together with a true transcript of proceedings with reference to the issuance of the Bonds, to the original purchaser upon payment of the purchase price therefor.

SECTION 13. Deposit of Proceeds of Bonds. The proceeds from the sale of the Bonds, excluding any premium received, shall be deposited with the Treasurer to the credit of the fund hereby created and established and to be known as the “2008 Series B San Francisco Unified School District General Obligation Bond Building Fund” (the “Building Fund”), shall be kept separate and distinct from all other District and City funds, and those proceeds shall be used solely for the purpose for which the Bonds are being issued and such proceeds shall be applied solely to authorized purposes set forth in Proposition A. The accrued interest, if any, and any purchase premium received by the District from the sale of the Bonds shall be kept separate and apart in funds hereby created and established and to be designated as the “2008 Series B San Francisco Unified School District General Obligation Bond Debt Service Fund” (the “Debt Service Fund”) and used only for payments of principal of and interest on the Bonds. The initial purchaser of the Bonds shall upon one or more Written Requests of the District pay or cause to be paid, all or a portion of the purchase price of the Bonds imputing original issue premium to one or more recipients for costs related to issuance of the Bonds. Any proceeds of the Bonds deposited in the Building Fund and not needed for the authorized purposes set forth herein for which the Bonds are being issued, shall be transferred to the Debt Service Fund and applied to the payment of principal of and interest on the Bonds. If, after payment in full of the Bonds, there remain excess monies in the Debt Service Fund, such amounts shall be transferred to the general fund of the District in accordance with Section 14 hereof.

Subject to federal tax restrictions, monies in the funds created hereunder shall be invested at the Treasurer’s discretion pursuant to law and the investment policy of the City, unless otherwise directed in writing by an Authorized Officer of the District.

Except as required below to satisfy the requirements of Section 148(f) of the Internal Revenue Code of 1986, as amended (the “Code”), (a) interest earned on the investment of the net purchase premium held in the Debt Service Fund shall be deposited in the Building Fund; and (b) interest earned on the investment of monies held in the Debt Service Fund not attributable to net purchase premium through and including the maturity or early defeasance of the Bonds, shall be retained in the Debt Service Fund and used to pay principal of and interest on the Bonds when due. Except as required below to satisfy the requirements of Section 148(f) of the Code, interest earned on the investment of monies held in the Building Fund shall be retained in the Building Fund and used for any purpose authorized by Proposition A.

SECTION 14. Security for the Bonds. The Bonds are statutory obligations of the District and do not constitute an obligation of the City except as provided in this Resolution. No part of any fund of the City is pledged or obligated to the payment of the Bonds. There shall be levied on all the taxable property in the District except for certain personal property which is taxable at limited rates, in addition to all other taxes, a continuing direct ad valorem tax annually during the period the Bonds are Outstanding in an amount sufficient to pay the principal of and interest on the Bonds when due, which monies when collected will be placed in the Debt Service Fund, which fund is irrevocably pledged for the payment of the principal of and interest on the Bonds when and as the same fall due; provided, however, that when all of the principal of and interest on all of the Bonds have been paid, any balance then remaining in said fund shall be
transferred to the general fund of the District as permitted and provided for in Section 15234 of the Education Code of the State.

SECTION 15. Tax Covenants. The District hereby covenants that it will make no use of the proceeds of the Bonds or any other amounts that would cause the Bonds to be "arbitrage bonds" under Section 148 of the Code and, to that end, the District covenants that it shall comply with all requirements of said Section 148 and the Treasury Regulations promulgated thereunder, including restrictions on the investment of proceeds of the Bonds and certain other amounts and the rebate of a portion of the investment earnings on proceeds of the Bonds and certain other amounts, as and to the extent required, to the federal government. The District further covenants to do and perform all acts and things within its power and authority necessary to comply with each applicable requirement of Section 103 and Sections 141 through 150 of the Code, including, among other things that the District shall not take any action that would cause the bonds to be "private activity bonds" within the meaning of Section 141 of the Code. In furtherance of the aforementioned covenants, the District covenants that it shall comply with the Tax Certificate to be executed by an Authorized Officer of the District on the date of issuance and delivery of the Bonds (the "Tax Certificate"). The District covenants that it shall take no action that would cause the interest on the Bonds to be included in gross income for federal income tax purposes, nor shall it refrain from taking action required to maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes.

SECTION 16. Legislative Determinations. This Board determines that all acts and conditions necessary to be performed by the Board or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligation bonds of the District have been performed and have been met, or will at the time of delivery of the Bonds have been performed and have been met, in regular and due form as required by law; and that no statutory or constitutional limitation of indebtedness or taxation will have been exceeded in the issuance of the Bonds.

SECTION 17. Preliminary Official Statement. When completed, the form of preliminary official statement (the "Preliminary Official Statement") relating to the Bonds on file with the Secretary of the Board, is hereby deemed approved. Such Preliminary Official Statement, together with any supplements thereto, shall be in form "deemed final" by an Authorized Officer of the District for purposes of Rule 15c2-12, promulgated by the Securities and Exchange Commission, but is subject to revision, amendment and completion in a final Official Statement (the "Official Statement"). The Superintendent or the Chief Financial Officer of the District or any such officer's designee are hereby authorized and directed, for and in the name and on behalf of the District, to deliver to Tamalpais Advisors, Inc. (the "Financial Advisor") said Preliminary Official Statement. The Financial Advisor is hereby authorized to prepare and distribute copies of the Preliminary Official Statement to persons who may be interested in the purchase of the Bonds and is directed to deliver copies of the Preliminary Official Statement to such persons. The Official Statement in substantially said form, with such changes as the Authorized Officer may approve (including all information previously permitted to have been omitted by Rule 15c2-12), which approval shall be conclusively evidenced by execution by an Authorized Officer of the Official Statement and delivery thereof to the purchaser of the Bonds within 7 business days of the sale of the Bonds, is hereby approved.
SECTION 18. Insurance. The Authorized Officers or their designees are hereby authorized to pre-qualify the Bonds for a municipal bond insurance policy. Such insurance shall be purchased solely at the option of the winning purchaser of the Bonds. In the event that bond insurance is purchased for the Bonds, and to the extent that the Bond Insurer makes payment of the principal or of interest on the Bonds, it shall become the owner of such Bonds with the right to payment of principal or of interest on the Bonds, and shall be fully subrogated to all of the Owners’ rights, including the Owners’ rights to payment thereof. To evidence such subrogation (i) in the case of subrogation as to claims that were past due interest components, the Bond Registrar shall note the Bond Insurer’s rights as subrogee on the Bond Register upon receipt of a copy of the cancelled check issued by the Bond Insurer for the payment of such interest to the Owners of the Bonds, and (ii) in the case of subrogation as to claims for past due principal, the Bond Registrar shall note the Bond Insurer as subrogee on the Bond Register upon surrender of the Bonds by the Owners thereof to the Bond Insurer or the insurance trustee for the Bond Insurer.

SECTION 19. Defeasance. All or any portion of the Outstanding maturities of the Bonds may be defeased prior to maturity in the following ways:

Cash: by irrevocably depositing with the Treasurer an amount of cash which together with amounts then on deposit in the Debt Service Fund is sufficient to pay all of the Outstanding Bonds designated for defeasance, including all principal and interest and redemption premium, if any; or

United States Obligations/Permitted Investments: by irrevocably depositing with the Treasurer, noncallable United States Obligations and/or other Permitted Investments, together with cash, if required, in such amount as will, in the opinion of an independent certified public accountant, together with interest to accrue thereon and monies then on deposit in the Debt Service Fund together with the interest to accrue thereon, be fully sufficient to pay and discharge all of the Outstanding Bonds designated for defeasance (including all principal and interest and redemption premiums, if any, thereon) at or before their maturity date;

then, notwithstanding that any such defeased Bonds shall not have been surrendered for payment, all obligations of the District and the City with respect to all of such defeased Outstanding Bonds shall cease and terminate, except only the obligation of the City to pay or cause to be paid from funds deposited pursuant to paragraphs (a) or (b) of this Section, to the Owners of such defeased Bonds not so surrendered and paid all sums due with respect thereto.

For purposes of this Section, United States Obligations means:

(i) Non-callable direct obligations of the United States of America or other non-callable obligations the payment of the principal of and interest on which is guaranteed by a pledge of the full faith and credit of the United States of America; and

(ii) Non-callable obligations of government sponsored agencies that are rated “AAA,” by Standard & Poor’s or “Aaa” by Moody’s Investors Service but are not backed by the full faith and credit of the U.S. Government. These include the following:
(a) Federal Home Loan Mortgage Corp. (FHLMC) Debt Obligations; (b) Farm Credit System (Formerly: Federal Land Banks, Intermediate Credit Banks, and Banks for Cooperatives) Consolidated Systemwide Bonds and Notes; (c) Federal Home Loan Banks (FHL Banks) Consolidated Debt Obligations; (d) Federal National Mortgage Association (FNMA) Debt Obligations; and (e) Resolution Funding Corp. (REFCORP) Debt Obligations.

For purposes of this Section, Permitted Investments means:

Pre-refunded fixed interest rate municipal obligations meeting the following conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the Paying Agent has been given irrevocable instructions concerning their calling and redemption and the District has covenanted not to redeem such obligations other than as set forth in such instructions; (b) the municipal obligations are secured by cash and/or United States Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in the escrow fund or the redemption account) are sufficient to meet the liabilities of the municipal obligations; (d) the United States Obligations serving as security for the municipal obligations are held by the Treasurer or, if appointed by the Treasurer, an escrow agent or trustee; (e) the United States Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent; and (f) the municipal obligations are rated “AAA” by Standard & Poor’s and “Aaa” by Moody’s Investors Service.

SECTION 20. Rebate Fund.

(a) General. A special fund designated the “2008 Series B San Francisco Unified School District Rebate Fund” (the “Rebate Fund”) shall be created and established by the Treasurer, if and to the extent required by subsection (b)(i) below. All amounts at any time on deposit in the Rebate Fund shall be held in trust, to the extent required to satisfy the requirement to make rebate payments to the United States (the “Rebate Requirement”) pursuant to Section 148 of the Code and the Treasury Regulations promulgated thereunder (the “Rebate Regulations”). Such amount shall be free and clear of any lien hereunder and shall be governed by this Section and Section 14 hereof. The City shall be deemed conclusively to have complied with the Rebate Requirement if it follows the written requests of the District and shall have no independent responsibility to, or liability resulting from its failure to, enforce compliance by the District with the Rebate Requirement.

(b) Deposits.

(i) Within 45 days of the end of every fifth Bond Year (as such term is defined in the Tax Certificate), (1) the District shall calculate or cause to be calculated with respect to the Bonds the amount that would be considered the “rebate amount” within the meaning of Section 1.148-3 of the Treasury Regulations, using as the “computation date” for this purpose the end of such Bond Year, and (2) the District shall deposit to the Rebate Fund from amounts on deposit in the other funds established hereunder, and/or other amounts available therefor, if and to the extent required, amounts
sufficient to cause the balance in the Rebate Fund to be equal to the "rebate amount" so calculated.

(ii) The District shall not be required to deposit any amount to the Rebate Fund in accordance with the preceding sentence if the amount on deposit in the Rebate Fund prior to the deposit required to be made under this subsection (b) equals or exceeds the "rebate amount" calculated in accordance with the preceding sentence. Such excess may be withdrawn from the Rebate Fund to the extent permitted under subsection (g) of this Section.

(iii) The District shall not be required to calculate the "rebate amount" and shall not be required to deposit any amount to the Rebate Fund in accordance with this subsection (b), with respect to all or a portion of the proceeds of the Bonds (including amounts treated as proceeds of the Bonds) (1) to the extent that such proceeds satisfy the expenditure requirements of Section 148(f)(4)(B) or Section 148(f)(4)(C) of the Code or Section 1.148-7(d) of the Treasury Regulations, whichever is applicable, and otherwise qualify for the exception to the Rebate Requirement pursuant to whichever of said sections is applicable, (2) to the extent such proceeds are subject to an election by the District under Section 148(f)(4)(C)(vii) of the Code to pay a 1½% penalty in lieu of arbitrage rebate in the event any of the percentage expenditure requirements of Section 148(f)(4)(C) are not satisfied, or (3) to the extent such proceeds qualify for the exception to arbitrage rebate under Section 148(f)(4)(A)(ii) of the Code for amounts in a "bona fide debt service fund." In such event, and with respect to such amounts, the District shall not be required to deposit any amount to the Rebate Fund in accordance with this subsection (b).

(c) **Withdrawal Following Payment of Bonds.** Any funds remaining in the Rebate Fund after redemption of all the Bonds and any amounts described in paragraph (ii) of subsection (d) of this Section, including accrued interest, shall be returned to the fund from which such deposit described in paragraph (i) of subsection (b) of this Section was made, or, if such fund is not then in existence, transferred to the general fund of the District.

(d) **Withdrawal for Payment of Rebate.** Subject to the exceptions contained in subsection (b) of this Section to the requirement to calculate the "rebate amount" and make deposits to the Rebate Fund, the District shall pay to the United States, from amounts on deposit in the Rebate Fund,

(i) not later than 60 days after the end of (i) the fifth Bond Year, and (ii) each fifth Bond Year thereafter, an amount that, together with all previous rebate payments, is equal to at least 90% of the "rebate amount" calculated as of the end of such Bond Year in accordance with Section 1.148-3 of the Treasury Regulations; and

(ii) not later than 60 days after the payment of all Bonds, an amount equal to 100% of the "rebate amount" calculated as of the date of such payment (and any income attributable to the "rebate amount" determined to be due and payable) in accordance with Section 1.148-3 of the Treasury Regulations.
(e) **Rebate Payments.** Each payment required to be made pursuant to subsection (d) of this Section shall be made to the Internal Revenue Service Center, Ogden, Utah 84201 on or before the date on which such payment is due, and shall be accompanied by Internal Revenue Service Form 8038-T, which shall be completed by or on behalf of the District.

(f) **Deficiencies in the Rebate Fund.** In the event that, prior to the time any payment is required to be made from the Rebate Fund, the amount in the Rebate Fund is not sufficient to make such payment when such payment is due, the District shall calculate the amount of such deficiency and shall deposit an amount equal to such deficiency into the Rebate Fund prior to the time such payment is due.

(g) **Withdrawals of Excess Amounts.** In the event that immediately following the calculation required by subsection (b) of this Section, but prior to any deposit made under said subsection, the amount on deposit in the Rebate Fund exceeds the “rebate amount” calculated in accordance with said subsection, the District shall withdraw the excess from the Rebate Fund and credit such excess to the Debt Service Fund.

(h) **Record Keeping.** The District shall retain records of all determinations made hereunder until six years after the complete retirement of the Bonds.

(i) **Survival of Defeasance.** Notwithstanding anything in this Resolution to the contrary, the Rebate Requirement shall survive the payment in full or defeasance of the Bonds.

**SECTION 21. Continuing Disclosure Certificate.** The District hereby covenants and agrees that it will comply with and carry out all of the provisions of that certain Continuing Disclosure Certificate to be executed by an Authorized Officer of the District and dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. Any Bondholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this Section. Noncompliance by the District of its obligations under this Section shall not result in acceleration of the Bonds.

**SECTION 22. Authorized Actions.** All actions heretofore taken by the officers and agents of the District with respect to the sale and issuance of the Bonds are hereby approved, confirmed and ratified, and the officers of the Board and District officials and staff are hereby authorized and directed, jointly and severally, for and in the name and on behalf of this District, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to those described herein, which they may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds in accordance with and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution.

**SECTION 23. Bond Counsel, Financial Advisor and Underwriter.** Sidley Austin LLP was appointed Bond Counsel and Tamalpais Advisors, Inc. was appointed Financial Advisor in connection with the District’s execution and delivery of the Bonds. The Superintendent or the Chief Financial Officer are hereby authorized to enter into agreements for such services on behalf of the District with Bond Counsel and the Financial Advisor as may be necessary or
appropriate. The name of the underwriter (winning bidder) of the Bonds shall be reported to the Board at the next scheduled public meeting of the Board following the sale.

SECTION 24. Citizens' Oversight Committee. This Board certifies that it has established and appointed an independent citizens' oversight committee pursuant to Section 15278 of the Education Code, to inform the public concerning the expenditure of proceeds of the Bonds by the date specified in such Section 15278.

SECTION 25. Bond Accountability Reports. This Board certifies that it will conduct an annual, independent performance audit to ensure that the funds approved by the voters have been expended only for the purposes authorized by Proposition A. This Board further certifies it will conduct an annual, independent financial audit of the proceeds from the sale of the Bonds (for which a separate account or accounts shall be created) until all of the proceeds of the Bonds have been expended for such authorized school facilities projects in accordance with Section 1(b) of Article XIIIA of the State Constitution, Section 15264 et seq. of the Education Code and Section 53410 of the Government Code.

SECTION 26. Delivery of Certified Copy of Resolution to the City Office of Public Finance, Superintendent of Schools, City Auditor and Treasurer. The Secretary of this Board is hereby directed to provide a certified copy of this Resolution to the City Office of Public Finance within 10 business days of adoption and the Authorized Officer is hereby directed to deliver the final debt service schedule for the Bonds to the City Office of Public Finance within 5 business days of award of the bid, with a request that the tax be levied and collected pursuant to Section 15250 of the Education Code.

The Secretary of this Board is also directed pursuant to Section 15140(c) of the Education Code to provide a certified copy of this Resolution, and a copy of the debt service schedule, to the City and County of San Francisco Superintendent of Schools, the City Auditor and the Treasurer.
SECTION 27. **Effective Date.** This resolution shall take effect immediately upon its passage.

**PASSED AND ADOPTED** by the Board of Education of the San Francisco Unified School District, City and County of San Francisco, this 23rd day of September, 2008 by the following vote:

**AYES:**

**NAYES:**

**ABSENT:**

**ABSTENTIONS:**

________________________________________
President, Board of Education
San Francisco Unified School District

Attest: __________________________________
Secretary, Board of Education
San Francisco Unified School District
EXHIBIT A

FORM OF NOTICE INVITING PROPOSALS FOR PURCHASE OF BONDS

$150,000,000* SAN FRANCISCO UNIFIED SCHOOL DISTRICT
(CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA)
(PROPOSITION A, ELECTION OF 2006)
GENERAL OBLIGATION BONDS, SERIES B (2008)

NOTICE IS HEREBY GIVEN that electronic unconditional proposals will be received to and including the hour of 9:00 a.m., Pacific Time, on __________, 2008, for the purchase of all, but not less than all, of [Principal Amount]* principal amount of San Francisco Unified School District, (the “District”) (City and County of San Francisco, California), (Proposition A, Election of 2006), General Obligation Bonds, Series B (2008) (the “Bonds”). Proposals may only be submitted electronically via the Parity Electronic Bid Submission System (“PARITY”) in the manner described below. Within 26 hours, the Chief Financial Officer of the District, or the designee of such officer, will consider the bids received and, if an acceptable bid is received, award the sale of the Bonds on the basis of the lowest true interest cost. Notice of the award will be given promptly to the successful bidder. In the event that no bid is awarded by the designated time, the District will reschedule the sale to another date or time by providing notification through The Bond Buyer Wire.

THE RECEIPT OF BIDS ON ______ DAY, ______, 2008, MAY BE POSTPONED OR CANCELLED AT OR PRIOR TO THE TIME BIDS ARE TO BE RECEIVED. NOTICE OF SUCH POSTPONEMENT OR CANCELLATION WILL BE COMMUNICATED BY THE DISTRICT THROUGH THE BOND BUYER WIRE AS SOON AS PRACTICABLE FOLLOWING SUCH POSTPONEMENT OR CANCELLATION. If the sale is postponed, bids will be received at the hour and place set forth above on any weekday as the District may determine. Notice of the new date and time for receipt of bids shall be given through The Bond Buyer Wire as soon as practicable following a postponement. As an accommodation to bidders, telephone, electronic or fax notice of such postponement and of the new sale date and time will be given to any bidder requesting such notice from Tamalpais Advisors, Inc., 3030 Bridgeway, Suite 340, Sausalito, California 94965; phone: (415) 331-4473; fax: (415) 331-4479, Attention: Jean Buckley (email: jbuckley@tamadvisors.com), the District’s Financial Advisor (the “Financial Advisor”), provided however that failure of any bidder to receive such supplemental notice shall not affect the sufficiency of any required notice or the legality of the sale.

Right to Modify or Amend:

The District reserves the right to modify or amend this Notice Inviting Proposals for Purchase of Bonds (the “Notice Inviting Proposals”) in any respect; provided, however, that any such modification or amendment shall be communicated to potential bidders through The Bond Buyer Wire. Failure of any potential bidder to receive notice of any modification or amendment will not affect the sufficiency of any such notice or the legality of the sale.

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* Preliminary, subject to change.
Issue:

The Bonds will be dated the date of delivery (on or about ____, 2008), will be in denominations of $5,000 each, or integral multiples thereof, and will bear interest from the date of the Bonds to the maturity of each of the Bonds at the rate or rates such that the interest rate on any given maturity shall not exceed 12% per annum, with interest payable on June 15, 2009, and semiannually thereafter on June 15 and December 15 of each year during the term of each of the Bonds. The Bonds mature on June 15 in each of the years 2009 to 2028, inclusive, as follows (the "Designated Maturity Schedule"), although the estimated principal amounts set forth below are subject to adjustment following receipt of the winning bid as described in "Adjustment of Principal Amounts and Amortization Schedule of Bonds after Receipt of Bids":

(continued on next page)
**DESIGNATED MATURITY SCHEDULE**

<table>
<thead>
<tr>
<th>Year</th>
<th>Principal Amount</th>
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<tbody>
<tr>
<td>2009</td>
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<td>2010</td>
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<td>2027</td>
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<td>2028</td>
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</tbody>
</table>

**Special Bidder's Option:**

The purchaser may elect to combine any number of consecutive maturities of Bonds for which an identical yield to maturity has been specified to comprise term bonds by indicating such an election on the bid form. The election to create term bonds in such manner will require the creation of a mandatory sinking fund so that the sinking fund redemption payments shall equal the principal amount of the corresponding serial bond maturities.

**Optional Redemption:**

(a) The Bonds shall be subject to redemption prior to their respective stated maturity dates at the option of the District, as provided below, or on such other dates and on such terms as communicated to potential bidders through The Bond Buyer Wire in accordance with this Notice Inviting Proposals. The Bonds maturing on or before [June 15, 20__], are not subject to redemption prior to their fixed maturity dates. The Bonds maturing on or after [June 15, 20__], are subject to redemption at the option of the District, from any source of funds, as a whole or in part, on any date on or after [June 15, 20__], at the following redemption prices (expressed as a percentage of the principal...
amount of Bonds called for redemption), plus interest accrued thereon to the date fixed for redemption:

<table>
<thead>
<tr>
<th>Redemption Period</th>
<th>Redemption Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>[June 15, 20_ through June 14, 20_]</td>
<td>102%</td>
</tr>
<tr>
<td>[June 15, 20_ through June 14, 20_]</td>
<td>101</td>
</tr>
<tr>
<td>[June 15, 20_ and thereafter]</td>
<td>100</td>
</tr>
</tbody>
</table>

Notice of Redemption:

Notice of redemption of any Bond will be mailed to the registered owner of each Bond to be redeemed in whole or in part, at the address shown on the registration records maintained by the Bond Registrar designated for this issue of Bonds (the “Bond Registrar”) which is initially, the Treasurer and Tax Collector of the City and County of San Francisco; such mailing to be at least 30, but not more than 45 days prior to the date set for redemption. Failure to mail notice to any owner will not affect the validity of the proceedings for the redemption of Bonds. The District may rescind any optional redemption and notice thereof for any reason on any date prior to the date fixed for redemption by causing written notice of rescission to be given to the owners of the Bonds so called for redemption. In the event that any Bond is subject to optional redemption and moneys sufficient to redeem the principal of and interest on all of the Bonds proposed to be redeemed shall not be on deposit in the Debt Service Fund on such date fixed for redemption, the redemption shall be cancelled and in each and every such case, the District and the owners of the Bonds so called for redemption, as the case may be, shall be restored to their former positions and rights. Notice of rescission of redemption shall be given in the same manner in which notice of redemption was originally given. Neither failure to receive nor failure to give nor any defect in any such notice of rescission of redemption shall affect the validity of the rescission.

Registration of Bonds as to Principal and Interest and Place of Payment:

The Bonds, when delivered, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository of the Bonds. Individual purchases will be made in book-entry form only, in the denominations of $5,000 and integral multiples thereof. Purchasers will not receive physical certificates representing their interest in the Bonds purchased. Principal, premium, if any, and interest are payable in lawful money of the United States of America at the office of the Bond Registrar, to DTC, which in turn will remit such amounts to the beneficial owners of the Bonds through DTC’s Participants, as described in the Preliminary Official Statement. The successful bidder will be required to pay any DTC fees to DTC directly.

Authority:

The Bonds will be issued pursuant to the Constitution and laws of the State of California. The issuance of the Bonds was authorized by at least 55% of the vote of the qualified electors of the District voting at an election held on November 7, 2006, a Resolution of the City and County of
San Francisco (the “City”), California, adopted on December 12, 2006 and the Resolution of the Board of Education of the District adopted on ________, 2008.

Security:

Both principal of and interest on the Bonds are payable from an unlimited ad valorem tax levied against all of the taxable property (except certain personal property which is taxable at limited rates) in the District.

Form of Bid:

Each bid for the Bonds must be submitted electronically via PARITY pursuant to the prescribed form of bid posted thereon (the “Official Bid Form”), in each case not later than 9:00 a.m., Pacific Time, on the date of sale. For purposes of submitting all bids, the time as maintained on PARITY shall constitute the official time.

WARNINGS REGARDING ELECTRONIC BIDS: NEITHER THE DISTRICT, THE FINANCIAL ADVISOR, NOR BOND COUNSEL SHALL BE RESPONSIBLE FOR, AND THE BIDDER EXPRESSLY ASSUMES THE RISK FOR ANY INCOMPLETE, INACCURATE OR UNTIMELY BID SUBMITTED VIA PARITY BY SUCH BIDDER, INCLUDING, WITHOUT LIMITATION, BY REASON OF GARbled TRANSMISSION, MECHANICAL FAILURE, ENGAGED TELEPHONE OR TELECOMMUNICATIONS LINES, OR ANY OTHER CAUSE ARISING FROM DELIVERY VIA PARITY.

All bids which are submitted electronically via PARITY pursuant to the procedures described below shall be deemed to constitute a “Bid for Purchase of the Bonds” and shall be deemed to incorporate by reference all of the terms and conditions of this Notice Inviting Proposals. The submission of a bid electronically via PARITY shall constitute and be deemed the bidder’s signature on the Official Bid Form.

Conflict Waiver:

Sidley Austin LLP is serving as Bond Counsel and as Disclosure Counsel in connection with the issuance and sale of the Bonds. By placing a bid, each bidder represents that it understands that Sidley Austin LLP, in its capacity as Bond Counsel and as Disclosure Counsel, represents the District, and the successful bidder agrees to waive any conflict of interest that Sidley Austin LLP’s involvement in connection with the issuance and sale of the Bonds to such successful bidder presents.

Procedures Regarding Electronic Bidding: Bids may be submitted electronically via PARITY in accordance with this Notice Inviting Proposals, until 9:00 A.M., Pacific Time, [___________, 2008], but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY conflict with this Notice Inviting Proposals, the terms of this Notice Inviting Proposals shall control. For further information about PARITY, potential bidders may contact the Financial Advisor at (415) 331-4473 or PARITY at (212) 806-8304. In the event that a bid for the Bonds is submitted via PARITY, the bidder further agrees that:

A-5
1. If a bid submitted electronically by PARITY is accepted by the District, the terms of the Bid for Purchase of the Bonds and this Notice Inviting Proposals and the information that is electronically transmitted through PARITY shall form a contract and the successful bidder shall be bound by the terms of such contract.

2. PARITY is not an agent of the District, and the District shall have no liability whatsoever based on any bidder's use of PARITY, including but not limited to any failure by PARITY to correctly or timely transmit information provided by the District or information provided by the bidder.

3. The District may choose to discontinue use of electronic bidding via PARITY by issuing a notification to such effect via PARITY's internet site (www.tm3.com) no later than 5:00 P.M. (Pacific Time) on the last business day prior to the date of sale.

4. Once the bids are communicated electronically via PARITY to the District as described above, each bid will constitute a Bid for Purchase of the Bonds and shall be deemed to be an irrevocable offer to purchase the Bonds on the terms provided in this Notice Inviting Proposals.

5. Each bidder choosing to bid electronically shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with this Notice Inviting Proposals. Neither the District nor Dalcomp shall have any duty or obligation to undertake such registration to bid for any prospective bidder or to provide or assure such access to any qualified prospective bidder, and neither the District nor Dalcomp shall be responsible for a bidder's failure to register to bid or for proper operation of, or have any liability for any delays or interruptions of, or any damages caused by, PARITY. The District is using PARITY as a communication mechanism, and not as the District's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the District harmless for any harm or damages caused to such bidder in connection with its use of PARITY for bidding on the Bonds.

No bid received after the deadline shall be considered. In any case, each bid must be in accordance with the terms and conditions set forth in this official Notice Inviting Proposals.

Interest Rates:

All bids for the purchase of the Bonds must state the rate or rates of interest to be paid and no bid at a price less than the par value of the Bonds will be considered. Bidders may specify any number of different rates to be borne on the Bonds, provided:

(i) The maximum interest rate bid for any maturity shall not exceed twelve percent (12%) per annum;

(ii) All Bonds of the same maturity must bear the same rate of interest from its date to the stated maturity date at the interest rate specified in the Official Bid Form;

(iii) All interest rates must be in multiples of 1/8 or 1/20 of one percent; and
(iv) The rate of interest on any maturity shall not be more than four percent higher than the interest rate on any other maturity of the Bonds.

Adjustment of Principal Amounts and Amortization Schedule of Bonds after Receipt of Bids:

The principal amounts of the Bonds set forth in the Designated Maturity Schedule reflect estimates of the District as to the likely interest rates of the winning bid and the original issue premium contained in the winning bid. In order to achieve substantially level debt service in each Fiscal Year ending June 30, the District reserves the right subsequent to receiving bids to change the principal amounts schedule set forth above by adjusting one or more principal payments. Any such adjustment of principal amounts on the Bonds shall be based on the schedule of principal amounts provided by the District to be used as the basis of bids for the Bonds. In the event of any such adjustment, no rebidding or recalculation of the bids submitted will be required or permitted and no successful bid may be withdrawn. The bidder awarded the Bonds by the District shall not be permitted to withdraw its bid, change the interest rates in its bid or the reoffering prices in its Certificate Regarding Reoffering Prices as a result of any changes made to the principal amounts of the Bonds in accordance with this Notice Inviting Proposals.

Such adjustments will not change the aggregate principal amount of Bonds to be issued from the amount set forth in the Designated Maturity Schedule or change the principal amount due with respect to Bonds in any year by more than ten percent. The dollar amount bid for Bonds by the winning bidder(s) will be adjusted to reflect any such adjustment in the applicable amortization schedule. Any such adjustment will change the total (but not the per Bond) dollar amount of underwriter’s discount and original issue premium provided in such bid. Any such adjustment shall not result in the purchase price of the Bonds being less than [100,____]%.

Costs to be Paid by Underwriter

If the transactions contemplated by this Notice Inviting Proposals are consummated, fees and expenses incurred by the District (the “Costs”) shall be paid or cause to be paid by the successful bidder. The successful bidder agrees, by submitting a bid for the Bonds, to wire $[____] at closing to Wells Fargo Bank, National Association, as Costs Administrator for the Bonds (the “Costs Administrator”) for payment of the Costs. Thus, the minimum bid for the purchase of the Bonds is [100,____]%.

This amount must be paid not later than the date of delivery of the Bonds. Payment of this amount is not optional and is in addition to any purchase premium specified and any premium designated for municipal bond insurance. The Costs Administrator will deposit such funds in a special account established on behalf of the successful bidder and apply such funds only to pay legally authorized costs of issuance pursuant to a written order of the District accompanied by approved invoices. Costs of issuance include fees and disbursements of the financial advisor, bond counsel, disclosure counsel, the costs of preparation, printing, posting, and delivery of the Official Statement, initial rating fees, costs of publication of notices of sale, and other expenses permitted by Section 15145 of the Education Code and does not include underwriter’s discount, the cost of the premium for any municipal bond insurance, CDIAC fees (described below), CUSIP fees (described below), DTC fees or other customary underwriting
expenses to be paid by the successful bidder under the terms of this Notice Inviting Proposals. Any balance remaining in such account 60 days after the issuance of the Bonds shall be returned to the successful bidder.

Qualification for Municipal Bond Insurance at Option of Bidder:

The District will submit documents to potential bond insurers to pre-qualify the Bonds for a municipal bond insurance policy. If the Bonds qualify for issuance of any policy of municipal bond insurance or commitment therefor at the option of the bidder, any purchase of such insurance or commitment therefor shall be at the sole option and expense of the bidder and any increased costs shall be paid by such bidder. Any failure of the Bonds to be so insured or of any such policy of insurance to be issued shall not in any way relieve the purchaser of his contractual obligations arising from the acceptance of his proposal to purchase the Bonds.

The District will be responsible for obtaining underlying (i.e., uninsured) municipal bond ratings from Moody’s Investors Service and Standard & Poor’s Ratings Group and for payment of any rating fees incurred in connection therewith, which payment shall be made in accordance with the procedure set forth in “Costs to be Paid by Underwriter” above.

Good Faith Deposit:

A good faith deposit (a “Deposit”) in the form of a financial surety bond (a “Financial Surety Bond”) in the amount of $______, payable to the order of the Treasurer and Tax Collector of the City and County of San Francisco, to secure the District from any loss resulting from the failure of the bidder to comply with the terms of its bid, is required for any bid to be considered. The Financial Surety Bond must be from an insurance company licensed to issue such a bond in the State of California, and such Financial Surety Bond must be submitted to the Financial Advisor, prior to the opening of the bids. Each Financial Surety Bond must identify the bidder whose Deposit is guaranteed by such Financial Surety Bond.

The successful bidder is required to submit its Deposit to the City in the form of a cashier’s check payable to (or wire transfer as instructed by the City, the District or the Financial Advisor) not later than 3:30 p.m. (Pacific Time) on the next business day following the award. If such Deposit is not received by that time, the Financial Surety Bond may be drawn upon by the City to satisfy the Deposit requirement. In the event the successful bidder fails to honor its accepted bid, the Deposit will be retained by the City for the benefit of the District.

If the successful bidder completes its purchase of the Bonds on the terms stated in its proposal, its Deposit will be applied to the purchase of the Bonds on the date of delivery of the Bonds. No interest will be paid to any bidder upon the Deposit.

CUSIP Numbers:

CUSIP numbers will be applied for by the purchaser and will be printed on the Bonds and the cost of service bureau assignment will be the purchaser’s responsibility. Any delay, error or omission with respect thereto will not constitute cause for the purchaser to refuse to accept delivery of and pay for the Bonds.
California Debt and Investment Advisory Commission:

The successful bidder will be required, pursuant to State law, to pay any fees to the California Debt and Investment Advisory Commission ("CDIAC"). CDIAC will separately invoice the successful bidder for such fees.

Right of Rejection:

The District reserves the right in its discretion to reject any and all bids received and to waive any irregularity or informality in the bids, except that the time for receiving bids shall be of the essence.

Minimum Bid

No bid will be accepted that does not offer a bid price of at least [100.____]% for the Bonds (whether or not said bid price is adjusted pursuant to "Adjustment of Principal Amounts and Amortization Schedule of Bonds after Receipt of Bids"). The bid price of the Bonds shall not include any amounts to be used to pay the customary underwriting costs or the excluded costs set forth under "Costs to be Paid by Underwriter."

Basis of Award and Delivery:

Unless all bids are rejected, the Bonds will be awarded to the bidder whose proposal results in the lowest true interest cost ("TIC") to the District, which TIC may not exceed [7%]. The TIC will be that nominal interest rate which, when compounded semiannually and applied to discount all payments of principal and interest payable on the Bonds to the date of the Bonds, results in an amount equal to the principal amount of such Bonds plus the amount of any premium bid. For the purpose of calculating the TIC, mandatory sinking fund payments for any Term Bonds specified by each bidder will be treated as Bonds maturing on the dates of such mandatory sinking fund payments. In the event that two or more bidders offer bids for the Bonds at the same lowest TIC, the bidder who submitted the first bid (as determined by PARITY) will be awarded the Bonds. Bid evaluations or rankings made by PARITY are not binding on the District.

Delivery of the Bonds will be made to the purchaser through DTC upon payment in immediately available funds at the offices of Sidley Austin LLP, 555 California Street, San Francisco, California 94104 on or about _____, 2008 (the "Closing"), or at the purchaser's request and expense, at any other place mutually agreeable to both the District and the purchaser.

Prompt Award:

The District, acting through its Chief Financial Officer, or the designee of such officer, will take action awarding the Bonds or rejecting all bids not later than 26 hours after the expiration of the time herein prescribed for the receipt of proposals, unless such time of award is waived by the successful bidder. Notice of the award will be given promptly to the successful bidder.
Legal Opinion:

Sidley Austin LLP has been retained by the District as Bond Counsel ("Bond Counsel") and in such capacity are to render an approving opinion upon the legality of the Bonds under California law and on the exemption of the interest income on such Bonds from federal and State of California income taxes. The Bonds are sold with the understanding that the purchaser will be furnished with an opinion of Bond Counsel entitling the purchaser to rely on the approving opinion of Sidley Austin LLP. The form of Bond Counsel’s opinion is set forth in Appendix B of the Preliminary Official Statement and the final Official Statement.

The purchaser will receive a disclosure opinion from Sidley Austin LLP as Disclosure Counsel ("Disclosure Counsel") regarding the Official Statement.

Tax Status:

In the opinion of Bond Counsel, under existing laws, interest on the Bonds is exempt from all present State of California personal income taxes, and assuming compliance with certain covenants made by the District and City and requirements of the Internal Revenue Code of 1986, as amended, interest on the Bonds is not includable in the gross income of the owners of the Bonds for federal income tax purposes, provided that such interest may be included in the calculation of federal alternative minimum taxable income. Should changes in the law cause Bond Counsel’s opinion to change prior to delivery of the Bonds to the purchaser, the purchaser will be relieved of its responsibility to purchase the Bonds, and in that event its Deposit will be returned.

Certificate Regarding Reoffering Prices:

Not later than one hour after receiving the verbal award, the successful bidder must submit to the District and to Bond Counsel a certificate specifying for each maturity the reoffering price at which at least 10% of the Bonds of such maturity were sold to the public. Such certificate shall be in form and substance satisfactory to Bond Counsel and shall include such additional information as may be requested by Bond Counsel.

No Litigation and Tax Certificates:

At Closing, the District will execute and deliver a certificate stating that no litigation is pending affecting the issuance and sale of the Bonds. The District will also execute and deliver the Tax Certificate covering its reasonable expectations concerning the Bonds and the use of proceeds thereof.

Continuing Disclosure Certificate:

In order to assist bidders in complying with Securities and Exchange Commission Rule 15c2-12(b)(5), the District will undertake, pursuant to a Continuing Disclosure Certificate, to provide certain annual financial information and notices of the occurrence of certain events, if material. A form of the Continuing Disclosure Certificate is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement.
Official Statement:

The District will make available a Preliminary Official Statement relating to the Bonds, an electronic copy of which, along with related documents, will be furnished upon request made either by mail to the Financial Advisor, Tamalpais Advisors, Inc., 3030 Bridgeway, Suite 340, Sausalito, California 94965, or telephoned to said advisor at (415) 331-4473. Such Preliminary Official Statement, together with any supplements thereto, shall be in form "deemed final" by the District for purposes of SEC Rule 15c2-12(b)(1), but is subject to revision, amendment and completion in a final official statement (the "Official Statement"). The District agrees to provide a reasonable number of copies of the Official Statement to the winning bidder of the Bonds at the District’s expense within seven business days of the date of sale. The District shall deliver, at closing, a certificate, executed by appropriate officers of the District acting in their official capacities, to the effect that the facts contained in the Official Statement relating to the Bonds are true and correct in all material respects, and that the Official Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of circumstances under which they were made not misleading.

Dated: ____________, 2008

SAN FRANCISCO UNIFIED SCHOOL
DISTRICT

By: ________________________________

Joseph C. Grazioli
Chief Financial Officer
EXHIBIT B

FORM OF NOTICE OF INTENTION TO SELL BONDS

$150,000,000*
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
(City and County of San Francisco, California)
(Proposition A, Election of 2006)

NOTICE IS HEREBY GIVEN that the San Francisco Unified School District (the "District"), intends to offer for public sale on __________, 2008, $150,000,000* aggregate principal amount of general obligation bonds of the District designated “San Francisco Unified School District, (City and County of San Francisco, California) (Proposition A, Election of 2006), General Obligation Bonds, Series B (2008)” (the “Bonds”). The District intends to accept bids for the Bonds at 9:00 a.m., Pacific Time, solely via the PARITY Electronic Bid Submission System.

Within 26 hours of receipt of the bids, the Chief Financial Officer of the District, or his designee, will consider the bids received and, if an acceptable bid is received, award the sale of the Bonds on the basis of the true interest cost so long as (i) the aggregate principal amount of Bonds does not exceed $150,000,000 and (ii) the lowest true interest cost does not exceed 7%. In the event that no bid is awarded, the District will reschedule the sale to another date or time by providing notification through The Bond Buyer Wire. The District reserves the right to change the time or postpone the date of the sale to any other time or date by providing notification through The Bond Buyer Wire.

NOTICE IS HEREBY FURTHER GIVEN that the Bonds will be offered for public sale subject to the terms and conditions of a Notice Inviting Proposals for Purchase of Bonds. A Preliminary Official Statement (which includes the Notice Inviting Proposals for Purchase of Bonds) will be available on or about __________, 2008 upon request to Tamalpais Advisors, Inc., 3030 Bridgeway, Suite 340, Sausalito, CA 94965, (415) 331-4473, the financial advisor to the District for the Bonds.

Dated: __________, 2008

By:

______________________________
Joseph C. Grazioli
Chief Financial Officer

* Preliminary, subject to change.
EXHIBIT C
(Form of Bond)

SAN FRANCISCO UNIFIED SCHOOL DISTRICT
(CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA)
(PROPOSITION A, ELECTION OF 2006)
GENERAL OBLIGATION BOND, SERIES B (2008)

INTEREST RATE: Maturity Date: DATED: CUSIP NO:
____% per annum ________ 15, _____ ________, 2008

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The San Francisco Unified School District (the “District”) in the City and County of San Francisco (the “City”), California, for value received, promises to pay to the Owner named above, or registered assigns, the Principal Amount on the Maturity Date, each as stated above, and interest thereon until the Principal Amount is paid or provided for at the Interest Rate stated above, on June 15 and December 15 of each year (the “Bond Payment Dates”), commencing June 15, 2009. This bond will bear interest from the Bond Payment Date next preceding the date of authentication hereof unless it is authenticated as of a day during the period from the close of business on the 15th day of the calendar month preceding any Bond Payment Date (the “Record Date”) to such Bond Payment Date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before May 15, 2009, in which event it shall bear interest from __________. Principal and interest are payable in lawful money of the United States of America, without deduction for the paying agent services, to the person in whose name this bond (or, if applicable, one or more predecessor bonds) is registered (the “Owner”) on the Bond Register maintained by the Bond Registrar, initially the Treasurer and Tax Collector of the City. Principal is payable upon presentation and surrender of this bond at the office of the Bond Registrar in the City. Interest is payable by check mailed by the Bond Registrar on each Bond Payment Date to the Owner of this bond (or one or more predecessor bonds) as shown and at the address appearing on the Bond Register at the Record Date. The Owner of Bonds in the aggregate principal amount of $1,000,000 or more may request in writing to the Bond Registrar that the Owner be paid interest by wire transfer to the bank and account number on file with the Bond Registrar as of the Record Date.

This bond is one of an authorization of $450,000,000 of bonds approved to modernize and repair up to 64 additional school facilities to health, safety, instructional and accessibility standards, and where applicable, replace portable trailers with permanent classrooms, upgrade bathrooms, science labs, plumbing, electrical and other building systems, replace heating and
ventilation systems, and renovate classrooms, and to pay all necessary legal, financial, engineering and contingent costs in connection therewith under authority of and pursuant to the laws of the State of California, and the requisite 55% vote of the electors of the District cast at a duly called election held on November 7, 2006 upon the question of issuing bonds in the amount of $450,000,000, and the resolution of the Board of Education of the District adopted on __________, 2008, (the “Bond Resolution”). This bond and the issue of which this bond is one are statutory obligations of the District payable as to both principal and interest from the proceeds of the levy of ad valorem taxes on all property subject to such taxes in the District, which taxes are unlimited as to rate or amount (except for certain personal property that is taxed at limited rates). No part of any fund of the District or the City is pledged or obligated to the payment of the bonds of this issue.

This bond is exchangeable and transferable for bonds of like tenor, maturity and Transfer Amount (as defined in the Bond Resolution) and in authorized denominations at the office of the Bond Registrar, by the Owner or by a person legally empowered to do so, upon presentation and surrender hereof to the Bond Registrar, together with a request for exchange or an assignment signed by the Owner or by a person legally empowered to do so, in a form satisfactory to the Bond Registrar, all subject to the terms, limitations and conditions provided in the Bond Resolution. All fees and costs of transfer shall be paid by the transferor. The District and the Bond Registrar may deem and treat the Owner as the absolute owner of this bond for the purpose of receiving payment of or on account of principal or interest and for all other purposes, and neither the District, nor the Bond Registrar shall be affected by any notice to the contrary.

Neither the District nor the Bond Registrar will be required to transfer or exchange any bonds (a) during the period from the Record Date next preceding any Bond Payment Date to such Bond Payment Date, (b) during the period beginning with the opening of business on the 15th business day next preceding any date of selection of Bonds to be redeemed and ending with the close of business on the day on which the applicable notice of redemption is given, or (c) which have been selected or called for redemption in whole or in part.

The Bonds shall be subject to redemption prior to their respective stated maturity dates at the option of the District, as provided below. The Bonds maturing on or before [June 15, 20__], are not subject to redemption prior to their fixed maturity dates. The Bonds maturing on or after [June 15, 20__], are subject to redemption at the option of the District, from any source of funds, as a whole or in part, on any date on or after [June 15, 20__], at the following redemption prices (expressed as a percentage of the principal amount of Bonds called for redemption), plus interest accrued thereon to the date fixed for redemption:

<table>
<thead>
<tr>
<th>Redemption Period</th>
<th>Redemption Price</th>
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<tbody>
<tr>
<td>[June 15, 20__ through June 14, 20__]</td>
<td>102%</td>
</tr>
<tr>
<td>[June 15, 20__ through June 14, 20__]</td>
<td>101</td>
</tr>
<tr>
<td>[June 15, 20__ and thereafter]</td>
<td>100</td>
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</tbody>
</table>

Reference is made to the Bond Resolution for a more complete description of the provisions, among others, with respect to the nature and extent of the security for the bonds of.
this series, the rights, duties and obligations of the District, the Bond Registrar and the Owners, and the terms and conditions upon which the bonds are issued and secured. The Owner of this bond assents, by acceptance hereof, to all of the provisions of the Bond Resolution.

It is certified and recited that all acts and conditions required by the Constitution and laws of the State of California to exist, to occur and to be performed or to have been met precedent to and in the issuing of the bonds in order to make them legal, valid and binding general obligation bonds of the District, have been performed and have been met in regular and due form as required by law; that payment in full for the bonds has been received; that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the bonds; and that due provision has been made for levying and collecting ad valorem property taxes on all of the taxable property within the District in an amount sufficient to pay principal and interest when due.

This bond shall not be valid or obligatory for any purpose and shall not be entitled to any security or benefit under the Bond Resolution until the Certificate of Authentication below has been signed.
IN WITNESS WHEREOF, San Francisco Unified School District, has caused this bond to be executed on behalf of the District and in their official capacities by the manual or facsimile signatures of the President of the Board of Education of the District and to be countersigned by the manual or facsimile signature of the Secretary of the Board of Education of the District, and has caused the seal of the District to be affixed hereto, all as of the date stated above.

[SEAL]

SAN FRANCISCO UNIFIED SCHOOL DISTRICT

By: ___________________________________________
   President, Board of Education

COUNTERSIGNED:

By: ___________________________________________
   Secretary, Board of Education
CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the Bond Resolution referred to herein which has been authenticated and registered on __________.

By: ______________________
    Treasurer and Tax Collector of the
    City and County of San Francisco

ASSIGNMENT

For value received, the undersigned sells, assigns and transfers to (print or typewrite name, address and zip code of Transferee): ____________________________ this bond and irrevocably constitutes and appoints attorney to transfer this bond on the books for registration thereof, with full power of substitution in the premises.

Dated: ______________________

Signature Guaranteed:

____________________________________________________
Commercial bank, trust company or member of a national securities exchange.

Notice: The assignor's signature to this assignment must correspond with the name as it appears upon the face of the within bond in every particular, without alteration or any change whatever, and the signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

Social Security Number, Taxpayer Identification Number or other identifying number of Assignee: __________.

____________________________________________________

DTC LEGEND

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.
PRELIMINARY OFFICIAL STATEMENT DATED __________, 2008

NEW ISSUE—BOOK-ENTRY ONLY

In the opinion of Sidley Austin LLP, San Francisco, California, Bond Counsel, based on existing statutes, regulations, rulings and judicial decisions and assuming compliance with certain covenants in the documents pertaining to the Bonds and requirements of the Internal Revenue Code of 1986, as amended (the “Code”), as described herein, interest on the Bonds is not includable in the gross income of the owners of the Bonds for federal income tax purposes. In the further opinion of Bond Counsel, interest on the Bonds is not treated as an item of tax preference in calculating the federal alternative minimum taxable income of individuals and corporations. Interest on the Bonds, however, is included as an adjustment in the calculation of federal corporate alternative minimum taxable income and may therefore affect a corporation’s alternative minimum tax liability. In the further opinion of Bond Counsel, interest on the Bonds is exempt from personal income taxes imposed by the State of California. See “TAX MATTERS” herein.

[DAC Logo]  \[District Logo]\n
$150,000,000\' SAN FRANCISCO UNIFIED SCHOOL DISTRICT \[CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA\] \[Proposition A, Election of 2006\] General Obligation Bonds Series B (2008)

Dated: Date of Delivery

Due: June 15, as shown on the inside cover

The San Francisco Unified School District (City and County of San Francisco, California) (Proposition A, Election of 2006) General Obligation Bonds, Series B (2008) (the “Bonds”), in the aggregate principal amount of $150,000,000' were authorized at an election of the registered voters of the San Francisco Unified School District (the “District”) held on November 7, 2006, at which more than 55% of the persons voting on the measure voted to authorize the issuance and sale of up to $450,000,000 aggregate principal amount of general obligation bonds of the District. The Bonds represent the second series of bonds issued pursuant to that authorization and are for the purpose of constructing a number of projects within the District as more fully described herein under the caption “INTRODUCTION—Purpose of Issue.”

The Bonds are obligations of the District only and are not obligations of the City and County of San Francisco (the “City”), the State of California or any of its other political subdivisions. The Board of Supervisors of the City has the power and is obligated to levy and collect ad valorem property taxes in each fiscal year upon the taxable property of the District in an amount at least sufficient, together with other moneys available for such purpose, to pay the principal of and premium, if any, and interest on each Bond as the same becomes due and payable.

The Bonds are issued in fully registered form and, when delivered, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository of the Bonds as described herein under the caption “THE BONDS—Book-Entry Only System.” Interest on the Bonds is payable on June 15 and December 15, commencing on June 15, 2009. Payments of principal of and interest on the Bonds will be paid by the Treasurer-Tax Collector of the City, as the Paying Agent, Bond Registrar and Transfer Agent (the “Paying Agent”), to DTC for subsequent disbursement to DTC Participants (defined herein) who will remit such payments to the beneficial owners of the Bonds. See the inside front cover for maturity dates, principal amounts, interest rates, initial yields and CUSIP numbers for the Bonds.

The Bonds are subject to optional redemption as described herein. See “THE BONDS—Redemption Provisions.”

This cover page contains certain information for reference only. It is not a summary of this issue. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Bonds are offered when, as and if issued, subject to the approval as to their legality by Sidley Austin LLP, San Francisco, California, Bond Counsel. Sidley Austin LLP has also acted as Disclosure Counsel to the District. Legal matters for the District will be passed upon by Maribel Medina, General Counsel to the District. Tamalpais Advisors, Inc.,
Sausalito, California served as Financial Advisor to the District in connection with the issuance of the Bonds. It is expected that the Bonds in book-entry form will be available for delivery through DTC in New York, New York on or about __________, 2008.

BIDS TO BE RECEIVED 9:00 A.M., PACIFIC TIME, __________, 2008. SEE APPENDIX G – “NOTICE INVITING PROPOSALS FOR PURCHASE OF BONDS.”

Official Statement Date: __________, 2008

† For an explanation of the ratings, see “RATINGS” herein.
* Preliminary, subject to change.
$150,000,000*  
SAN FRANCISCO UNIFIED SCHOOL DISTRICT  
(CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA)  
(Proposition A, Election of 2006)  
   General Obligation Bonds  
Series B (2008)  

MATURITY SCHEDULE  
Base CUSIP† Number: 79771T  

<table>
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<th>Maturity Date (June 15)</th>
<th>Principal Amount</th>
<th>Interest Rate</th>
<th>Initial Yield</th>
<th>CUSIP† Suffix</th>
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* Preliminary, subject to change.  
† A registered trademark of the American Bankers Association. CUSIP data herein is provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Service. CUSIP numbers are provided for convenience of reference only. The District takes no responsibility for the accuracy of such numbers.
No dealer, broker, salesperson or other person has been authorized by the District to give any information or to make any representations other than those contained herein. If given or made, such other information or representations must not be relied upon as having been authorized by the District. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by a person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

The financial and other information relating to the District presented or incorporated by reference in this Official Statement has been provided by the District from its records, except for information expressly attributed to other sources. The presentation of information, including tables of receipts from taxes and other revenues, is intended to show recent historic information and is not intended to indicate future or continuing trends in the financial position or other affairs of the District. No representation is made that past experience, as it might be shown by such financial and other information, will necessarily continue or be repeated in the future.

Such information is believed to be reliable but is not guaranteed as to accuracy or completeness and is not to be construed as a representation by the District or the Underwriter. All other information set forth herein has been obtained from DTC and other sources (other than the District) which are believed to be reliable. However, it is not guaranteed as to accuracy or completeness and is not to be construed as a representation by the District, the Financial Advisor or the Underwriter. The information and expressions of opinion herein are subject to change without notice and neither delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the District since the date hereof. This Official Statement is being submitted in connection with the sale of the Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose, unless authorized in writing by the District.

The Bonds have not been registered under the Securities Act of 1933, in reliance upon an exemption contained in such Act. The Bonds have not been registered under the securities laws of any state.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS OFFERED HEREBY AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. THE UNDERWRITER MAY OFFER AND SELL THE BONDS TO CERTAIN DEALERS, INSTITUTIONAL INVESTORS, BANKS OR OTHERS AT YIELDS LOWER OR HIGHER THAN THE INITIAL PUBLIC OFFERING YIELDS STATED ON THE INSIDE COVER PAGE HEREOF AND SAID INITIAL PUBLIC OFFERING YIELDS MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITER.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS IN THIS OFFICIAL STATEMENT

Certain statements included or incorporated by reference in this Official Statement constitute “forward-looking statements.” Such statements are generally identifiable by the terminology used such as “plan,” “expect,” “estimate,” “budget,” “project,” “projection” or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The District does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations or events, conditions or circumstances on which such statements are based occur.

The District maintains a website at www.sfusd.k12.ca.us. However, the information presented there is not part of this Official Statement, is not incorporated by reference herein and should not be relied upon in making an investment decision with respect to the Bonds.

This Preliminary Official Statement is in a form deemed final as of its date by the District for the purposes of Rule 15c2-12 of the Securities and Exchange Commission (except for the omission of certain information permitted to be omitted under Rule 15c2-12(b)(1)).
SAN FRANCISCO UNIFIED SCHOOL DISTRICT

Board of Education

<table>
<thead>
<tr>
<th>Name</th>
<th>Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark Sanchez, President</td>
<td>January 2009</td>
</tr>
<tr>
<td>Kim-Shree Maufas, Vice President</td>
<td>January 2011</td>
</tr>
<tr>
<td>Jane Kim</td>
<td>January 2011</td>
</tr>
<tr>
<td>Eric Mar, Esq.</td>
<td>January 2009</td>
</tr>
<tr>
<td>Hydra B. Mendoza</td>
<td>January 2011</td>
</tr>
<tr>
<td>Jill Wynns</td>
<td>January 2009</td>
</tr>
<tr>
<td>Norman Yee</td>
<td>January 2009</td>
</tr>
</tbody>
</table>

District Officials
Carlos A. Garcia, Superintendent
Myong Leigh, Deputy Superintendent, Policy and Operations
Dr. Tony Smith, Deputy Superintendent, Instruction, Innovation and Social Justice
Joseph C. Grazioli, Chief Financial Officer
David Goldin, Chief Facilities Officer
Leonard Tom, Director, Finance & Administration, SFUSD Bond Program
Paulette Terrell, Director of Fiscal Services
Reeta Madhavan, Budget Director
Maribel Medina, General Counsel

SPECIAL SERVICES

Financial Advisor
Tamalpais Advisors, Inc.
Sausalito, California

Bond Counsel and Disclosure Counsel
Sidley Austin LLP
San Francisco, California

Paying Agent, Bond Registrar and Transfer Agent
José Cisneros
Treasurer-Tax Collector of the
City and County of San Francisco, California
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OFFICIAL STATEMENT

$150,000,000*
San Francisco Unified School District
(City and County of San Francisco, California)
(Proposition A, Election of 2006)
General Obligation Bonds
Series B (2008)

INTRODUCTION

This Official Statement (which includes the cover page through the Appendices attached hereto) is furnished by the San Francisco Unified School District (the “District”) to provide information concerning the $150,000,000* aggregate principal amount of the San Francisco Unified School District (City and County of San Francisco, California) (Proposition A, Election of 2006) General Obligation Bonds, Series B (2008) (the “Bonds”).

The Official Statement makes reference to resolutions and to other documents and statutes. Such references do not purport to be complete, comprehensive or definitive and are qualified in their entirety by reference to each such document.

Authority for Issuance

The Bonds are being issued under the provisions of Article XIII A of the Constitution of the State of California (“Article XIII A”) and Title 1, Division 1, Part 10, Chapter 1.5 of the Education Code of the State (commencing at Section 15264) and pursuant to resolutions of the Board of Education of the District adopted on , 2008 (the “District Resolution”) and of the Board of Supervisors of the City and County of San Francisco (the “City”) adopted on December 12, 2006. At an election held on November 7, 2006, more than 55% of the votes cast by eligible voters within the District authorized the District to issue up to $450,000,000 of general obligation bonds (the “Proposition A Authorization”). The Bonds represent the second series of bonds issued under the Proposition A Authorization. Following the issuance of the Bonds, the District will have $200,000,000* remaining under the Proposition A Authorization.

The Bonds were authorized by the voters of the District pursuant to provisions of the Constitution of the State of California (the “State”) affected by Proposition 39, the Constitutional initiative passed by voters statewide on November 7, 2000, permitting approval of certain general obligation bonds of school and community college districts by a 55% vote. See “APPENDIX A—DISTRICT FINANCIAL AND DEMOGRAPHIC INFORMATION—CONSTITUTIONAL AND STATUTORY PROVISIONS AFFECTING DISTRICT REVENUES AND APPROPRIATIONS—Proposition 39,” herein. Proposition 39 requires the District to establish a citizens’ bond oversight committee (the “Committee”) that is responsible for review of the expenditure of general obligation bond proceeds issued under the Proposition A Authorization. The District Board of Education established the Committee on December 12, 2006. The Committee is required to report to the public at least annually regarding financial matters and performance of the District’s general obligation bond program. No District officials, employees or consultants may sit on the Committee, and no Proposition A funds may be expended to support the activities of the Committee.

The current members of the Committee and the community groups represented by such members are set forth below:

* Preliminary, subject to change.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
Citizens' Bond Oversight Committee
(As of July 31, 2008)

<table>
<thead>
<tr>
<th>Member</th>
<th>Community Group Represented</th>
</tr>
</thead>
<tbody>
<tr>
<td>Patricia Crawford</td>
<td>Retired Member, United Educators of San Francisco</td>
</tr>
<tr>
<td>Craig Issod</td>
<td>Member at Large</td>
</tr>
<tr>
<td>Nan McGuire</td>
<td>President, San Francisco Green Schoolyard Alliance and Member, Older Women's League</td>
</tr>
<tr>
<td>Tom Moore</td>
<td>Ernst &amp; Young LLP, Member of Business Organization representing business community located within District</td>
</tr>
<tr>
<td>Jim Quadra</td>
<td>Attorney, Moscone, Emblidge &amp; Quadra LLP</td>
</tr>
<tr>
<td>Walter Haub</td>
<td>Retired Member, United Administrators of San Francisco</td>
</tr>
<tr>
<td>Vacant</td>
<td>Member of Taxpayer’s Organization</td>
</tr>
<tr>
<td>Vacant</td>
<td>Parent of child enrolled in District</td>
</tr>
<tr>
<td>Lourdes Garcia</td>
<td>Parent of child enrolled in District and Member of Parent-Teacher Organization</td>
</tr>
</tbody>
</table>

Purpose of Issue

Proceeds from the Bonds issued pursuant to the Proposition A Authorization will be used to modernize and repair up to 63 school facilities to health, safety, instructional and accessibility standards, and where applicable, replace portable trailers with permanent classrooms, upgrade bathrooms, science labs, plumbing, electrical and other building systems, replace heating and ventilation systems, and renovate classrooms and to pay all necessary legal, financial, engineering and contingent costs in connection therewith as further specified in the Proposition A Authorization (the "Project").

The District expects to use proceeds of the Bonds to fund the review, design and construction management of 63 projects at up to 58 District sites, as well as construction expenditures relating to said projects, as summarized in the table below:

**Project Components and Estimated Costs**

<table>
<thead>
<tr>
<th></th>
<th>Amount (in millions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Program Management</td>
<td>$ 4.0</td>
</tr>
<tr>
<td>Design and Engineering</td>
<td>3.0</td>
</tr>
<tr>
<td>Pre-Construction</td>
<td>7.0</td>
</tr>
<tr>
<td>Construction</td>
<td>116.0</td>
</tr>
<tr>
<td>Construction Management</td>
<td>18.0</td>
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<tr>
<td>Other District Expenses</td>
<td>0.0</td>
</tr>
<tr>
<td>Project Contingency</td>
<td>2.0</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$150.0</strong></td>
</tr>
</tbody>
</table>
Sale of Bonds

The District has scheduled the competitive sale of the Bonds on ___, 2008, at 9:00 a.m., Pacific time, via the Parity® Electronic Bid Submission System, as further described in the form of Notice Inviting Proposals for Purchase of Bonds (the “Notice of Sale”) attached as Appendix G hereto.

Bond Insurance at Bidders’ Option

The District is prequalifying the Bonds for municipal bond insurance to guarantee under a municipal bond insurance policy the scheduled payment of all or a portion of the principal of and interest on the Bonds. Bids to purchase the Bonds will be accepted which are based, at the bidder’s option, upon the issuance of a municipal bond insurance policy from one or more of such municipal bond insurers for some or all of the Bonds, provided that payment of any insurance premium shall be the sole responsibility of the bidder, as further described in Appendix G hereto.

THE BONDS

Description of the Bonds

The Bonds will be dated the date of delivery and will be issued in denominations of $5,000 or any integral multiple thereof, and will mature on the dates and in the principal amounts and bear interest at the rates per annum, all as set forth on the inside cover page of this Official Statement. Interest on the Bonds accrues from the date of delivery and is payable semiannually on June 15 and December 15 of each year, commencing June 15, 2009.

Interest will accrue on the Bonds on the basis of a 360-day year comprised of twelve 30-day months.

The Bonds will be issued in fully registered form and, when issued, will be registered in the name of Cede & Co., as registered owner and nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository for the Bonds. So long as Cede & Co. is the registered owner of the Bonds, as nominee of DTC, references herein to the Owners or registered owners shall mean Cede & Co. as aforesaid, and shall not mean the Beneficial Owners (as defined herein) of the Bonds.

So long as Cede & Co. is the registered owner of the Bonds, principal of and interest or premium, if any, on the Bonds are payable by wire transfer by the Treasurer-Tax Collector of the City (the “Treasurer”), as paying agent (the “Paying Agent”) and as bond registrar (the “Bond Registrar”), to Cede & Co., as nominee for DTC. DTC is obligated, in turn, to remit such amounts to the DTC Participants (as defined herein) for subsequent disbursement to the Beneficial Owners. Payments of principal, and premium, if any, for any Bonds shall be made only upon the surrender of such Bonds to the Paying Agent at its principal office. See “APPENDIX D—BOOK-ENTRY ONLY SYSTEM” herein.

For details on the maturity dates, principal amounts of, interest rates and initial public offering prices or yields on the Bonds, see the maturity schedule on the inside cover hereof. For details on the debt service for the Bonds, see “DEBT SERVICE SCHEDULE.”

Book-Entry Only System

The Bonds will be issued in book-entry form only, and will be initially issued and registered in the name of Cede & Co. as nominee of DTC. Purchasers of beneficial ownership interests in the Bonds from participants in the DTC system (the “Beneficial Owners”) will not receive physical certificates representing their interest in the Bonds. See “APPENDIX D—BOOK-ENTRY ONLY SYSTEM.”
Redemption Provisions

Optional Redemption*. The Bonds maturing on or before June 15, 20__, are not subject to redemption prior to their fixed maturity dates. The Bonds maturing on or after June 15, 20__, are subject to redemption, at the option of the District, from any source of funds, in whole or in part, on any date on or after June 15, 20__, at par plus accrued interest to the date of redemption. If less than all of the Bonds are called for redemption, the Paying Agent will select Bonds for redemption from such maturity dates as are selected by the District, and by lot within each such maturity in such manner as the Paying Agent shall determine.

Notice of Redemption. Upon written instruction from the District, the Paying Agent shall give notice (a "Redemption Notice") of the redemption of the Bonds. Such Redemption Notice shall specify: (a) the date of the Redemption Notice, (b) the name of the Bonds, (c) the Bonds or designated portions thereof (in the case of redemption of the Bonds in part but not in whole) which are to be redeemed, (d) the date of redemption, (e) the place or places where the redemption will be made, including the name and address of the Paying Agent, (f) the redemption price, (g) the CUSIP numbers assigned to each maturity of the Bonds of each maturity of the Bonds to be redeemed, (h) if less than all of the Bonds of any maturity are to be redeemed, the Bond numbers of the Bonds of each maturity of the Bonds to be redeemed and, in the case of any Bond to be redeemed in part only, the respective portions of the principal amount of the Bonds of each maturity of the Bonds to be redeemed, and (i) the original issue date, interest rate and stated maturity date of each Bond to be redeemed in whole or in part. Such Redemption Notice shall further state that on the specified date there shall become due and payable upon each Bond or portion thereof being redeemed the Redemption Price thereof, together with the interest accrued to the redemption date, and that from and after such date, interest with respect thereto shall cease to accrue.

The Paying Agent shall provide such Redemption Notice: (a) at least 30 but not more than 45 days prior to the redemption date, to the respective Owners of Bonds designated for redemption by first class mail, postage prepaid, at their addresses appearing on the books of the Bond Registrar; (b) at least 32 days prior to the redemption date to each of the nationally recognized municipal securities depositaries and to at least two of the nationally recognized information services specializing in municipal securities; and (c) as may be required pursuant to the terms of the Disclosure Dissemination Agent Agreement (defined below).

Neither failure to receive nor failure to publish any Redemption Notice nor any defect in any such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of the affected Bonds.

Partial Redemption of Bonds. Upon the surrender of any Bond redeemed in part only, the Bond Registrar will execute and deliver to the Owner thereof a new Bond or Bonds of like tenor and maturity and of authorized denominations equal to the unredeemed portion of the Bond surrendered. Such partial redemption will be valid upon payment of the amount required to be paid to such Owner, and the District will be released and discharged thereupon from all liability to the extent of such payment.

Effect of Notice of Redemption. Notice having been given as required in the District Resolution, and the moneys for redemption (including the interest to the applicable date of redemption) having been set aside in the District's Debt Service Fund (defined herein) or held in trust for such purposes as provided by law, the Bonds to be redeemed will become due and payable on such date of redemption.

If on such redemption date, money for the redemption of all the Bonds to be redeemed, together with interest to such redemption date, is held by the Paying Agent so as to be available therefor on such redemption date, and if notice of redemption thereof has been given, then from and after such redemption date, interest on the Bonds to be redeemed will cease to accrue and become payable.

Rescission of Notice of Redemption. The District may rescind any optional redemption and notice thereof for any reason on any date prior to the date fixed for redemption by causing written notice of the rescission to be given to the Owners of the Bonds so called for redemption. In the event that any Bond is subject to optional redemption and moneys sufficient to redeem the principal of and interest on all of the Bonds proposed to be

* Preliminary, subject to change.
redeemed shall not be on deposit in the Debt Service Fund or in any escrow fund established for redemption of the Bonds on such date fixed for redemption, the redemption and notice thereof shall be rescinded and in each and every such case, the District and the Owners of the Bonds so called for redemption, as the case may be, shall be restored to their former positions and rights. Notice of rescission of redemption shall be given in the same manner in which notice of redemption was originally given. Neither failure to receive nor failure to give nor any defect in any such notice of rescission of redemption shall affect the validity of the rescission.

Transfer and Exchange. Any Bond may be exchanged for Bonds of like tenor and maturity upon presentation and surrender at the principal office of the Bond Registrar, together with a request for exchange signed by the Owner or by a person legally empowered to do so in a form satisfactory to the Bond Registrar. A Bond may be transferred on the Bond Register only upon presentation and surrender of such Bond at the principal office of the Bond Registrar together with an assignment executed by the Owner or a person legally empowered to do so in a form satisfactory to the Bond Registrar. Upon exchange or transfer, the Bond Registrar will complete, authenticate and deliver a new Bond or Bonds of like tenor and maturity of any authorized denomination or denominations requested by the Owner equal to the principal amount of the Bond surrendered and bearing or accruing interest at the same rate and maturing on the same date. The Bond Registrar may require the payment by any Owner of the Bonds requesting any such transfer of any tax or other governmental charge required to be paid with respect to such transfer.

Defeasance

All or any portion of the outstanding maturities of the Bonds may be defeased at any time prior to maturity in the following ways:

(a) by irrevocably depositing with the Paying Agent an amount of cash which, together with amounts then on deposit in the Debt Service Fund, is sufficient to pay all Bonds outstanding and designated for defeasance, including all principal thereof and interest and redemption premium thereon, if any; or

(b) by irrevocably depositing with the Paying Agent, noncallable United States Obligations and/or other Permitted Investments, together with cash, if required, in such amount as will, in the opinion of an independent certified public accountant, together with interest to accrue thereon and moneys then on deposit in the Debt Service Fund together with the interest to accrue thereon, be fully sufficient to pay and discharge all the Bonds outstanding and designated for defeasance (including all principal thereof and interest and redemption premium, if any, thereon) at or before their maturity date.

Notwithstanding that any of such defeased Bonds shall not have been surrendered for payment, all obligations of the District with respect to all of such defeased outstanding Bonds shall cease and terminate, except only the obligation of the Paying Agent to pay or cause to be paid from funds deposited pursuant to paragraphs (a) or (b) above, to the owners of such defeased Bonds not so surrendered and paid all sums due with respect thereto.

"United States Obligations" means:

(i) Non-callable direct obligations of the United States of America or other non-callable obligations the payment of the principal of and interest on which is guaranteed by a pledge of the full faith and credit of the United States of America; and

(ii) Non-callable obligations of government sponsored agencies that are rated "AAA," by Standard & Poor's or "Aaa" by Moody's Investors Service but are not backed by the full faith and credit of the U.S. Government. These include the following: (a) Federal Home Loan Mortgage Corp. (FHLMC) Debt Obligations; (b) Farm Credit System (Formerly: Federal Land Banks, Intermediate Credit Banks, and Banks for Cooperatives) Consolidated Systemwide bonds and notes; (c) Federal Home Loan Banks (FHL Banks) Consolidated debt obligations; (d) Federal National Mortgage Association (FNMA) Debt Obligations; and (e) Resolution Funding Corp. (REFCORP) Debt Obligations.

"Permitted Investments" means:
Pre-refunded fixed interest rate municipal obligations meeting the following conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the Paying Agent has been given irrevocable instructions concerning their calling and redemption and the District has covenanted not to redeem such obligations other than as set forth in such instructions; (b) the municipal obligations are secured by cash and/or United States Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in the escrow fund or the redemption account) are sufficient to meet the liabilities of the municipal obligations; (d) the United States Obligations serving as security for the municipal obligations are held by the Treasurer or, if appointed by the Treasurer, an escrow agent or trustee; (e) the United States Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent; and (f) the municipal obligations are rated “AAA” by Standard & Poor’s and “Aaa” by Moody’s Investors Service.
DEBT SERVICE SCHEDULE

The following table summarizes the semi-annual debt service requirements for the Bonds and all other outstanding general obligation bonds issued by the District:

<table>
<thead>
<tr>
<th>Payment Date</th>
<th>The Bonds</th>
<th>Debt Service for Outstanding Election of 2003 General Obligation Bonds</th>
<th>Debt Service for Outstanding Election of 2006 Series A Bonds</th>
<th>Total Debt Service</th>
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<td>12/15/08</td>
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<td>06/15/11</td>
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<td>12/15/11</td>
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<td>06/15/12</td>
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<td>12/15/12</td>
<td>4,605,000.01</td>
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<td>06/15/13</td>
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<td>11,614,128.13</td>
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<tr>
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<td>4,331,100.01</td>
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<td>12/15/16</td>
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<td>06/15/17</td>
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<td>12/15/17</td>
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<td>06/15/18</td>
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<td>12/15/18</td>
<td>3,049,612.51</td>
<td>1,966,290.63</td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/19</td>
<td>18,739,612.51</td>
<td>12,661,290.63</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/15/19</td>
<td>2,690,012.51</td>
<td>1,715,590.63</td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/20</td>
<td>19,094,012.51</td>
<td>12,915,590.63</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/15/20</td>
<td>2,327,046.88</td>
<td>1,450,771.88</td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/21</td>
<td>19,462,046.88</td>
<td>13,180,771.88</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/15/21</td>
<td>1,912,228.13</td>
<td>1,171,078.13</td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/22</td>
<td>19,872,228.13</td>
<td>13,456,078.13</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/15/22</td>
<td>1,463,228.13</td>
<td>863,953.13</td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/23</td>
<td>19,323,228.13</td>
<td>13,763,953.13</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/15/23</td>
<td>1,014,078.13</td>
<td>541,453.13</td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/24</td>
<td>20,774,078.13</td>
<td>14,086,453.13</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/15/24</td>
<td>533,046.88</td>
<td>215,796.88</td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/25</td>
<td>16,923,046.88</td>
<td>10,080,796.88</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/15/25</td>
<td>154,125.00</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/26</td>
<td>7,004,125.00</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/15/26</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/27</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12/15/27</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>06/15/28</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total $   $   $  $410,749,084.89

(1) The District has no other outstanding general obligations bonds issued in the name of the District, although the City has $23,760 million of outstanding general obligation bonds that the City has issued on behalf of the District. The City refunded approximately $53.67 million of such bonds in October and November 2006.
SECURITY AND SOURCE OF PAYMENT FOR THE BONDS

Principal of and interest on the Bonds are to be paid from the proceeds of an ad valorem tax authorized to be levied by the City on taxable property within the District, without limitation as to rate or amount (except as to certain personal property which is taxable at limited rates) in an amount sufficient to make such payments. The information in this section describes how ad valorem property taxes in general are assessed and levied.

General

The Bonds are general obligations of the District only and are not obligations of the City, the State, or any of its other political subdivisions. The Board of Supervisors of the City has the power and is obligated to levy and collect ad valorem property taxes in each fiscal year upon the taxable property of the District in an amount at least sufficient, together with other moneys available for such purpose, to pay the principal of and premium, if any, and interest on each Bond as the same becomes due and payable.

Assessed Valuation of Taxable Property

The District uses the services of the City for the assessment of taxable property in the District. Assessed valuation of taxable property is the same for both District and City taxing purposes.

The City typically experiences increases in assessment appeals activity during economic downturns and decreases as the economy rebounds. Historically during severe economic downturns, partial reductions of up to approximately 20.0% to 30.0% of the assessed valuations appealed have been granted. Assessment appeals granted typically result in revenue refunds, and the level of refund activity depends on the unique economic circumstances of each fiscal year. To mitigate the financial risk of potential assessment appeal refunds, the City funds appeal reserves for its share of estimated property tax revenues for each fiscal year. In addition, appeals activity is reviewed each year and incorporated into the current and subsequent years’ budget projections.

Property owners in the City filed approximately 1,000 requests for informal re-evaluations during fiscal year 2008-09 through August 14, 2008, which is three times the number filed in the prior fiscal year. Property owners have until September 15, 2008 to file for a formal review before the City assessment appeals board for secured property for fiscal year 2008-09. [Update after September 15.]
The following tabulation shows the assessed valuation of taxable property in the District for the current fiscal year and the previous nine fiscal years.

SAN FRANCISCO UNIFIED SCHOOL DISTRICT
Assessed Valuation of Taxable Property\(^{(1)}\)
Fiscal Years 1999-00 through 2008-09
(Dollars in Thousands)

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Total Assessed Value</th>
<th>Assessed Value Less Exemptions(^{(2)})</th>
<th>Increase of Assessed Value Less Exemptions from Prior Year</th>
<th>Percent Increase of Assessed Value Less Exemptions</th>
</tr>
</thead>
<tbody>
<tr>
<td>1999-00</td>
<td>$71,243,838</td>
<td>$64,948,698</td>
<td>$5,241,127</td>
<td>8.8%</td>
</tr>
<tr>
<td>2000-01</td>
<td>81,519,416</td>
<td>74,872,213</td>
<td>9,923,515</td>
<td>15.3%</td>
</tr>
<tr>
<td>2001-02</td>
<td>93,553,250</td>
<td>84,466,707</td>
<td>9,594,594</td>
<td>12.8%</td>
</tr>
<tr>
<td>2002-03</td>
<td>98,106,745</td>
<td>90,250,041</td>
<td>5,783,534</td>
<td>6.8%</td>
</tr>
<tr>
<td>2003-04</td>
<td>103,727,811</td>
<td>95,439,753</td>
<td>5,189,712</td>
<td>5.8%</td>
</tr>
<tr>
<td>2004-05</td>
<td>110,542,908</td>
<td>100,647,880</td>
<td>5,080,027</td>
<td>5.5%</td>
</tr>
<tr>
<td>2005-06</td>
<td>118,233,004</td>
<td>106,875,759</td>
<td>5,277,249</td>
<td>6.2%</td>
</tr>
<tr>
<td>2006-07</td>
<td>129,598,998</td>
<td>116,990,087</td>
<td>10,114,328</td>
<td>9.5%</td>
</tr>
<tr>
<td>2007-08</td>
<td>135,513,655</td>
<td>130,004,478</td>
<td>13,140,199</td>
<td>11.1%</td>
</tr>
<tr>
<td>2008-09</td>
<td>147,603,291</td>
<td>141,919,748</td>
<td>11,915,270</td>
<td>9.2%</td>
</tr>
</tbody>
</table>

\(^{(1)}\) Assessed Value of taxable property represents all property within the City.
\(^{(2)}\) Net of non-reimbursable and homeowner exemptions.

Sources: City and County of San Francisco Comprehensive Annual Financial Report for the Year Ended June 30, 2007, for Fiscal Years 1999-00 through 2006-07; Office of the Controller, City and County of San Francisco for Fiscal Years 2006-07 through 2008-09.

Tax Rates, Levies, Collections and Delinquencies

School districts use the services of the local county for the assessment and collection of property taxes for district purposes. In the case of the District, the local county is the City. District property taxes, including the ad valorem property tax for payment of the Bonds, are assessed and collected by the City at the same time and on the same rolls as county, special district and City property taxes.

Proposition 13 and its implementing legislation impose the function of property tax allocation on counties in the State, except for levies to support voted debt prior to enactment of Proposition 13, and prescribe how levies on countywide property values are to be shared with local taxing entities within each county.

The City levies a 1\% property tax on behalf of all taxing agencies in the City. The taxes collected are allocated on the basis of a formula established by State law enacted in 1979. Under this formula, the City and all other taxing entities receive a base year allocation plus an allocation on the basis of "situs" growth in assessed value (new construction, change of ownership, inflation) prorated among the jurisdictions which serve the tax rate areas within which the growth occurs. Tax rate areas are specifically defined geographic areas which were developed to permit the levying of taxes for less than countywide or less than citywide special and school districts.

Taxes are levied for each fiscal year on taxable real and personal property as of the preceding January 1. For assessment and collection purposes, property is classified either as "secured" or "unsecured" and is listed accordingly on separate parts of the assessment roll. The "secured roll" is that part of the assessment roll containing real property the taxes on which are a lien sufficient, in the opinion of the Assessor for the City, to secure payment of the taxes. Other property is listed on the "unsecured roll." Real property which changes ownership or is newly constructed is revalued at the time the change occurs or the construction is completed. The current year property tax rate is applied to the reassessed value, and the taxes are then adjusted by a proration factor that reflects the portion of the remaining tax year for which taxes are due.
Property taxes on the secured roll are due in two installments, on November 1 and February 1 of each fiscal year, and become delinquent on December 10 and April 10, respectively. A penalty of 10% attaches immediately to all delinquent payments. Properties on the secured roll with respect to which taxes are delinquent become tax defaulted on or about June 30 of the fiscal year. Such property may thereafter be redeemed by payment of a penalty of 1.5% per month to the time of redemption, plus costs and a redemption fee. If taxes are unpaid for a period of five years or more, the property is deeded to the State and then may be sold at public auction by the Treasurer.

Property taxes on the unsecured roll are due as of the January 1 lien dates and become delinquent on August 31. A 10% penalty attaches to delinquent unsecured taxes. If unsecured taxes are unpaid at 5 p.m. on October 31, an additional penalty of 1.5% attaches to them on the first day of each month until paid. The City has four ways of collecting delinquent unsecured personal property taxes: (1) a civil action against the taxpayer; (2) filing a judgment in the office of the county clerk specifying certain facts in order to obtain a lien on certain property of the taxpayer; (3) filing a certificate of delinquency for record in the county recorder's office in order to obtain a lien on certain property of the taxpayer; and (4) seizure and sale of personal property, improvements or possessory interests belonging or assessed to the assessee.

State law exempts $7,000 of the full cash value of an owner-occupied dwelling, but this exemption does not result in any loss of revenue to local entities, since an amount equivalent to the taxes which would have been payable on such exempt values is paid by the State.

Government Code Sections 29100 through 29107 set forth the details of and procedures that all counties, including the City, must follow for calculating tax rates. The secured tax levy within the District consists of the District's share of the general ad valorem and unitary taxes assessed on a City-wide basis. The secured tax levy also includes the District's share of special voter approved ad valorem taxes assessed on a District-wide basis which are levied to pay debt service on the Bonds and the District's other voter approved bonds. In addition, the total secured tax levy includes special assessments, improvement bonds, supplemental taxes or other charges that have been assessed on property within the District. Since State law allows homeowners' exemptions (described above) and certain businesses exemptions from ad valorem property taxation, the homeowner's exemption is not included in the total secured tax levy.

The annual tax rate is based on the amount necessary to pay all debt service obligations payable from ad valorem taxes and the assessed value of taxable property in a given year. Economic and other factors beyond the District's control, such as a general market decline in land values, reclassification of property to a class exempt from taxation, whether by ownership or use (such as exemptions for property owned by State and local agencies and property used for qualified educational, hospital, charitable or religious purposes), or the complete or partial destruction of taxable property caused by natural or manmade disaster such as earthquake, flood, toxic dumping, etc., could cause a reduction in the assessed value of taxable property within the District and necessitate a corresponding increase in the annual tax rate to be levied to pay the principal of and interest on the Bonds.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
Summary of Property Tax Levies, Collections and Tax Rates\(^{(1)(2)}\)
Fiscal Years 1997-98 through 2007-08
(Dollars in Thousands)

<table>
<thead>
<tr>
<th>Fiscal Year(^{(1)})</th>
<th>Annual Tax Levy</th>
<th>Current Tax Collections</th>
<th>Percent of Current Tax Collections to Annual Tax Levy</th>
<th>Delinquent Tax Collections</th>
<th>Total Tax Collections</th>
<th>Percent of Total Tax Collections to Annual Tax Levy</th>
<th>Outstanding Delinquent Taxes</th>
<th>Percent of Delinquent Taxes to Annual Tax Levy</th>
</tr>
</thead>
<tbody>
<tr>
<td>1997-98</td>
<td>$709,852</td>
<td>$697,755</td>
<td>98.3%</td>
<td>$8,917</td>
<td>$706,672</td>
<td>99.6%</td>
<td>$46,716</td>
<td>6.6%</td>
</tr>
<tr>
<td>1998-99</td>
<td>757,859</td>
<td>742,774</td>
<td>98.0</td>
<td>8,719</td>
<td>751,493</td>
<td>99.2</td>
<td>49,811</td>
<td>6.6</td>
</tr>
<tr>
<td>1999-00</td>
<td>799,385</td>
<td>784,984</td>
<td>98.2</td>
<td>6,153</td>
<td>791,137</td>
<td>99.0</td>
<td>47,751</td>
<td>6.0</td>
</tr>
<tr>
<td>2000-01</td>
<td>892,675</td>
<td>877,170</td>
<td>98.3</td>
<td>3,526</td>
<td>880,696</td>
<td>98.7</td>
<td>50,242</td>
<td>5.6</td>
</tr>
<tr>
<td>2001-02</td>
<td>1,010,960</td>
<td>985,838</td>
<td>97.5</td>
<td>7,366</td>
<td>993,204</td>
<td>98.2</td>
<td>57,503</td>
<td>5.7</td>
</tr>
<tr>
<td>2002-03</td>
<td>1,051,921</td>
<td>1,028,649</td>
<td>97.8</td>
<td>5,766</td>
<td>1,034,415</td>
<td>98.3</td>
<td>63,034</td>
<td>5.0</td>
</tr>
<tr>
<td>2003-04</td>
<td>1,106,951</td>
<td>1,079,354</td>
<td>98.0</td>
<td>9,092</td>
<td>1,088,446</td>
<td>98.9</td>
<td>62,913</td>
<td>5.7</td>
</tr>
<tr>
<td>2004-05</td>
<td>1,208,044</td>
<td>1,179,959</td>
<td>97.7</td>
<td>18,010</td>
<td>1,197,969</td>
<td>99.2</td>
<td>70,367</td>
<td>5.8</td>
</tr>
<tr>
<td>2005-06</td>
<td>1,291,491</td>
<td>1,263,396</td>
<td>97.8</td>
<td>17,524</td>
<td>1,280,920</td>
<td>99.2</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2006-07</td>
<td>1,411,316</td>
<td>1,372,174</td>
<td>97.2</td>
<td>5,959</td>
<td>1,378,133</td>
<td>97.7</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2007-08</td>
<td>1,483,351</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

\(^{(1)}\) Includes the District, San Francisco Community College District, Bay Area Rapid Transit District, Bay Area Air Quality Management District and San Francisco Redevelopment Agency. So long as the City applies the Teeter Plan (defined below) to the tax levy for the Bonds, delinquent taxes do not impact the availability of \textit{ad valorem} taxes to pay principal of and interest on the Bonds.

\(^{(2)}\) Does not include Senate Bill 813 supplemental property taxes.

Sources: City and County of San Francisco Comprehensive Annual Financial Report for the Year Ended June 30, 2007 and Office of the Controller, City and County of San Francisco.

State-Assessed Utility Property

The Constitution provides that the State Board of Equalization (the “SBE”), rather than counties, assess certain property owned or used by regulated utilities. Such property is grouped and assessed by the SBE as “going concern” operating units, which may cross local tax jurisdiction boundaries, rather than as individual parcels of real or personal property separately assessed. Such utility property is known as “unitary property.” The SBE assesses property at “fair market value,” determined by various methods and formulae depending on the nature of the property, except that assessed value of certain railroad property is limited to a percentage of the fair market value determined by the SBE, in conformity with federal law. The SBE assesses values as of January 1 prior to the tax year of the related tax levy. Property tax on SBE-assessed property is then levied and collected by each county in the same manner as county assessed property, but at special county-wide tax rates, and distributed to each taxing agency within that county generally according to the approximate percentages as allocated to each taxing agency in the prior year.

Changes in the State electric utility industry structure and in the way in which components of that industry are regulated and owned, including the sale of electric generation assets to largely unregulated, non-utility companies, may convert the status of such assets from SBE-assessed unitary property to locally assessed property or otherwise affect how those assets are assessed in the future and which local taxing agencies are to receive the property taxes on such assets.

Pacific Gas & Electric Company, a utility company that owns unitary property within the District’s boundaries, is one of the top ten taxpayers in the District. See “SECURITY AND SOURCE OF PAYMENT FOR THE BONDS—Secured Tax” herein.
**Teeter Plan**

The City has adopted the Alternative Method of Distribution of Tax Levies and Collections and of Tax Sale Proceeds (the "Teeter Plan"), as provided for in Section 4701 et seq. of the State Revenue and Taxation Code. Under the Teeter Plan, each participating local agency, including school districts, levying property taxes in a county receives the amount of uncollected taxes credited to its fund, in the same manner as if the amount credited had been collected. In return, the county receives and retains delinquent payments, penalties and interest as collected, that would have been due the local agency. The Teeter Plan is to remain in effect unless the county board of supervisors orders its discontinuance or unless, prior to the commencement of any fiscal year of the county, the board of supervisors receives a petition for its discontinuance from two-thirds of the participating revenue districts in the county. A board of supervisors may, after holding a public hearing on the matter, discontinue the procedures under the Teeter Plan with respect to any tax levying agency in its county when delinquencies for taxes levied by that agency exceed 3%.

The Teeter Plan applies to the 1% general purpose property tax levy. Whether or not the Teeter Plan also is applied to other tax levies for local agencies, such as the tax levy for general obligation bonds of a local agency, varies by county. The City currently applies the Teeter Plan to the tax levy for the District's Bonds, but no assurance can be given that the City will continue to do so while the Bonds remain outstanding.

See "— Tax Rates, Levies, Collections and Delinquencies" herein for a history of property tax collections and delinquencies in the District.

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Secured Tax

The following table shows the ten largest secured property taxpayers in the District for Fiscal Year 2007-08.

SAN FRANCISCO UNIFIED SCHOOL DISTRICT
Largest 2007-08 Local Secured Property Taxpayers(1)
(Dollars in Thousands)

Fiscal Year 2007-08 Net Assessed Valuation: $130,643,089(2)

<table>
<thead>
<tr>
<th>Property Owner</th>
<th>Type of Business</th>
<th>Assessed Valuation (Dollars in Thousands)(1)</th>
<th>% Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>HWA 555 Owners LLC(3)</td>
<td>Office, Commercial</td>
<td>$868,020</td>
<td>0.74%</td>
</tr>
<tr>
<td>EOP - One Market LLC(4)</td>
<td>Office, Commercial</td>
<td>433,499</td>
<td>0.37%</td>
</tr>
<tr>
<td>Marriott Hotel(3)</td>
<td>Hotel</td>
<td>405,542</td>
<td>0.35%</td>
</tr>
<tr>
<td>Four Embarcadero Center Venture</td>
<td>Office, Commercial</td>
<td>365,081</td>
<td>0.31%</td>
</tr>
<tr>
<td>Post-Montgomery Associates</td>
<td>Office, Commercial</td>
<td>355,945</td>
<td>0.30%</td>
</tr>
<tr>
<td>One Embarcadero Center Venture</td>
<td>Office, Commercial</td>
<td>314,699</td>
<td>0.27%</td>
</tr>
<tr>
<td>Three Embarcadero Center Venture</td>
<td>Office, Commercial</td>
<td>296,043</td>
<td>0.25%</td>
</tr>
<tr>
<td>Embarcadero Center Associates</td>
<td>Office, Commercial</td>
<td>294,873</td>
<td>0.25%</td>
</tr>
<tr>
<td>Emporium Mall LLC(3)</td>
<td>Shopping Center</td>
<td>293,703</td>
<td>0.25%</td>
</tr>
<tr>
<td>101 California Venture</td>
<td>Office, Commercial</td>
<td>293,372</td>
<td>0.25%</td>
</tr>
<tr>
<td><strong>Ten Largest Taxpayers</strong></td>
<td></td>
<td><strong>$3,920,777</strong></td>
<td><strong>3.34%</strong></td>
</tr>
<tr>
<td><strong>All Other Taxpayers</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Taxable Assessed Valuation- All Taxpayers</strong></td>
<td></td>
<td>$__(5)</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

(1) Represents the Assessed Valuation as of the Basis of Levy, which excludes escape assessments processed during the fiscal year.
(2) Net of non-reimbursable exemptions.
(3) These assessors have had changes in ownership. Assessed valuations have not been completed as of June 30, 2008.
(4) Marriott Hotel has a pending appeal.
Source: Office of the Assessor, City and County of San Francisco.

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ESTIMATED SOURCES AND USES OF FUNDS

The estimated sources and uses of funds in connection with the Bonds are as follows:

Estimated Sources of Funds

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aggregate Principal Amount of Bonds</td>
<td>$</td>
</tr>
<tr>
<td>Plus Original Issue Premium</td>
<td></td>
</tr>
<tr>
<td>Less Original Issue Discount</td>
<td></td>
</tr>
<tr>
<td><strong>Total Sources of Funds</strong></td>
<td><strong>$</strong></td>
</tr>
</tbody>
</table>

Estimated Uses of Funds

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Building Fund</td>
<td>$</td>
</tr>
<tr>
<td>Costs of Issuance(^1)</td>
<td></td>
</tr>
<tr>
<td>Underwriters' Discount(^2)</td>
<td></td>
</tr>
<tr>
<td>Debt Service Fund</td>
<td></td>
</tr>
<tr>
<td><strong>Total Uses of Funds</strong></td>
<td><strong>$</strong></td>
</tr>
</tbody>
</table>

\(^1\) Includes fees for printing, ratings, bond and disclosure counsel, financial advisor and other miscellaneous costs of issuance.

\(^2\) Includes the Underwriters' compensation, expenses and the bond insurance premium.

CITY AND COUNTY INVESTMENT POOL

General

In accordance with Education Code Section 41001, each State public school district maintains substantially all of its operating funds in the county treasury of the county in which it is located, and each county treasurer serves as *ex officio* treasurer for those school districts located within the county. Each county treasurer has the authority to implement and oversee the investment of school district funds held in the county treasury. Generally, the county treasurer pools county funds with school district funds and funds from certain other public agencies and invests the cash. These pooled funds are carried at cost. Interest earnings are accounted for on either a cash or accrual basis and apportioned to pool participants on a regular basis.

Each county is required to invest funds, including those pooled funds described above, in accordance with Government Code Sections 53601 *et seq.* and 53635 *et seq.* In addition, each county is required to establish an investment policy that may impose further limitations beyond those required by the Government Code. A copy of the City investment policy and periodic reports on the City investment pool are available from the Treasurer, P.O. Box 7425, San Francisco, CA 94120, telephone (415) 554-4478. See also "APPENDIX F—EXCERPTS FROM THE CITY AND COUNTY OF SAN FRANCISCO INVESTMENT PORTFOLIO REPORT."

Investment of Bond Proceeds

The proceeds from the sale of the Bonds, to the extent of the aggregate principal amount thereof, shall be paid to the City, as Paying Agent for the Bonds, to be deposited to the credit of the 2008 Series B San Francisco Unified School District General Obligation Bonds Building Fund (the "Building Fund") and shall be kept separate and distinct from all other District and City funds. The proceeds shall be used for the purposes authorized under Proposition A. Investment of funds on deposit in the Building Fund will be subject to the City's investment policy and to Title 5, Division 2, Part 1, Chapter 4, Article 1 of the Government Code of the State. Interest earned on funds on deposit in the Building Fund shall be spent only on capital projects authorized under Proposition A. Any excess
proceeds of the Bonds not needed for the purpose for which the Bonds are issued shall be transferred, in accordance with State law, to the District’s general fund after payment in full of the Bonds.

Any premium received by the District from the sale of the Bonds shall be kept separate and apart in the 2008 Series B San Francisco Unified School District General Obligation Bond Debt Service Fund (the “Debt Service Fund”) and used only for payment of principal of and interest on the Bonds. Interest earned on the investment of the premium held in the Debt Service Fund shall be deposited in the Building Fund. Interest earned on the investment of monies held in the Debt Service Fund not attributable to premium shall be retained in the Debt Service Fund and used toward payment of the principal of and interest on the Bonds when due.

CONTINUING DISCLOSURE

The District has covenanted for the benefit of the holders and beneficial owners of the Bonds to provide certain financial information and operating data relating to the District (the “Annual Report”) by not later than 270 days following the end of the District’s fiscal year (currently ending June 30), commencing with the report for Fiscal Year 2007-08, and to provide notices of the occurrence of certain enumerated events, if material. The District will provide the Annual Report to Digital Assurance Certification, L.L.C. (“DAC”), as dissemination agent, to file with each Nationally Recognized Municipal Securities Information Repository, and with the State information repository, if any. The District will provide the notices of material events to DAC to file with each Nationally Recognized Municipal Securities Information Repository or with the Municipal Securities Rulemaking Board and with the State information repository, if any. The information to be contained in the Annual Report or the notices of material events is set forth in “APPENDIX E—PROPOSED FORM OF DISCLOSURE DISSEMINATION AGENT AGREEMENT.” These covenants have been made in order to assist underwriters in complying with Securities and Exchange Commission Rule 15c2-12(b)(5) (the “Rule”).

A previous continuing disclosure undertaking entered into by the District in connection with the execution and delivery of certain certificates of participation (the “Prior Obligations”) called for filing the Annual Report no later than 270 days after the end of each fiscal year and/or certain other information to designated repositories upon the occurrence of certain events, so long as any of such Prior Obligations are outstanding. The District did not timely file its Annual Report required for Fiscal Year 2002-03. As of the date of this Official Statement, this report has been filed. In addition, the District caused DAC to provide a notice of failure to timely file such Annual Reports to the Nationally Recognized Municipal Securities Information Repositories. As of the date hereof, the District is in compliance with the Rule.

FINANCIAL STATEMENTS

The financial statements of the District for the Fiscal Year ended June 30, 2007, certain sections of which are included in Appendix C to this Official Statement, have been audited by Vavrinek, Trine, Day & Co., LLP, independent certified public accountants, as stated in their report appearing in Appendix C. The District has not requested nor has the District obtained the consent of Vavrinek, Trine, Day & Co., LLP to the inclusion of its report as Appendix C. Vavrinek, Trine, Day & Co., LLP has not undertaken to update its report or to take any action intended or likely to elicit information concerning the accuracy, completeness or fairness of the statements made in this Official Statement, and no opinion is expressed by Vavrinek, Trine, Day & Co., LLP with respect to any event subsequent to its report dated December 17, 2007.

CERTAIN LEGAL MATTERS

The legal opinion of Sidley Austin LLP, Bond Counsel, attesting to the validity of the Bonds, will be supplied to the original purchasers of the Bonds without charge. A copy of the proposed form of opinion of Bond Counsel is attached hereto as APPENDIX B. Sidley Austin LLP has also acted as Disclosure Counsel to the District. Certain legal matters will be passed upon for the District by the District’s General Counsel. Neither Bond Counsel nor Disclosure Counsel undertake any responsibility for the accuracy, completeness or fairness of this Official Statement.
TAX MATTERS

General

In the opinion of Sidley Austin LLP, San Francisco, California, Bond Counsel, based on existing statutes, regulations, rulings and judicial decisions and assuming compliance with certain covenants in the Resolution and the Tax Certificate executed with respect to the Bonds and requirements of the Internal Revenue Code of 1986, as amended (the "Code"), regarding the use, expenditure and investment of proceeds of the Bonds and the timely payment of certain investment earnings to the United States, interest on the Bonds is not includable in the gross income of the owners of the Bonds for federal income tax purposes. Failure to comply with such covenants and requirements may cause interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds.

In the further opinion of Bond Counsel, interest on the Bonds is not treated as an item of tax preference in calculating the federal alternative minimum taxable income of individuals and corporations. Interest on the Bonds, however, is included as an adjustment in the calculation of federal corporate alternative minimum taxable income and may therefore affect a corporation's alternative minimum tax liability.

Ownership of, or the receipt of interest on, tax-exempt obligations may result in collateral tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, certain foreign corporations doing business in the United States, certain S corporations with excess passive income, individual recipients of Social Security or Railroad Retirement benefits, taxpayers that may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations and taxpayers who may be eligible for the earned income tax credit. Bond Counsel expresses no opinion with respect to any collateral tax consequences and, accordingly, prospective purchasers of the Bonds should consult their tax advisors as to the applicability of any collateral tax consequences.

Certain requirements and procedures contained or referred to in the Resolution or other documents pertaining to the Bonds may be changed, and certain actions may be taken or not taken, under the circumstances and subject to the terms and conditions set forth in such documents, upon the advice or with the approving opinion of counsel nationally recognized in the area of tax-exempt obligations. Bond Counsel expresses no opinion as to the effect of any change to any document pertaining to the Bonds or of any action taken or not taken where such change is made or action is taken or not taken without our approval or in reliance upon the advice of counsel other than Sidley Austin LLP with respect to the exclusion from gross income of the interest on the Bonds for federal income tax purposes.

Information Reporting and Backup Withholding

Interest paid on tax-exempt obligations is subject to information reporting in a manner similar to interest paid on taxable obligations. While this reporting requirement does not, by itself, affect the excludability of interest from gross income for federal income tax purposes, the reporting requirement causes the payment of interest on the Bonds to be subject to backup withholding if such interest is paid to beneficial owners that (a) are not "exempt recipients," and (b) either fail to provide certain identifying information (such as the beneficial owner's taxpayer identification number) in the required manner or have been identified by the IRS as having failed to report all interest and dividends required to be shown on their income tax returns. Generally, individuals are not exempt recipients, whereas corporations and certain other entities are exempt recipients. Amounts withheld under the backup withholding rules from a payment to a beneficial owner are allowed as a refund or credit against such beneficial owner's federal income tax liability so long as the required information is furnished to the IRS.

State Tax Exemption

In the further opinion of Bond Counsel, interest on the Bonds is exempt from personal income taxes imposed by the State of California.
Future Developments

Future legislative proposals, if enacted into law, regulations, rulings or court decisions may cause interest on the Bonds to be subject, directly or indirectly, to federal income taxation or to State or local income taxation, or otherwise prevent beneficial owners from realizing the full current benefit of the tax status of such interest. Further, legislation and regulatory actions and proposals may affect the economic value of the federal or state tax exemption or the market value of the Bonds.

Prospective purchasers of the Bonds should consult their tax advisors regarding pending or proposed federal or state tax legislation, regulations, rulings or litigation, as to which Bond Counsel expresses no opinion.

A copy of the proposed form of opinion of Bond Counsel is attached hereto as Appendix B.

RATINGS

Moody's Investors Service, Inc. ("Moody's), and Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies ("Standard & Poor's"), have assigned ratings of "--" and "--", respectively, to the Bonds. Such ratings reflect only the views of such organizations and any desired explanation of the significance of such ratings should be obtained from the rating agency furnishing the same, at the following addresses: Moody's, 700 World Trade Center, 250 Greenwich Street, New York, New York 10007; Standard & Poor's, 55 Water Street, 38th Floor, New York, New York 10041. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. There is no assurance such ratings will continue for any given period of time or that such ratings will not be revised downward or withdrawn entirely by the rating agencies, if in the judgment of such rating agencies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the Bonds.

UNDERWRITING

Pursuant to the terms of a public sale held on __________, 2008, ______________, as underwriter (the "Underwriter") has agreed to purchase the Bonds from the District at the purchase price of $__________ (which represents the aggregate principal amount of the Bonds, plus original issue premium in the amount of $__________, less original issue discount in the amount of $__________, less the Underwriter's compensation of $__________). The Underwriter has agreed to pay costs of issuance on behalf of the District from the purchase price of the Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS." The Underwriter has represented to the District that the Bonds were reoffered to the public at the yields set forth on the inside cover page of this Official Statement. The Underwriter will be obligated to take and pay for all of the Bonds, if any Bond is purchased.

LEGALITY FOR INVESTMENT IN CALIFORNIA

Under provisions of the State Financial Code, the Bonds are legal investments for commercial banks in the State, to the extent that the Bonds, in the informed opinion of the bank, are prudent for the investment of funds of depositors, and, under provisions of the State Government Code, are eligible for security for deposits of public moneys in the State.

NO LITIGATION

The District is not aware of any litigation pending or threatened questioning the political existence of the District or contesting the District's ability to receive ad valorem taxes or to collect other revenues or contesting the District's ability to issue and retire the Bonds. A certificate to that effect will be furnished to purchasers at the time of the original delivery of the Bonds as to the foregoing.

ADDITIONAL INFORMATION

The purpose of this Official Statement is to supply information to prospective buyers of the Bonds. Quotations from and summaries and explanations of the Bonds, the District Resolution providing for issuance of the
Bonds, and the constitutional provisions, statutes and other documents described herein do not purport to be complete, and reference is made to said documents, constitutional provisions and statutes for full and complete statements of their provisions. Copies of the District Resolution and certain other documents relating to the issuance of the Bonds are available for inspection at the District by request to the Chief Financial Officer at (415) 241-6542.

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

The delivery of this Official Statement has been duly authorized by the District.

SAN FRANCISCO UNIFIED SCHOOL DISTRICT

By: ______________________________

Joseph C. Grazioli
Chief Financial Officer
APPENDIX B

PROPOSED FORM OF OPINION OF BOND COUNSEL

Upon delivery of the Bonds, Bond Counsel proposes to render its final approving opinion with respect to the Bonds in substantially the following form:

[Closing Date]

Board of Education
San Francisco Unified School District
San Francisco, California

$150,000,000
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
(CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA)
(PROPOSITION A, ELECTION OF 2006)
GENERAL OBLIGATION BONDS
SERIES B (2008)

Members of the Board of Education:

We have acted as bond counsel to the San Francisco Unified School District (the “District”) and in such capacity have examined a record of proceedings related to the issuance of the San Francisco Unified School District (City and County of San Francisco, California) (Proposition A, Election of 2006) General Obligation Bonds, Series B (2008) (the “Bonds”). The Bonds are issued under and pursuant to Title 1, Division 1, Part 10, Chapter 1.5 of the California Education Code, a 55% vote of the qualified electors of the District voting at an election held on November 7, 2006, a resolution adopted by the Board of Supervisors of the City and County of San Francisco on December 12, 2006 (the “City Resolution”) and a resolution adopted by the Board of Education of the District (the “Board of Education”) on __________, 2008 (the “District Resolution”).

In our capacity as bond counsel, we have reviewed originals or copies certified or otherwise identified to our satisfaction of such documents, certificates, opinions and other matters as we deemed necessary or appropriate to render the opinions set forth herein. As to questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation, and we have assumed, but have not independently verified, that the signatures on all documents, certificates and opinions that we reviewed are genuine.

Certain requirements and procedures contained or referred to in the District Resolution or other relevant documents relating to the Bonds may be changed, and certain actions may be taken, under the circumstances and subject to the terms and conditions set forth in such documents, upon the advice or with the approving opinion of counsel nationally recognized in the area of tax-exempt obligations. We express no opinion as to the exclusion of interest on the Bonds from gross income of the owners of the Bonds for federal income tax purposes on and after the date on which any such change occurs or action is taken upon the advice or approval of counsel other than this firm.

Based on the foregoing and subject to the limitations and qualifications herein specified, as of the date hereof, under existing law, we are of the opinion that:

1. The Bonds constitute valid and binding general obligation bonds of the District, payable solely from the proceeds of the levy of ad valorem taxes on all property subject to such taxes in the District, which taxes are unlimited as to rate or amount.

2. Assuming continuing compliance by the District with certain covenants in the District Resolution and other relevant documents relating to the Bonds and the requirements of the Internal Revenue Code of 1986, as
amended, regarding the use, expenditure and investment of Bond proceeds and the timely payment of certain investment earnings to the United States, interest on the Bonds is not includable in the gross income of the owners of the Bonds for federal income tax purposes. Failure of the District to comply with such covenants and requirements may cause interest on the Bonds to become includable in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds.

3. Interest on the Bonds is not treated as an item of tax preference in calculating the federal alternative minimum taxable income of individuals and corporations. Interest on the Bonds, however, is included as an adjustment in calculating federal corporate alternative minimum taxable income and therefore may affect a corporation’s alternative minimum tax liability.

4. Interest on the Bonds is exempt from personal income taxes imposed by the State of California.

We express no opinion regarding other federal or State of California income tax consequences caused by the ownership of or the receipt of interest on the Bonds.

With respect to the opinions expressed herein, the enforceability of the rights and obligations under the Bonds is subject to bankruptcy, insolvency, reorganization, arrangement, moratorium and other laws affecting the enforcement of creditors’ rights generally, to the application of equitable principles (regardless of whether such enforceability is considered in equity or at law), to the exercise of judicial discretion in appropriate cases, and to the limitations on legal remedies against school districts in the State of California.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions. Such opinions may be adversely affected by actions taken or events occurring, including a change in law, regulation or ruling (or in the application of official interpretation of any law, regulation or ruling) after the date hereof. We have not undertaken to determine, or to inform any person, whether such actions are taken or such events occur, and we have no obligation to update this opinion in light of such actions or events.

Respectfully submitted,
APPENDIX C

EXCERPTS FROM FINANCIAL STATEMENTS OF THE DISTRICT
FOR THE FISCAL YEAR ENDED JUNE 30, 2007
APPENDIX D

BOOK-ENTRY ONLY SYSTEM

The information in this Appendix concerning The Depository Trust Company ("DTC"), New York, New York, and DTC’s book-entry system has been obtained from DTC and the District takes no responsibility for the completeness or accuracy thereof. The District cannot and does not give any assurances that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Bonds, (b) certificates representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Bonds, or that they will so do on a timely basis, or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this Appendix. The current “Rules” applicable to DTC are on file with the Securities and Exchange Commission and the current “Procedures” of DTC to be followed in dealing with DTC Participants are on file with DTC.

The DTC will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered security certificate will be issued for each maturity of the Bonds, each in the principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issue of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC, is the holding company for DTC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation and Fixed Income Clearing Corporation all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has Standard & Poor’s highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual
Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of the Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. The conveyance of notices and other communications by DTC to DTC Participants, by DTC Participants to Indirect Participants and by DTC Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Any failure of DTC to advise any DTC Participant, or of any DTC Participant or Indirect Participant to notify a Beneficial Owner, of any such notice and its content or effect will not affect the validity of the redemption of the Bonds called for redemption or of any other action promised on such notice. Redemption of portions of the Bonds by the District will reduce the outstanding principal amount of Bonds held by DTC. In such event, DTC will implement, through its book-entry system, a redemption by lot of interests in the Bonds held for the account of DTC Participants in accordance with its own rules or other agreements with DTC Participants and then DTC Participants and Indirect Participants will implement a redemption of the Bonds for the Beneficial Owners. Any such selection of Bonds to be redeemed will not be governed by the Indenture and will not be conducted by the District or the Paying Agent.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of principal, premium, if any, and interest evidenced by the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts upon DTC’s receipt of funds and corresponding detail information from the District or the Paying Agent, on payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name,” and will be the responsibility of such Participant and not of DTC (nor its nominee), the Paying Agent, or the District, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal of, premium, if any, and interest evidenced by the Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the District or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

NEITHER THE DISTRICT NOR THE PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DTC PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS WITH RESPECT TO THE PAYMENTS OR THE PROVIDING OF NOTICE TO DTC PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS OR THE SELECTION OF BONDS FOR REDEMPTION OR THE SELECTION OF BONDS FOR REDEMPTION.

Neither the District nor the Paying Agent can give any assurances that DTC, DTC Participants, Indirect Participants or others will distribute payments of principal of, premium, if any, and interest on the Bonds paid to DTC or its nominee, as the registered Owner, or any redemption or other notice, to the Beneficial Owners or that they will do so on a timely basis or that DTC will serve and act in a manner described in this Official Statement.
DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the District or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, security certificates are required to be printed and delivered.

The District may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered.

In the event that the book-entry system is discontinued as described above, the requirements of the Resolution will apply. The foregoing information concerning DTC concerning and DTC's book-entry system has been provided by DTC, and none of the District or the Paying Agent take any responsibility for the accuracy thereof.

The District and the Paying Agent do not give any assurances that DTC, the Participants or others will distribute payments of principal, interest or premium, if any, evidenced by the Bonds paid to DTC or its nominee as the registered owner, or will distribute any redemption notices or other notices, to the Beneficial Owners, or that they will do so on a timely basis or will serve and act in the manner described in this Official Statement. Neither the District nor the Paying Agent is responsible or liable for the failure of DTC or any Participant to make any payment or give any notice to a Beneficial Owner with respect to the Bonds or an error or delay relating thereto.
APPENDIX E

PROPOSED FORM OF DISCLOSURE DISSEMINATION AGENT AGREEMENT

This Disclosure Dissemination Agent Agreement (the "Disclosure Agreement"), dated as of __________ 2008, is executed and delivered by San Francisco Unified School District (the "Issuer") and Digital Assurance Certification, L.L.C., as exclusive Disclosure Dissemination Agent (the "Disclosure Dissemination Agent" or "DAC") for the benefit of the Holders (hereinafter defined) of the San Francisco Unified School District (City and County of San Francisco, California) (Proposition A, Election of 2006) General Obligation Bonds, Series B (2008) (the "Bonds") and in order to provide certain continuing disclosure with respect to the Bonds in accordance with Rule 15c2-12 of the United States Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time (the "Rule").

SECTION 1. Definitions. Capitalized terms not otherwise defined in this Disclosure Agreement shall have the meaning assigned in the Rule or, to the extent not in conflict with the Rule, in the Official Statement (hereinafter defined). The capitalized terms shall have the following meanings:

"Annual Report" means an Annual Report described in and consistent with Section 3 of this Disclosure Agreement.

"Annual Filing Date" means the date, set in Sections 2(a) and 2(f), by which the Annual Report is to be filed with the Repositories.

"Annual Financial Information" means annual financial information as such term is used in paragraph (b)(5)(i) of the Rule and specified in Section 3(a) of this Disclosure Agreement.

"Audited Financial Statements" means the financial statements (if any) of the Issuer for the most recently completed fiscal year prior to the reporting date, certified by an independent auditor as prepared in accordance with generally accepted accounting principles or otherwise, as such term is used in paragraph (b)(5)(i) of the Rule and specified in Section 3(b) of this Disclosure Agreement.

"Bonds" means the bonds as listed on the attached Exhibit A, with the 9-digit CUSIP numbers relating thereto.

"Certification" means a written certification of compliance signed by the Disclosure Representative stating that the Annual Report, Audited Financial Statements, Voluntary Report or Notice Event notice delivered to the Disclosure Dissemination Agent is the Annual Report, Audited Financial Statements, Voluntary Report or Notice Event notice then required to be submitted to the Repositories under this Disclosure Agreement. A Certification shall accompany each such document submitted to the Disclosure Dissemination Agent by the Issuer and include the full name of the Bonds and the 9-digit CUSIP numbers for all Bonds to which the document applies.

"Disclosure Representative" means the District's Deputy Superintendent, Policy and Operations, Executive Director of Business Services, Chief Business Officer, Chief Financial Officer or other equivalent authorized officer as may exist from time to time, or such other person as the Issuer shall designate in writing to the Disclosure Dissemination Agent from time to time as the person responsible for providing Information to the Disclosure Dissemination Agent.

"Disclosure Dissemination Agent" means Digital Assurance Certification, L.L.C., acting in its capacity as Disclosure Dissemination Agent hereunder, or any successor Disclosure Dissemination Agent designated in writing by the Issuer pursuant to Section 9 hereof.
“Holder” means any person (a) having the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries) or (b) treated as the owner of any Bonds for federal income tax purposes.

“Information” means the Annual Financial Information, the Audited Financial Statements (if any) the Notice Event notices, and the Voluntary Reports.

“Notice Event” means an event listed in Sections 4(a) of this Disclosure Agreement.

“MSRB” means the Municipal Securities Rulemaking Board established pursuant to Section 15B(b)(1) of the Securities Exchange Act of 1934.

“National Repository” means any Nationally Recognized Municipal Securities Information Repository for purposes of the Rule. The list of National Repositories maintained by the United States Securities and Exchange Commission shall be conclusive for purposes of determining National Repositories. As of the date of execution hereof, the following are National Repositories:

1. DPC Data Inc.
   One Executive Drive
   Fort Lee, New Jersey 07024
   (201) 346-0701 (phone) (201) 947-0107 (fax)
   Email: nrmsir@dpcdata.com

2. FT Interactive Data
   Attn: Repository
   100 Williams Street
   New York, New York 10038
   (212) 771-6999 (phone)
   (212) 771-7390 (fax for secondary market information)
   (212) 771-7391 (fax for primary market information)
   Email: NRMSIR@FTI.com

3. Bloomberg Municipal Repositories
   100 Business Park Drive
   Skillman, New Jersey 08558
   (609) 279-3225 (phone)
   (609) 279-2066 (fax)
   Email: Munis@Bloomberg.com

4. Standard & Poor’s J.J. Kenny Repository
   55 Water Street
   45th Floor
   New York, New York 10041
   (212) 438-4595 (phone) (212) 438-3975 (fax)
   Email: nrmsir_repository@sandp.com

“Official Statement” means that Official Statement prepared by or on behalf of the Issuer in connection with the Bonds.

“Repository” means the MSRB, each National Repository and the State Depository (if any).

“State Depository” means any public or private depository or entity designated by the State of California as a state information depository (if any) for the purpose of the Rule provided, that if the state in which the Issuer is located does not have a designated State Depository, any filing with a State Depository is necessary hereunder. The list of state information depositories maintained by the United States Securities and Exchange Commission shall be conclusive as to the existence of a State Depository.

E-2
"Trustee" or "Paying Agent" means the institution or entity identified as such in the document under which the Bonds were issued.

"Voluntary Report" means the information provided to the Disclosure Dissemination Agent by the Issuer pursuant to Section 7.

SECTION 2. Provision of Annual Reports.

(a) The Issuer shall provide, annually, an electronic copy of the Annual Report and Certification to the Disclosure Dissemination Agent, together with a copy for the Trustee, not later than 30 days prior to the Annual Filing Date. Promptly upon receipt of an electronic copy of the Annual Report and the Certification, the Disclosure Dissemination Agent shall provide an Annual Report to each National Repository and the State Depository (if any) not later than 270 days after the end of each fiscal year of the Issuer, commencing with the fiscal year ending June 30, 2008. Such date and each anniversary thereof is the Annual Filing Date. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 3 of this Disclosure Agreement.

(b) If on the fifteenth (15th) day prior to the Annual Filing Date, the Disclosure Dissemination Agent has not received a copy of the Annual Report and Certification, the Disclosure Dissemination Agent shall contact the Disclosure Representative by telephone and in writing (which may be by e-mail) to remind the Issuer of its undertaking to provide the Annual Report pursuant to Section 2(a). Upon such reminder, the Disclosure Representative shall either (i) provide the Disclosure Dissemination Agent with an electronic copy of the Annual Report and the Certification no later than two (2) business days prior to the Annual Filing Date, or (ii) instruct the Disclosure Dissemination Agent in writing that the Issuer will not be able to file the Annual Report within the time required under this Disclosure Agreement, state the date by which the Annual Report for such year will be provided and instruct the Disclosure Dissemination Agent that a Notice Event as described in Section 4(a)(12) has occurred and to immediately send a notice to each National Repository or the MSRB and the State Depository (if any) in substantially the form attached as Exhibit B.

(c) If the Disclosure Dissemination Agent has not received an Annual Report and Certification by 12:00 noon on the first business day following the Annual Filing Date for the Annual Report, a Notice Event described in Section 4(a)(12) shall have occurred and the Issuer irrevocably directs the Disclosure Dissemination Agent to immediately send a notice to each National Repository or the MSRB and the State Depository (if any) in substantially the form attached as Exhibit B.

(d) If Audited Financial Statements of the Issuer are prepared but not available prior to the Annual Filing Date, the Issuer shall, when the Audited Financial Statements are available, provide in a timely manner an electronic copy to the Disclosure Dissemination Agent, accompanied by a Certificate, together with a copy for the Trustee, for filing with each National Repository and the State Depository (if any).

(e) The Disclosure Dissemination Agent shall:

(i) determine the name and address of each Repository each year prior to the Annual Filing Date;

(ii) upon receipt, promptly file each Annual Report received under Section 2(a) with each National Repository, and the State Depository, (if any);

(iii) upon receipt, promptly file each Audited Financial Statement received under Section 2(d) with each National Repository, and the State Depository (if any);

(iv) upon receipt, promptly file the text of each disclosure to be made with each National Repository or the MSRB and the State Depository (if any) together with a completed copy of the MSRB Material Event Notice Cover Sheet in the form attached as Exhibit C,
describing the event by checking the box indicated below when filing pursuant to the Section of this Disclosure Agreement indicated:

1. "Principal and interest payment delinquencies," pursuant to Sections 4(c) and 4(a)(1);

2. "Non-Payment related defaults," pursuant to Sections 4(c) and 4(a)(2);

3. "Unscheduled draws on debt service reserves reflecting financial difficulties," pursuant to Sections 4(c) and 4(a)(3);

4. "Unscheduled draws on credit enhancements reflecting financial difficulties," pursuant to Sections 4(c) and 4(a)(4);

5. "Substitution of credit or liquidity providers, or their failure to perform," pursuant to Sections 4(c) and 4(a)(5);

6. "Adverse tax opinions or events affecting the tax-exempt status of the security," pursuant to Sections 4(c) and 4(a)(6);

7. "Modifications to rights of securities holders," pursuant to Sections 4(c) and 4(a)(7);

8. "Bond calls," pursuant to Sections 4(c) and 4(a)(8);

9. "Defeasances," pursuant to Sections 4(c) and 4(a)(9);

10. "Release, substitution, or sale of property securing repayment of the securities," pursuant to Sections 4(c) and 4(a)(10);

11. "Ratings changes," pursuant to Sections 4(c) and 4(a)(11);

12. "Failure to provide annual financial information as required," pursuant to Section 2(b)(ii) or Section 2(c), together with a completed copy of Exhibit B to this Disclosure Agreement;

13. "Other material event notice (specify)," pursuant to Section 7 of this Agreement, together with the summary description provided by the Disclosure Representative.

(v) provide the Issuer evidence of the filings of each of the above when made, which shall be by means of the DAC system, for so long as DAC is the Disclosure Dissemination Agent under this Disclosure Agreement.

(f) The Issuer may adjust the Annual Filing Date upon change of its fiscal year by providing written notice of such change and the new Annual Filing Date to the Disclosure Dissemination Agent, Trustee (if any) and the Repositories, provided that the period between the existing Annual Filing Date and new Annual Filing Date shall not exceed one year.

SECTION 3. Content of Annual Reports.

(a) Each Annual Report shall contain annual financial information with respect to the Issuer, including the tabular data provided in the Official Statement under the headings: "SECURITY AND SOURCE OF PAYMENT FOR THE BONDS—Assessed Valuation of Taxable Property," and "—Tax Rates, Levies, Collections and Delinquencies."
(b) Audited Financial Statements prepared in accordance with generally accepted accounting principles as set forth by the National Council on Governmental Accounting will be included in the Annual Report, such Audited Financial Statements to include District enrollment or Average Daily Attendance for the fiscal year of such Audited Financial Statements. See APPENDIX C in the Official Statement.

Any or all of the items listed above may be included by specific reference from other documents, including official statements of debt issues with respect to which the Issuer is an “obligated person” (as defined by the Rule), which have been previously filed with each of the National Repositories or the Securities and Exchange Commission. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The Issuer will clearly identify each such document so incorporated by reference.

SECTION 4. Reporting of Notice Events.

(a) The occurrence of any of the following events, if material, with respect to the Bonds constitutes a Notice Event:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements relating to the Bonds reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions or events affecting the tax-exempt status of the Bonds;
7. Modifications to rights of Bond holders;
8. Bond calls;
9. Defeasances;
10. Release, substitution, or sale of property securing repayment of the Bonds;
11. Rating changes on the Bonds; and
12. Failure to provide annual financial information as required.

The Issuer shall promptly notify the Disclosure Dissemination Agent in writing upon the occurrence of a Notice Event. Such notice shall instruct the Disclosure Dissemination Agent to report the occurrence pursuant to subsection (c). Such notice shall be accompanied with the text of the disclosure that the Issuer desires to make, the written authorization of the Issuer for the Disclosure Dissemination Agent to disseminate such information, and the date the Issuer desires for the Disclosure Dissemination Agent to disseminate the information.

(b) The Disclosure Dissemination Agent is under no obligation to notify the Issuer or the Disclosure Representative of an event that may constitute a Notice Event. In the event the Disclosure Dissemination Agent so notifies the Disclosure Representative, the Disclosure Representative will within five business days of receipt of such notice, instruct the Disclosure Dissemination Agent that (i) a Notice Event has not occurred and no filing is to be made or (ii) a Notice Event has occurred and the Disclosure Dissemination Agent is to report the occurrence pursuant to subsection (c), together with the text of the disclosure that the Issuer desires to make, the written authorization of the Issuer for the Disclosure Dissemination Agent to disseminate such information, and the date the Issuer desires for the Disclosure Dissemination Agent to disseminate the information.
(c) If the Disclosure Dissemination Agent has been instructed by the Issuer as prescribed in subsection (a) or (b)(ii) of this Section 4 to report the occurrence of a Notice Event, the Disclosure Dissemination Agent shall promptly file a notice of such occurrence with the State Depository (if any) and (i) each National Repository, or (ii) the MSRB.

SECTION 5. CUSIP Numbers. Whenever providing information to the Disclosure Dissemination Agent, including but not limited to Annual Reports, documents incorporated by reference to the Annual Reports, Audited Financial Statements, notices of Notice Events, and Voluntary Reports filed pursuant to Section 7(a), the Issuer shall indicate the full name of the Bonds and the 9-digit CUSIP numbers for the Bonds as to which the provided information relates.

SECTION 6. Additional Disclosure Obligations. The Issuer acknowledges and understands that other state and federal laws, including but not limited to the Securities Act of 1933 and Rule 10b-5 promulgated under the Securities Exchange Act of 1934, may apply to the Issuer, and that the failure of the Disclosure Dissemination Agent to so advise the Issuer shall not constitute a breach by the Disclosure Dissemination Agent of any of its duties and responsibilities under this Disclosure Agreement. The Issuer acknowledges and understands that the duties of the Disclosure Dissemination Agent relate exclusively to execution of the mechanical tasks of disseminating information as described in this Disclosure Agreement.

SECTION 7. Voluntary Reports.

(a) The Issuer may instruct the Disclosure Dissemination Agent to file information with the Repositories, from time to time pursuant to a Certification of the Disclosure Representative accompanying such information (a “Voluntary Report”).

(b) Nothing in this Disclosure Agreement shall be deemed to prevent the Issuer from disseminating any other information through the Disclosure Dissemination Agent using the means of dissemination set forth in this Disclosure Agreement or including any other information in any Annual Report, Annual Financial Statement, Voluntary Report or Notice Event notice, in addition to that required by this Disclosure Agreement. If the Issuer chooses to include any information in any Annual Report, Annual Financial Statement, Voluntary Report or Notice Event notice in addition to that which is specifically required by this Disclosure Agreement, the Issuer shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report, Annual Financial Statement, Voluntary Report or Notice Event notice.

SECTION 8. Termination of Reporting Obligation. The obligations of the Issuer and the Disclosure Dissemination Agent under this Disclosure Agreement shall terminate with respect to the Bonds upon the legal defeasance, prior redemption or payment in full of all of the Bonds, when the Issuer is no longer an obligated person with respect to the Bonds, or upon delivery by the Disclosure Representative to the Disclosure Dissemination Agent of an opinion of nationally recognized bond counsel to the effect that continuing disclosure is no longer required.

SECTION 9. Disclosure Dissemination Agent. The Issuer has appointed Digital Assurance Certification, L.L.C. as exclusive Disclosure Dissemination Agent under this Disclosure Agreement. The Issuer may, upon thirty days written notice to the Disclosure Dissemination Agent, replace or appoint a successor Disclosure Dissemination Agent. Upon termination of DAC’s services as Disclosure Dissemination Agent, whether by notice of the Issuer or DAC, the Issuer agrees to appoint a successor Disclosure Dissemination Agent or, alternately, agrees to assume all responsibilities of Disclosure Dissemination Agent under this Disclosure Agreement for the benefit of the Holders of the Bonds. Notwithstanding any replacement or appointment of a successor, the Issuer shall remain liable until payment in full for any and all sums owed and payable to the Disclosure Dissemination Agent. The Disclosure Dissemination Agent may resign at any time by providing thirty days’ prior written notice to the Issuer.

SECTION 10. Remedies in Event of Default. In the event of a failure of the Issuer or the Disclosure Dissemination Agent to comply with any provision of this Disclosure Agreement, the Holders’ rights to enforce the provisions of this Agreement shall be limited solely to a right, by action in mandamus or for specific performance, to compel performance of the parties’ obligation under this Disclosure Agreement. Any failure by a party to perform in
accordance with this Disclosure Agreement shall not constitute a default on the Bonds or under any other document relating to the Bonds, and all rights and remedies shall be limited to those expressly stated herein.

SECTION 11. Duties, Immunities and Liabilities of Disclosure Dissemination Agent.

(a) The Disclosure Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Agreement. The Disclosure Dissemination Agent’s obligation to deliver the information at the times and with the contents described herein shall be limited to the extent the Issuer has provided such information to the Disclosure Dissemination Agent as required by this Disclosure Agreement. The Disclosure Dissemination Agent shall have no duty with respect to the content of any disclosures or notice made pursuant to the terms hereof. The Disclosure Dissemination Agent shall have no duty or obligation to review or verify any Information or any other information, disclosures or notices provided to it by the Issuer and shall not be deemed to be acting in any fiduciary capacity for the Issuer, the Holders of the Bonds or any other party. The Disclosure Dissemination Agent shall have no responsibility for the Issuer’s failure to report to the Disclosure Dissemination Agent a Notice Event or a duty to determine the materiality thereof. The Disclosure Dissemination Agent shall have no duty to determine, or liability for failing to determine, whether the Issuer has complied with this Disclosure Agreement. The Disclosure Dissemination Agent may conclusively rely upon certifications of the Issuer at all times.

THE ISSUER AGREES TO INDEMNIFY AND SAVE THE DISCLOSURE DISSEMINATION AGENT AND ITS RESPECTIVE OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS, HARMLESS AGAINST ANY LOSS, EXPENSE AND LIABILITIES WHICH THEY MAY INCUR ARISING OUT OF OR IN THE EXERCISE OR PERFORMANCE OF THEIR POWERS AND DUTIES HEREUNDER, INCLUDING THE COSTS AND EXPENSES (INCLUDING ATTORNEYS FEES) OF DEFENDING AGAINST ANY CLAIM OF LIABILITY, BUT EXCLUDING LIABILITIES DUE TO THE DISCLOSURE DISSEMINATION AGENT’S GROSS NEGLIGENCE OR WILLFUL MISCONDUCT.

The obligations of the Issuer under this Section shall survive resignation or removal of the Disclosure Dissemination Agent and defeasance, redemption or payment of the Bonds.

(b) The Disclosure Dissemination Agent may, from time to time, consult with legal counsel (either in-house or external) of its own choosing in the event of any disagreement or controversy, or question or doubt as to the construction of any of the provisions hereof or its respective duties hereunder, and neither of them shall incur any liability and shall be fully protected in acting in good faith upon the advice of such legal counsel. The fees and expenses of such counsel shall be payable by the Issuer.

SECTION 12. Amendment: Waiver. Notwithstanding any other provision of this Disclosure Agreement, the Issuer and the Disclosure Dissemination Agent may amend this Disclosure Agreement and any provision of this Disclosure Agreement may be waived, if such amendment or waiver is supported by an opinion of counsel expert in federal securities laws acceptable to both the Issuer and the Disclosure Dissemination Agent to the effect that such amendment or waiver does not materially impair the interests of Holders of the Bonds and would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule; provided neither the Issuer or the Disclosure Dissemination Agent shall be obligated to agree to any amendment modifying their respective duties or obligations without their consent thereto.

Notwithstanding the preceding paragraph, the Disclosure Dissemination Agent shall have the right to adopt amendments to this Disclosure Agreement necessary to comply with modifications to and interpretations of the provisions of the Rule as announced by the Securities and Exchange Commission from time to time by giving not less than 20 days written notice of the intent to do so together with a copy of the proposed amendment to the Issuer. No such amendment shall become effective if the Issuer shall, within 10 days following the giving of such notice, send a notice to the Disclosure Dissemination Agent in writing that it objects to such amendment.

SECTION 13. Beneficiaries. This Disclosure Agreement shall inure solely to the benefit of the Issuer, the Disclosure Dissemination Agent, the underwriter, and the Holders from time to time of the Bonds, and shall create no rights in any other person or entity.
SECTION 14.  **Governing Law.** This Disclosure Agreement shall be governed by the laws of the State of California (other than with respect to conflicts of laws).

SECTION 15.  **Counterparts.** This Disclosure Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]
The Disclosure Dissemination Agent and the Issuer have caused this Disclosure Agreement to be executed, on the date first written above, by their respective officers duly authorized.

DIGITAL ASSURANCE CERTIFICATION, L.L.C., as Disclosure Dissemination Agent

By: ________________________________
   Name: ________________________________
   Title: ________________________________

SAN FRANCISCO UNIFIED SCHOOL DISTRICT, as Issuer

By: ________________________________
   Joseph C. Grazioli
   Chief Financial Officer
EXHIBIT A

NAME AND CUSIP NUMBERS OF BONDS

Name of Issuer: San Francisco Unified School District
Obligated Person(s): San Francisco Unified School District
Date of Issuance: __________, 2008
Date of Official Statement: __________, 2008

CUSIP Number:
CUSIP Number:
CUSIP Number:
CUSIP Number:
CUSIP Number:
CUSIP Number:
CUSIP Number:
CUSIP Number:
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CUSIP Number:
CUSIP Number:
CUSIP Number:
CUSIP Number:
CUSIP Number:
EXHIBIT B

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Issuer: San Francisco Unified School District
Obligated Person: San Francisco Unified School District
Date of Issuance: _______, 2008

NOTICE IS HEREBY GIVEN that the Issuer has not provided an Annual Report with respect to the above-named Bonds as required by the Disclosure Agreement, dated as of _______, 2008, between the Issuer and Digital Assurance Certification, L.L.C., as Disclosure Dissemination Agent. The Issuer has notified the Disclosure Dissemination Agent that it anticipates that the Annual Report will be filed by [______________________]

Dated: ____________________________

Digital Assurance Certification, L.L.C., as Disclosure Dissemination Agent, on behalf of the Issuer

cc: Issuer
    Obligated Person
EXHIBIT C

MATERIAL EVENT NOTICE COVER SHEET

This cover sheet and material event notice should be sent to the Municipal Securities Rulemaking Board or to all Nationally Recognized Municipal Securities Information Repositories, and the State Information Depository, if applicable, pursuant to Securities and Exchange Commission Rule 15c2-12(b)(5)(i)(C) and (D).

Issuer's and/or Other Obligated Person's Name:
San Francisco Unified School District

Issuer's Six-Digit CUSIP Number:
[______________]

or Nine-Digit CUSIP Number(s) of the bonds to which this material event notice relates:
[______________]

Number of pages of attached material event notice:_____

Description of Material Events Notice (Check One):

1. ___ Principal and interest payment delinquencies
2. ___ Non-Payment related defaults
3. ___ Unscheduled draws on debt service reserves reflecting financial difficulties
4. ___ Unscheduled draws on credit enhancements reflecting financial difficulties
5. ___ Substitution of credit or liquidity providers, or their failure to perform
6. ___ Adverse tax opinions or events affecting the tax-exempt status of the security
7. ___ Modifications to rights of securities holders.
8. ___ Bond calls.
9. ___ Defeasances
10. ___ Release, substitution, or sale of property securing repayment of the securities
11. ___ Rating changes
12. ___ Failure to provide annual financial information as required
13. ___ Other material event notice (specify)________________________

I hereby represent that I am authorized by the issuer or its agent to distribute this information publicly:

______________________________
Signature:

______________________________
Name: __________________________ Title: __________________________

Employer: Digital Assurance Certification, L.L.C.

Address __________________________

City, State, Zip Code: __________________________

Voice Telephone Number: __________________________

Please print the material event notice attached to this cover sheet in 10-point type or larger. The cover sheet and notice may be faxed to the MSRB at (703) 683-1930 or sent to CDI\net, Municipal Securities Rulemaking Board, 1900 Duke Street, Suite 600, Alexandria, VA 22314. Contact the MSRB at (703) 797-6600 with questions regarding this form or the dissemination of this notice.
APPENDIX F

EXCERPTS FROM THE CITY AND COUNTY OF SAN FRANCISCO
INVESTMENT PORTFOLIO REPORT

The following information has been provided by the City and County of San Francisco for use herein. The District takes no responsibility for the accuracy or completeness of such information.

Investment Policy

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

The investment portfolio is sufficiently liquid to enable the City and County to meet all disbursement requirements that are anticipated from any fund during the subsequent eighteen months. As of June 30, 2008, the City and County’s surplus investment fund consisted of the investments classified below.

CITY AND COUNTY OF SAN FRANCISCO
All Funds Investment Portfolio
As of August 31, 2008

<table>
<thead>
<tr>
<th>Type of Investment</th>
<th>Book Value</th>
<th>Par Value</th>
<th>Market Value</th>
</tr>
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<tbody>
<tr>
<td>Treasury Bills</td>
<td>99,175,694</td>
<td>100,000,000</td>
<td>99,431,161</td>
</tr>
<tr>
<td>Treasury Notes</td>
<td>539,503,314</td>
<td>536,100,000</td>
<td>532,660,906</td>
</tr>
<tr>
<td>Federal Home Loan Bank</td>
<td>55,437,000</td>
<td>55,000,000</td>
<td>55,023,438</td>
</tr>
<tr>
<td>FHLMC BONDS</td>
<td>80,810,000</td>
<td>79,950,000</td>
<td>80,231,250</td>
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<tr>
<td>FHLB Floater Qtr Act - 360</td>
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<td>549,500,000</td>
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<tr>
<td>FFCB Floater Qtr Act - 360</td>
<td>50,000,000</td>
<td>50,000,000</td>
<td>50,000,000</td>
</tr>
<tr>
<td>Federal Nat Mortgage Assn</td>
<td>33,510,009</td>
<td>33,150,000</td>
<td>33,274,313</td>
</tr>
<tr>
<td>FNMA Discount Notes</td>
<td>148,345,125</td>
<td>150,000,000</td>
<td>148,890,000</td>
</tr>
<tr>
<td>Federal Farm Credit Bank</td>
<td>25,700,000</td>
<td>25,700,000</td>
<td>25,691,969</td>
</tr>
<tr>
<td>Federal Home Loan Disc Notes</td>
<td>272,517,653</td>
<td>275,000,000</td>
<td>274,099,889</td>
</tr>
<tr>
<td>FMC Discount Notes</td>
<td>131,089,402</td>
<td>132,428,000</td>
<td>132,016,272</td>
</tr>
<tr>
<td>Negotiable C.D.'s</td>
<td>260,000,000</td>
<td>260,000,000</td>
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<tr>
<td>Commercial Paper Disc</td>
<td>628,216,996</td>
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<td>Commercial Paper Int Bearing</td>
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<td>147,947,778</td>
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<tr>
<td>Public Time Deposit</td>
<td>40,200,000</td>
<td>40,200,000</td>
<td>40,200,000</td>
</tr>
<tr>
<td>Total</td>
<td>3,061,929,439</td>
<td>3,072,028,000</td>
<td>3,059,696,352</td>
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</table>

August 2008 Earnings Rate 2.733%  Weighted Average Maturity: 335 Days

Source: Office of the Treasurer, City and County of San Francisco
CITY AND COUNTY OF SAN FRANCISCO  
Investment Maturity Distribution  
Pooled Funds  
As of June 30, 2008

<table>
<thead>
<tr>
<th>Maturity</th>
<th>Cost</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 to 2 Months</td>
<td>913,004,483</td>
<td>29.80%</td>
</tr>
<tr>
<td>2 to 3 Months</td>
<td>278,439,364</td>
<td>9.10%</td>
</tr>
<tr>
<td>3 to 4 Months</td>
<td>348,734,456</td>
<td>11.40%</td>
</tr>
<tr>
<td>4 to 5 Months</td>
<td>393,054,511</td>
<td>12.80%</td>
</tr>
<tr>
<td>5 to 6 Months</td>
<td>49,345,125</td>
<td>1.60%</td>
</tr>
<tr>
<td>6 to 12 Months</td>
<td>158,217,996</td>
<td>5.20%</td>
</tr>
<tr>
<td>12 to 18 Months</td>
<td>564,035,178</td>
<td>18.40%</td>
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<tr>
<td>18 to 24 Months</td>
<td>25,700,000</td>
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</tr>
<tr>
<td>24 to 36 Months</td>
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<td>0.00%</td>
</tr>
<tr>
<td>36 to 48 Months</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td>48 to 60 Months</td>
<td>331,398,327</td>
<td>10.80%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>3,061,929,439</strong></td>
<td><strong>100%</strong></td>
</tr>
</tbody>
</table>

Weighted Average Maturity: 335 days

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

NOTICE INVITING PROPOSALS FOR PURCHASE OF BONDS
APPENDIX A

DISTRICT FINANCIAL AND DEMOGRAPHIC INFORMATION
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<td>A-22</td>
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THE DISTRICT

Introduction

The San Francisco Unified School District (the "District") has boundaries that are coterminous with the City and County of San Francisco (the "City"). The District provides public education from Pre-Kindergarten through Grade 12. Public schools have operated in the City since the Gold Rush (1849); however, the District has been a political subdivision of the State of California (the "State") since 1927. The administrative headquarters of the District are located at 555 Franklin Street, San Francisco, CA 94102.

The District operates 71 elementary and K-8 school sites, 15 middle schools, 18 senior high schools (including two continuation schools and an independent study school), and 36 State funded preschool sites. The District currently sponsors 9 independent charter schools; however, independent charter schools receive their funding directly from the State and function like independent agencies, including having control over their staffing and budget. For these reasons, information regarding enrollment, average daily attendance, budgets and other financial information relating to independent charter schools is not included in the District's audit reports or in this Official Statement. The District’s enrollment for Fiscal Year 2008-09 is projected to be [53,086]. The students represent the broad multi-cultural and multi-ethnic population of the District. Virtually all ethnic groups are represented in the District student body. Major groups in alphabetical order include African American/Blacks, Chinese, Filipinos, Latinos, Pacific Islanders, Southeast Asians and Whites. The administration and faculty reflects the diversified ethnicity of this cosmopolitan population. The District has an estimated total of [6,115] full-time equivalent certified administrators, teachers, para-professionals and classified personnel.

Enrollment History

Enrollment figures for the District for Fiscal Years 2004-05 through 2008-09 are set forth below.

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>District Schools (1)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2004-05</td>
<td>58,323</td>
</tr>
<tr>
<td>2005-06</td>
<td>57,276</td>
</tr>
<tr>
<td>2006-07</td>
<td>56,459</td>
</tr>
<tr>
<td>2007-08</td>
<td>[53,086]</td>
</tr>
<tr>
<td>2008-09(2)</td>
<td>[_____]</td>
</tr>
</tbody>
</table>

(1) Includes elementary, middle and high school students.
(2) Enrollment figure for Fiscal Year 2008-09 is a projection by the District.
Source: The District.
Population

The population of the City reached approximately 824,525 as of January 1, 2008, by estimate of the California Department of Finance. The City comprises the primary service area for the District.

The following table shows the recent population figures and per capita income for the City and the State.

**POPULATION AND INCOME**
2004 through 2008

<table>
<thead>
<tr>
<th>Year</th>
<th>City Population</th>
<th>State Population</th>
<th>City Per Capita Income</th>
<th>State Per Capita Income</th>
</tr>
</thead>
<tbody>
<tr>
<td>2004</td>
<td>793,095</td>
<td>36,252,878</td>
<td>$58,244</td>
<td>$35,019</td>
</tr>
<tr>
<td>2005</td>
<td>795,346</td>
<td>36,743,186</td>
<td>62,614</td>
<td>36,936</td>
</tr>
<tr>
<td>2006</td>
<td>800,099</td>
<td>37,195,240</td>
<td>69,942</td>
<td>38,956</td>
</tr>
<tr>
<td>2007</td>
<td>812,241</td>
<td>37,662,518</td>
<td>Not available(^{(1)})</td>
<td>41,571</td>
</tr>
<tr>
<td>2008</td>
<td>824,525</td>
<td>38,049,462</td>
<td>Not available(^{(1)})</td>
<td>Not available(^{(1)})</td>
</tr>
</tbody>
</table>

\(^{(1)}\) Information not available. Data is compiled from numerous sources by the U.S. Department of Commerce, Bureau of Economic Analysis, and is typically released with a significant time lag.

Sources: State Department of Finance, Demographic and Finance Research Units; U.S. Department of Commerce, Bureau of Economic Analysis; California Employment Development Department, Labor Market Information Division.

Board of Education

The District is governed by a seven-member elected board (the “Board of Education”), whose members are elected to four-year terms. The terms are staggered on two-year intervals providing continuity of governance.

**SAN FRANCISCO UNIFIED SCHOOL DISTRICT**
Board of Education

<table>
<thead>
<tr>
<th>Name</th>
<th>Office</th>
<th>Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark Sanchez</td>
<td>President</td>
<td>January 2009</td>
</tr>
<tr>
<td>Kim-Shree Maafa</td>
<td>Vice President</td>
<td>January 2011</td>
</tr>
<tr>
<td>Jane Kim</td>
<td>Member</td>
<td>January 2011</td>
</tr>
<tr>
<td>Eric Mar, Esq.</td>
<td>Member</td>
<td>January 2009</td>
</tr>
<tr>
<td>Hydra B. Mendoza</td>
<td>Member</td>
<td>January 2011</td>
</tr>
<tr>
<td>Jill Wynnns</td>
<td>Member</td>
<td>January 2009</td>
</tr>
<tr>
<td>Norman Yee</td>
<td>Member</td>
<td>January 2009</td>
</tr>
</tbody>
</table>

Superintendent and Administrative Personnel

The Superintendent of Schools of the District (the “Superintendent”) is appointed by and reports to the Board of Education. The Superintendent is responsible for management of the District’s day-to-day operations and supervises the work of other key District administrators.

Following are brief professional biographical summaries of the Superintendent and certain key administrative personnel.

**Carlos A. Garcia, Superintendent.** Carlos A. Garcia began as Superintendent for the District in July, 2007. With over a decade of prior experience as a superintendent, he has led several large school districts, including Fresno Unified School District in California, and Clark County School District in Nevada, the fifth largest school district in the country and one of the fastest growing in the nation.
Prior to assuming the position of Superintendent in San Francisco, Mr. García served as Vice President of Urban Advisory Resource for McGraw-Hill Education. He has also worked as a principal at several schools in the District and at Pajaro Valley Unified School District in Watsonville, California. From 1988 – 1991, he served as principal of the District’s Horace Mann Middle School which was designated a California Distinguished School during his tenure.

Mr. García holds a Bachelor of Arts degree in Political Science and a Master’s degree in Education from Claremont Men’s College in Claremont, California, and a credential in Educational Administration from California State University at Fullerton.

Myong Leigh, Deputy Superintendent, Policy and Operations. Myong Leigh has been a District staff member since August 2000. Areas of responsibility under Mr. Leigh’s supervision include policy development and implementation, business services, facilities, human resources, information technology, intergovernmental relations, and public engagement and communications. His work has focused in subject areas including financial planning and resource allocation, school site-based academic decision-making and budgeting, student assignment and desegregation, collective bargaining and labor relations, capital facilities planning, and transportation. Mr. Leigh’s work involves interaction and collaboration with numerous staff members in the district including all school sites and every department.

Immediately prior to working for the District, Mr. Leigh served as the Budget Director for the District of Columbia Public Schools. Prior to working in urban K-12 education, he was a financial advisor to state and local governments on capital facilities financing and budgeting. His clients included the District of Columbia, the City of Philadelphia, the Virginia Public School Authority, the City of Norfolk, and Montgomery County, Maryland.

Mr. Leigh holds a Master in Public Policy from Harvard University’s John F. Kennedy School of Government and a Bachelor of Science in Economics from the Wharton School of the University of Pennsylvania.

Dr. Tony Smith, Deputy Superintendent, Instruction, Innovation and Social Justice. Dr. Tony Smith joined the District in November, 2007. He was previously superintendent of Emery Unified School District (EUSD), where he was widely credited for its impressive turnaround in academic performance and his efforts to improve both funding issues and low student test scores. Dr. Smith also worked for the Bay Area Coalition for Equitable Schools (BayCES) where he led school redesign efforts resulting in the return of local control to EUSD in less than three years after a state takeover. In April, 2008, Dr. Smith received the Mark Bingham Award for Excellence in Achievement from the UC Berkeley California Alumni Association. The award honors a younger alumnus/a (1-20 years out of school) who has compiled significant accomplishments early in his or her career. A three-time graduate of UC Berkeley, Dr. Smith holds a B.A. in English, as well as an M.A. and a Ph.D. in Education.

Joseph C. Graziole, Chief Financial Officer. Joseph C. Graziole is the Chief Financial Officer of the District and has been a District staff member since December 2004. Mr. Graziole is responsible for the daily activities of 11 departments. Mr. Graziole has a undergraduate degree and a Master of Business Administration, Accounting from Golden Gate University. He consulted for the San Francisco Performing Arts Library & Museum as well as the Business Integration Group from 2003 through 2004. Prior to consulting, Mr. Graziole was employed with Cushman & Wakefield as Managing Director in Operations, Finance, Administration and Building Accounting from 1973 through 2003.

David Goldin, Chief Facilities Officer. David L. Goldin assumed the position of Chief Facilities Officer for the District in November 2004. He currently oversees nine departments and a total staff of 850 individuals. Mr. Goldin has an undergraduate degree and a Master of Architecture degree from the University of California, Berkeley, where he graduated Phi Beta Kappa and with highest honors. In addition, Mr. Goldin studied architecture and planning at Lund University in Sweden. Mr. Goldin’s experience ranges from the design and planning of new communities in Indonesia and Saudi Arabia to the design, construction and management of complex K-12 educational facilities throughout California. Mr. Goldin is a registered Architect and licensed General Contractor in California, a member of the American Institute of Architects and a member of the California Association of School Business Officials.
Leonard Tom, Director of Finance & Administration, SFUSD Bond Program. Mr. Tom earned a Bachelor’s Degree in City and Regional Planning from California Polytechnic State University in San Luis Obispo and a Master’s Degree in City Planning from the University of California, Berkeley. Mr. Tom is currently the finance director for the District’s Proposition A (2003) and the Proposition A (2006) Bond Programs to modernize 90 school sites. He has 35 years of financial, planning, administrative and consulting experience in public infrastructure and real estate development, public transit, convention facilities and housing. Prior to joining the District, he served as Financial Manager and Chief Financial Officer for the City’s Convention Facilities Department, overseeing expansion of the Moscone Convention Center. Other accomplishments include financial management of the Waterfront Transportation Projects along San Francisco’s Embarcadero and administration of the Transit Impact Development Fee while with the Chief Administrative Officer and the San Francisco Public Utilities Commission. Mr. Tom helped develop community development policy as a regional planner with the Association of Bay Area Governments.

Paulette Terrell, Director of Fiscal Services. Ms. Terrell, a graduate of the University of Arkansas AM&N College, earned a Bachelor of Science Degree in Business Administration with a Minor in Accounting. She also has earned several certificates for additional educational course work in income tax accounting, cost accounting, government accounting and school business training and management. Ms. Terrell has served in public education for eight years and currently is the Director of Fiscal Services for the District. Before joining the District, Ms. Terrell held other positions in the private sector and federal government. During her tenure with these organizations, she served as an auditor for nine years and as an accounting and budget manager for 17 years.

Reeta Madhavan, Budget Director. Ms. Madhavan has been with the District since September, 2002, during which time she has held increasingly challenging responsibilities in the Budget Office. Ms. Madhavan has more than 11 years of experience in both corporate and commercial real estate banking. She was an Assistant Vice-President of Commercial Real Estate Lending, and managed a portfolio of construction and leasehold improvement loans in excess of $300 million, at a medium-sized bank in Cambridge, Massachusetts. She earned a Master of Arts degree from the State University of New York at Stony Brook, and a Master’s degree in Business Administration with a major in Finance and Accounting from Babson College, Massachusetts. Ms. Madhavan continues to receive ongoing professional training in school finance and new legislation that affects budgets and funding for schools.

Maribel Medina, General Counsel. Ms. Medina assumed the position of General Counsel to the District in July, 2008. Ms. Medina has an undergraduate degree and a Juris Doctor from the University of California, Berkeley, and a Master of Public Administration from Harvard University. Prior to joining the District, she served as Special Counsel to the Los Angeles Unified School District’s Board of Education from June, 2005, through July, 2008, servicing as lead legal advisor to the LAUSD Board on issues ranging from education, real estate, environmental and construction to labor and budgeting issues. Ms. Medina is currently President of the Mexican-American Bar Association, President of the Statewide La Raza Lawyers Association and serves as General Counsel to the Hispanic National Bar Association.

DISTRICT FINANCIAL INFORMATION

Principal of and interest on the Bonds are to be paid from the proceeds of an ad valorem tax authorized to be levied by the City without limit on taxable property (except for certain personal property that is taxed at limited rates) within the District in an amount sufficient to make such payments. The information in this section concerning funding procedures of K-12 school districts in the State is provided as context for information regarding the District’s finances discussed elsewhere in this Official Statement. It should not be inferred from the inclusion of this information that any of these matters discussed affect or limit in any way the obligation of the City to levy ad valorem taxes on taxable property within the District in an amount sufficient to pay all amounts when due on the Bonds.

Certain statements included or incorporated by reference in this Appendix A constitute “forward-looking statements.” Such statements are generally identifiable by the terminology used such as “plan,” “expect,” “estimate,” “budget,” “project,” “projection” or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The
District does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations or events, conditions or circumstances on which such statements are based occur.

State Funding of School Districts

Annual State apportionments of basic and equalization aid to K-12 school districts for general purposes are according to a revenue limit per unit of average daily attendance ("A.D.A."). If a district's total revenue limit exceeds its property tax revenue, its annual State apportionments, subject to certain adjustments, amount to the difference between revenue limit and its property tax receipts. A.D.A. is determined by school districts twice a year, in December ("First Period A.D.A.") and April ("Second Period A.D.A.").

The calculation of the amount of State apportionment a school district is entitled to receive each year is a multiple step process. First, the prior year Statewide revenue limit per A.D.A. is recalcualted with certain adjustments for equalization and other factors. Second, this adjusted prior year Statewide revenue limit per A.D.A. is inflated according to formulas based on the implicit price deflator for government goods, unified and services and the Statewide average revenue limit per A.D.A. for each type of A.D.A. (elementary, high school or adult). This yields the school district's current year revenue limit per A.D.A. Third, the current year revenue limit per A.D.A. for each type of A.D.A. is applied to the school district's A.D.A. for either the current or prior year, as the district elects. Fourth, revenue limit adjustments known as "add-ons" are calculated for each school district if the school district qualifies for such add-ons. There are, for example, add-ons to adjust for small school district size and for providing meals for needy pupils, among others. Finally, local property tax revenues are deducted from the total revenue limit calculated for each district to arrive at the amount of State apportionment to which each school district is entitled for the current year.

The State revenue limit is calculated and recalculated three times a year for each school district on the basis of projections submitted by the district on or about December 10, based on First Period A.D.A., and April 15 and June 30, both based on Second Period A.D.A. Beginning in Fiscal Year 1998-99, A.D.A. calculations have been based on actual attendance and no longer include excused absences. Calculations are reviewed by each county office of education and submitted to the State Department of Education to review the calculations for accuracy, calculate the amount of State apportionment owed to such school district, and notify the State Controller of the amount, which is then distributed to the school districts. The first calculation is performed for the First Principal Apportionment in February, the second calculation for the Second Principal Apportionment in June, and the final calculation for the end of the fiscal year Annual Principal Apportionment, in essence a correction that is made in October of the next fiscal year.

See "DISTRICT FINANCIAL INFORMATION—Revenue Limit Sources” in this Appendix A for information on the District’s annual revenue limit per A.D.A.

Basic Aid Districts

In the event that a school district's property tax revenue exceeds its calculated revenue limit entitlement, that school district retains all of its property tax revenue and State apportionments to that district are limited to the minimum "basic aid" amount of $120 per A.D.A. set forth in the Constitution. Such districts are commonly known as "Basic Aid Districts." The District is not a Basic Aid District.

Average Daily Attendance

Information concerning A.D.A. in the District for Fiscal Years 2004-05 through 2008-09 is set forth below.

SAN FRANCISCO UNIFIED SCHOOL DISTRICT
Average Daily Attendance

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>District Schools(1)</th>
</tr>
</thead>
</table>

A-5
2004-05  52,229
2005-06  51,102
2006-07  51,268
2007-08  49,830
2008-09  (3)

(1) Includes elementary, middle and high school students.
(2) Estimates based upon the District's Adopted Budget for Fiscal Year 2008-09.

State Budget

As is true for all non-Basic Aid school districts in California, the District’s operating income consists primarily of two components: (1) State apportionments funded from the State’s general fund (the “State General Fund”), and (2) property tax revenue derived from the District’s share of the 1% local ad valorem property tax authorized by the State Constitution. School districts also receive revenue from the State lottery and may be eligible for other special “categorical funding,” including State and federal funding for certain programs. Decreases in State revenues, or in State legislative appropriations made to fund education, may significantly affect District operations, as revenue limit sources and other State revenues comprise nearly 85% of District revenues.

According to the State Constitution, the Governor of the State is required to propose a budget to the State Legislature no later than January 10 of each year, and a final budget must be adopted by a 2/3 vote of each house of the Legislature no later than June 15, although this deadline is routinely breached. The budget becomes law upon the signature of the Governor, who retains veto power over specific items of expenditure.

Since the early 1990s, the State has required counties, cities and special districts to shift property tax revenues to school districts by contributing to the Education Revenue Augmentation Fund in lieu of direct payments of State apportionment to school districts from the State General Fund.

The State experienced significant fiscal deficits in the period from 2002-2004, and as part of the State’s economic recovery plan to address such deficits, a bond initiative formally known as the “California Economic Recovery Act” was approved by the voters in a statewide election on March 2, 2004. This act authorized the issuance of $15 billion in bonds to finance the Fiscal Year 2002-03 and Fiscal Year 2003-04 State budget deficits (as described above), which are payable from a fund established by the redirection of tax revenues through a mechanism commonly referred to as the “Triple Flip.” Under the “Triple Flip,” one-quarter of local governments’ 1% share of the sales tax imposed on taxable transactions within their jurisdiction is redirected to the State; to eliminate the adverse impact of the sales tax revenue redirection on local governments, a like amount of property taxes in the ERAF are redirected to local government. Because the ERAF monies were previously earmarked for schools and community college districts, State General Fund revenues are directed to schools and community college districts for such amount.

The District cannot predict what actions will be taken in future years by the State Legislature and the Governor to address State fiscal issues. State income tax and other receipts, as well as State expenditures, can fluctuate significantly from year to year, depending on economic conditions in the State and the nation. Because funding for education is closely related to overall State income, as described in this section, funding levels can also vary significantly from year to year, even in the absence of significant education policy changes. The District cannot predict how State income, State expenditures or State education funding will vary over the entire term to maturity of the Bonds, and the District takes no responsibility for informing owners of the Bonds as to any such annual fluctuations, except to the extent such information is disclosed pursuant to the District’s continuing disclosures undertaking.

Information about the State budget and State spending for education is regularly available at various State-maintained websites, including the website of the Department of Education, www.cde.ca.gov. Text of the budget may be found at the website of the Department of Finance, www.dof.ca.gov, under the heading “California Budget.” An impartial analysis of the budget is posted by the Office of the Legislative Analyst at www.lao.ca.gov.
addition, various State official statements, many of which contain a summary of the current and past State budgets and the impact of those budgets on school districts in the State, may be found at the website of the State Treasurer, www.treasurer.ca.gov. The information contained in these websites has not, however, been prepared or reviewed for use in this Official Statement by any party, is not incorporated by reference and should not be relied upon as being complete or accurate. No attempt is being made in this Official Statement to present complete or accurate information concerning the State budget.

County Office of Education

In each county there is a county superintendent of schools (the "County Superintendent") and a county board of education. The office of the county superintendent of schools, frequently known as the "County Office of Education" (the "County Office") provides the staff and organization that carries out the activities of the county superintendent and county board of education. Because of the District's unique status of being coterminous with the City, the District's Superintendent performs the duties of the County Superintendent and the District administers the local County Office of Education.

County Offices provide instructional and support services to school districts within their counties, and various State mandated services county-wide, particularly in special education and juvenile court education services. County Office business services departments act as a control point for a variety of information, including pupil data collection, attendance accounting, teacher credential registration, payroll accounting, retirement and tax information and school district budgets, and also report such information to the State Department of Education. All school district budgets must be approved by their County Office and each district must provide its County Office with scheduled interim reports throughout the fiscal year. County Offices also act as enforcement entities which intervene in district fiscal matters should a district fail to meet State budget and reporting criteria.

School District Budget Process

School districts are required by provisions of the State Education Code to maintain a balanced budget each year, in which the sum of expenditures and the ending fund balance cannot exceed the sum of revenues and the carry-over fund balance from the previous year. School districts' annual general fund expenditures are characterized in large part by multi-year expenditure commitments such as union contracts. Year-to-year fluctuations in State and local funding of school district general funds could result in revenue decreases which, if large enough, may not easily be offset by an equal reduction in expenditures until at least the following fiscal year. School districts are required by State law to maintain minimum reserves which can be drawn upon in the event of a resulting excess of expenditures over revenues for a given fiscal year. The State Department of Education imposes a uniform budgeting and accounting format for school districts.

School districts must adopt a budget no later than June 30 of each year. The budget must be submitted to the county superintendent within five days of adoption or by July 1, whichever occurs first. A district may be on either a dual or single budget cycle. The dual budget option requires a revised and readopted budget by September 1 that is subject to State mandated standards and criteria. The revised budget must reflect changes in projected income and expenses subsequent to July 1. The single budget is only readopted if it is disapproved by the county superintendent, or as needed. The District follows a single budget adoption cycle. The District's Adopted Budget for Fiscal Year 2008-09 was adopted by the Board of Education on June 24, 2008.

For both dual and single budgets submitted on July 1, the county superintendent will examine the adopted budget for compliance with the standards and criteria adopted by the State Board of Education and identify technical corrections necessary to bring the budget into compliance, will determine if the budget allows the district to meet its current obligations and will determine if the budget is consistent with a financial plan that will enable the district to meet its multi-year financial commitments. On or before August 15, the county superintendent will approve or disapprove the adopted budget for each school district. Pursuant to State law, the county superintendent has available various remedies by which to impose and enforce a budget that complies with State criteria, depending on the circumstances, if a budget is disapproved.

Subsequent to approval, the county superintendent throughout the fiscal year will monitor each school district under his or her jurisdiction pursuant to its adopted budget to determine on an ongoing basis if the district
can meet its current or subsequent year financial obligations. If a county superintendent determines that a district cannot meet its current or subsequent year obligations, the county superintendent will notify the district’s governing board of the determination and the county superintendent may do either or both of the following: (a) assign a fiscal advisor to enable the district to meet those obligations or (b) if a study and recommendations are made and a district fails to take appropriate action to meet its financial obligations, the county superintendent will so notify the State Superintendent of Public Instruction, and then may do any or all of the following for the remainder of the fiscal year: (i) request additional information regarding the district’s budget and operations; (ii) develop and impose, after also consulting with the district’s board, revisions to the budget that will enable the district to meet its financial obligations; and (iii) stay or rescind any action inconsistent with such revisions. However, the county superintendent may not abrogate any provision of collective bargaining agreement that was entered into prior to the date upon which the county superintendent assumed authority.

At minimum, school districts file with their county superintendent and the State Department of Education a First Interim Financial Report by December 15 covering financial operations from July 1 through October 30, and a Second Interim Financial Report by March 15 covering financial operations from July 1 through January 31. Section 42131 of the Education Code requires that each interim report be certified by the school board as either (a) "positive," certifying that the district, "based upon current projections, will meet its financial obligations for the current fiscal year and subsequent two fiscal years," (b) "qualified," certifying that the district, "based upon current projections, may not meet its financial obligations for the current fiscal year or two subsequent fiscal years," or (c) "negative," certifying that the district, "based upon current projections, will be unable to meet its financial obligations for the remainder of the fiscal year or the subsequent fiscal year." A certification by a school board may be revised by the county superintendent. If either the First or Second Period Interim Report is not “positive,” the county superintendent may require the district to provide a Third Period Interim Financial Report covering financial operations from February 1 through April 30 by June 1, although the certification of a district cannot be changed on the basis of a Third Period Interim Financial Report. If not required, a Third Interim Financial Report is not prepared. Each interim report shows fiscal year to date financial operations and the current budget, with any budget amendments made in light of operations and conditions to that point. After the close of the fiscal year on June 30, an unaudited financial report for the fiscal year is prepared and filed without certification with the county superintendent and the State Department of Education. The District currently has a positive certification on the basis of its Second Interim Financial Report for Fiscal Year 2007-08.

District Budgets

In Fiscal Year 2002-03, the District began allocating local funds to schools through a weighted student formula ("WSF"), as opposed to the alternative method of full-time equivalent staffing allocations. The WSF method focuses on allocating and distributing dollars and permits budgetary decisions to be made at the school site by local school site councils. A basic funding amount by grade level is provided for each student and supplemented by an additional amount if the student requires English language learner services or is from a low socioeconomic household. The school site councils prepare preliminary budgets using initial allocations that are based on enrollment projections. These preliminary budgets are subject to change as a result of changes in each school’s actual enrollment and/or overall District funding levels. As budget allocations change, the school sites prepare revised spending plans.
The following table contains the District’s Adopted General Fund Budget for Fiscal Years 2007-08 and 2008-09 and the District’s Estimated Actual for Fiscal Year 2007-08.

**SAN FRANCISCO UNIFIED SCHOOL DISTRICT**  
General Fund Budget\(^{(1)}\)  
Fiscal Years 2007-08 through 2008-09  
(Dollars in Thousands)

<table>
<thead>
<tr>
<th></th>
<th>Adopted Budget 2007-08</th>
<th>Estimated Actual 2007-08</th>
<th>Adopted Budget 2008-09</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Beginning Balance</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>$ 11,014</td>
<td>$ 55,677</td>
<td>$ 19,688</td>
</tr>
<tr>
<td><strong>Income:</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenue Limit Sources(^{(2)})</td>
<td>$283,658</td>
<td>$281,031</td>
<td>$279,525</td>
</tr>
<tr>
<td>Federal Revenue</td>
<td>32,473</td>
<td>50,354</td>
<td>40,485</td>
</tr>
<tr>
<td>Other State Revenue(^{(3)})</td>
<td>109,803</td>
<td>138,123</td>
<td>127,717</td>
</tr>
<tr>
<td>Other Local Revenue</td>
<td>58,597</td>
<td>64,523</td>
<td>88,616</td>
</tr>
<tr>
<td><strong>Total Income</strong></td>
<td>$484,531</td>
<td>$534,031</td>
<td>$536,343</td>
</tr>
<tr>
<td><strong>Total Beginning Balance and Income</strong></td>
<td>$495,545</td>
<td>$589,708</td>
<td>$556,031</td>
</tr>
<tr>
<td><strong>Expenditures:</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Certificated Salaries</td>
<td>$210,129</td>
<td>$222,917</td>
<td>$214,070</td>
</tr>
<tr>
<td>Classified Salaries</td>
<td>71,146</td>
<td>73,694</td>
<td>72,805</td>
</tr>
<tr>
<td>Employee Benefits</td>
<td>102,632</td>
<td>106,198</td>
<td>109,927</td>
</tr>
<tr>
<td>Books and Supplies</td>
<td>17,691</td>
<td>46,817</td>
<td>20,068</td>
</tr>
<tr>
<td>Services &amp; Other Operating Expenses(^{(3)})</td>
<td>43,691</td>
<td>71,356</td>
<td>61,221</td>
</tr>
<tr>
<td>Capital Outlay</td>
<td>157</td>
<td>629</td>
<td>627</td>
</tr>
<tr>
<td>Other Outgo/Indirect/Transfers(^{(2)})</td>
<td>39,538</td>
<td>48,409</td>
<td>54,880</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>$484,984</td>
<td>$570,020</td>
<td>$533,598</td>
</tr>
<tr>
<td><strong>Net Ending Balance</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>$ 10,561</td>
<td>$ 19,688</td>
<td>$ 22,433</td>
</tr>
</tbody>
</table>

\(^{(1)}\) Totals may not add due to rounding.  
\(^{(2)}\) Adopted Budget, 2007-08 excludes Charter Schools Pass-through Revenue Limit of $18,807 million  
\(^{(3)}\) Adopted Budget, 2007-08 excludes Charter Schools Categorical Block Grant Pass-through of $1,478 million  

Source: The District.

### Revenue Limit Sources

Since Fiscal Year 1973-74, California public school districts have operated under general purpose revenue limits established by the State Legislature. In general, the revenue limits are calculated for each school district by multiplying (1) the A.D.A. for each such district by (2) a base revenue limit per unit of A.D.A.. The revenue limit calculations are adjusted annually in accordance with a number of factors designed primarily to provide cost of living increases and to equalize revenues among all school districts in the State of the same type. See “DISTRICT FINANCIAL INFORMATION—State Funding of School Districts” in this Appendix A. In Fiscal Year 2007-08 the District’s base revenue limit per unit of A.D.A. is estimated to be $5,776.04. For Fiscal Year 2008-09, the District estimates that its base revenue limit per unit of A.D.A. will be $5,778.00. [This amount is net of a deficit factor of 5.357% to the revenue limit proposed by the Governor in his May revision of the proposed state budget for Fiscal Year 2008-09. Absent this deficit factor, the District’s base revenue limit per unit of ADA for Fiscal Year 2008-09 would be $6,105.04.] [Update upon adoption of State budget.]

In Fiscal Year 2007-08, the District received approximately $281,031,284 from revenue limit sources, accounting for approximately 53% of its total General Fund revenues. For Fiscal Year 2008-09, the District has
budgeted $279,525,253 of revenue limit source income, which is approximately 52% of its total budgeted General Fund revenues. In total, the District received an estimated $138,123,157 or 26% of its General Fund revenues in Fiscal Year 2007-08 from State categorical funds, and has budgeted to receive $127,716,857 or 24% of its General Fund revenues in Fiscal Year 2008-09 from State categorical funds. See “DISTRICT FINANCIAL INFORMATION—Comparative Financial Statements” in this Appendix A.

Funding of the District’s revenue limit is accomplished by a mix of (1) local property taxes and (2) State apportionments of basic and equalization aid. Generally, the State apportionments amount to the difference between the District’s revenue limit and its local property tax revenues. See “DISTRICT FINANCIAL INFORMATION—State Funding of School Districts” in this Appendix A.

Beginning in Fiscal Year 1978-79, Proposition 13 and its implementing legislation permitted each county to levy and collect all property taxes (except for levies to support prior voter-approved indebtedness) and prescribed how levies on county-wide property values were to be shared with local taxing entities within each county. The approximate District property tax revenue for the General Fund has been budgeted as $200,033,266 in Fiscal Year 2008-09.
Unique Revenue Sources

The District has several unique revenue sources, as described below.

<table>
<thead>
<tr>
<th>Revenue Source</th>
<th>District's Amount for Fiscal Year 2008-09 (unless otherwise noted) ($ in millions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. A special sales tax (0.25%) was approved by voters in 1993 and continues through 2010. Portions of the sales tax revenue are allocated to the District and to San Francisco Community College District.</td>
<td>$25.7</td>
</tr>
<tr>
<td>2. Proposition H (2004) creates a Public Education Enrichment Fund (&quot;PEEF&quot;) which is funded by the City. A portion of the annual amount can be funded from &quot;in-kind&quot; services rather than dollars. The PEEF can be used for General Fund purposes as well as to meet academic program needs. A portion of the PEEF is to be allocated to pre-Kindergarten education throughout the City.</td>
<td>$30.0 in Fiscal Year 2008-09 $40.0 in Fiscal Year 2009-10(1)</td>
</tr>
<tr>
<td>3. Proposition F (1998) is an admission tax on stadium sporting events which is allocated to after school and school related programs.</td>
<td>$1.056</td>
</tr>
<tr>
<td>4. The District receives revenues from facility permits and ground leases.</td>
<td>$5.8</td>
</tr>
<tr>
<td>5. Proposition B, a parcel tax approved by the voters in 1993 and sunsets in 2010. Funds from the Proposition B parcel tax can be used for facilities, life safety and fire repairs.</td>
<td>$6.78</td>
</tr>
<tr>
<td>6. City and County of San Francisco Rainy Day Reserve established in the City Charter by voter approval of Proposition G in November 2003.(2)</td>
<td>$18.2</td>
</tr>
<tr>
<td>7. Proposition A Quality Teacher and Education Act (2008) approved by 69.75% of the voters is a $198 flat annual tax per parcel. A major portion of the annual revenue (71.3%) will go toward teacher compensation, training and support to make salaries competitive with surrounding school districts, with the remainder going to technology and infrastructure improvements, innovation, research and development, and additional teacher professional development</td>
<td>$14.4 (half of total of $28.8 to be received in FY 2008-09)</td>
</tr>
</tbody>
</table>
Annual amount in Fiscal Year 2010-11 and thereafter increases or decreases annually by the percentage change in City revenues for the given year.

City Charter Section 9.113.5 requires that if the City Controller projects total General Fund revenues for the upcoming budget year will exceed total General Fund revenues for the current year by more than five percent, then the City’s budget will allocate the anticipated General Fund revenues in excess of that five percent growth as follows: (i) 50 percent of the excess revenues to the Rainy Day Economic Stabilization account; (ii) 25 percent of the excess revenues to the Rainy Day One-Time or Capital Expenditures account; and (iii) 25 percent of the excess revenues to any lawful governmental purpose.

Source: The District.

Labor and Staffing

The District’s employees are grouped into two general employee classifications: certificated and classified.

In 1974, the State Legislature enacted a public school employee collective bargaining law known as the Rodda Act, which outlines the parameters for collective bargaining. The law provides that employees are to be divided into appropriate bargaining units that are to be represented by an exclusive bargaining agent.

The approximately [4,000] teachers of the District are represented by the United Educators of San Francisco ("UESF"), which is affiliated with the California Teachers Association, National Education Association, California Federation of Teachers and American Federation of Teachers. UESF also represents approximately [2,000] paraprofessional employees who support and assist teachers and other certificated staff. The District’s contract with UESF expired on June 30, 2007. The District and UESF are currently negotiating a new contract and the District expects such negotiations to continue through Fiscal Year 2007-08. [Status?]

Classified employees of the District are represented by several unions, the largest of which is the Service Employees International Union, Local 790 ("SEIU"), whose collective bargaining agreement will expire June 30, 2008. [Status?]

Approximately [218] of the District’s site administrators, program administrators and supervisors are represented by the United Administrators of San Francisco ("UASF"), which is affiliated with American Federation of School Administrators. Their current collective bargaining agreement expired June 30, 2007. The District and UASF are currently negotiating a new contract and the District expects such negotiations to continue through Fiscal Year 2007-08. [Status?]

Under State law, non-certificated employees of the District, except for certain paraprofessionals, are employed pursuant to the provisions of the City’s charter that relate to the City’s Civil Service Commission. The Civil Service Commission generally governs non-compensation related processes and oversees the City’s civil service merit system. The Civil Service Commission specifically is charged with the responsibility of developing rules and policies regarding employment eligibility and certification; appointments, promotions, transfers, resignations, lay-offs or reduction in work force, both permanent and temporary; and the designation and filling of positions as exempt, temporary, provisional, part-time, seasonal or permanent.

Retirement Programs

Retirement Plans. Qualified District employees are covered under any of several employer contributory retirement plans maintained by agencies of the State. The District participates in the State of California Teachers Retirement System ("STRS"). This plan covers certificated employees hired as of or after July 1, 1972. In order to receive STRS benefits, an employee must be at least 55 years old and have provided five years of service to California public schools. Benefit provisions are established by State statutes, as legislatively amended, within the State Teachers’ Retirement Law.

The District’s classified personnel and certain certificated employees hired prior to July 1, 1972 are covered by the San Francisco Employees Retirement System ("SFERS").

Contribution rates to these two retirement systems vary annually depending on changes in actuarial assumptions and other factors, such as changes in benefits. The contribution rates for STRS are based on statewide
rates set by the STRS State retirement boards. Based on available information, STRS has $[19.635] billion of unfunded accrued actuarial liabilities as of June 30, 2008. SFERS does not have unfunded accrued actuarial liabilities as of June 30, 2006. The amount of the unfunded accrued actuarial liabilities of STRS and SFERS will vary from time to time depending upon actuarial assumptions, rates of return on investments, salary scales, and levels of contribution. Under current law, the STRS liability is the responsibility of the State and not of individual school districts. Since this liability has not been broken down by each school district, it is impossible to determine the District's share.

A history of the District’s annual contributions to STRS is set forth below.

San Francisco Unified School District
Annual STRS Contributions
Fiscal Years 2003-04 Through 2007-08

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2003-04</td>
<td>$19,412,388</td>
</tr>
<tr>
<td>2004-05</td>
<td>$19,937,801</td>
</tr>
<tr>
<td>2005-06</td>
<td>$19,906,282</td>
</tr>
<tr>
<td>2006-07</td>
<td>$20,376,628</td>
</tr>
<tr>
<td>2007-08</td>
<td>$21,558,109</td>
</tr>
</tbody>
</table>

Source: The District.

A history of the District's annual contributions to SFERS is set forth below.

San Francisco Unified School District
Annual SFERS Contributions
Fiscal Years 2003-04 Through 2007-08

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2003-04</td>
<td>$5,705,963</td>
</tr>
<tr>
<td>2004-05</td>
<td>$5,456,468</td>
</tr>
<tr>
<td>2005-06</td>
<td>$5,366,731</td>
</tr>
<tr>
<td>2006-07</td>
<td>$5,450,351</td>
</tr>
<tr>
<td>2007-08</td>
<td>$5,824,907</td>
</tr>
</tbody>
</table>

Source: The District.

The District also participates in a retirement plan administered by the Public Agency Retirement System ("PARS"), which plans cover employees who are not eligible to participate under STRS or SFERS. Under the first PARS plan, employees contribute 3.75% of their salary, which is matched by a District contribution of 3.75%. Under the second PARS plan, the District makes annual contributions to a reserve account.
A history of the District's contributions under the two PARS plans is set forth below.

San Francisco Unified School District
PARS Contributions
Fiscal Years 2003-04 Through 2007-08

<table>
<thead>
<tr>
<th>Fiscal Year</th>
<th>First PARS Plan Amount</th>
<th>Second PARS Plan Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>2003-04</td>
<td>$36,039</td>
<td>$1,800,601</td>
</tr>
<tr>
<td>2004-05</td>
<td>38,940</td>
<td>1,798,138</td>
</tr>
<tr>
<td>2005-06</td>
<td>37,214</td>
<td>1,728,702</td>
</tr>
<tr>
<td>2006-07</td>
<td>[39,341]</td>
<td>[1,805,532]</td>
</tr>
<tr>
<td>2007-08</td>
<td>[___]</td>
<td>[2,125,308]</td>
</tr>
</tbody>
</table>

Source: The District.

Other Post-Employment Benefits. The District provides retiree health benefits to (i) all classified employees with at least 5 years of service, (ii) all certificated employees hired before July 1, 2004 who were employed full-time for 9 to 12 (depending on retirement date) final years of consecutive service with the District prior to retirement, (iii) all certificated employees hired after July 1, 2004 who were employed full-time with the District for 20 final consecutive years of service, (iv) paraprofessionals hired before July 1, 2006 employed full-time with the District for 7 to 10 (depending on retirement date) final years of consecutive service and (v) paraprofessionals hired after July 1, 2006 employed full-time with the District for 10 final consecutive years of service.

On June 21, 2004, the Governmental Accounting Standards Board ("GASB") released its Governmental Accounting Standards Board Statement No. 45, Accounting and Financial Reporting by Employers for Post-employment Benefits Other Than Pensions. Statement No. 45 establishes standards for the measurement, recognition and display of post-employment healthcare as well as other forms of post-employment benefits, such as life insurance, when provided separately from a pension plan expense or expenditures and related liabilities in the financial reports of state and local governments. Under Statement No. 45, governments will be required to: (i) measure the cost of benefits, and recognize other post-employment benefits expense, on the accrual basis of accounting in periods that approximate employees' years of service; (ii) provide information about the actuarial liabilities for promised benefits associated with past services and whether, or to what extent, those benefits have been funded; and provide information useful in assessing potential demands on the employer's future cash flows. The District's post-employment health benefits fall under Statement No. 45. The effective date of the Statement No. 45 reporting requirements for the District is Fiscal Year 2007-08 (the first fiscal year period beginning after December 15, 2006). The District completed an actuarial study in July 2007 (the "Study") and, based on the results of the Study, will develop accounting guidelines in compliance with State law and Government Accounting Standard Board requirements. The Study estimates that the "pay-as-you-go" cost of providing retiree health benefits for current retirees in the year beginning June 1, 2007 to be $29,057,843. For current employees, the Study estimates that the value of benefits "accrued" in the year beginning June 1, 2007 (the "normal cost") is $32,572,991 and that the actuarial accrued liability ("AAL") of post-employment health benefits is $686,633,364. The District has not set aside money to fund the AAL. The Study estimates the current year cost to amortize the unfunded "actuarial accrued liability" ("UAAL") using a 30 year amortization period is $30,413,108. The Study estimates a total first year annual required contribution ("ARC"), to be used as the basis for determining expenses and liabilities under Statement No. 45, of $69,986,099 (derived by combining the normal cost and UAAL amortization costs in the first year). Over the past five years, the District annually has spent an average of $18.3 million on post-employment benefits. The District has been and is expected to continue to review the Study in conjunction with the District's obligations under its post-employment benefit plan to determine its course of action with respect to its contributions for post-employment benefits.
Insurance

The District has a risk management department that is responsible for all insurance and risk management activities. The current structure combines self-insurance with excess, or reinsurance, protection beyond retained levels. The program staff works with other departments within the District on prevention strategies to minimize the risk of loss to people and property. The current financial strategy for the program includes one actuarial study per year for the workers’ compensation program. The property, liability, and benefits programs are studied one time per year during marketing or prior to renewals.

The District maintains property coverage through St. Paul/Travelers Insurance Co. in the amount of $300 million per occurrence, with a $100,000 deductible. Liability insurance is purchased in various layers through ACE, Lloyds and Schools Excess Liability Fund. Coverage is $45 million per occurrence, with a self-insured retention of $250,000. For workers’ compensation coverage, the District maintains a $650,000 self-insured retention, with a statutory limit through various layers of excess coverage.

The District offers its employees dental insurance through a self-insured program, life and long-term disability insurance that is purchased through commercial carriers, and health insurance that is purchased through the City Health Service System.

Accounting Practices

The accounting policies of California school districts, including the District, conform to generally accepted accounting principles in accordance with policies and procedures of the California School Accounting Manual. This manual, according to Section 41010 of the Education Code, is to be followed by all California school districts. Revenues are recognized in the period in which they become both measurable and available to finance expenditures of the current fiscal period. Expenditures are recognized in the period in which the liability is incurred.

Comparative Financial Statements

The District is required by provisions of the California Education Code to maintain each year a balanced budget in which the sum of expenditures plus the ending fund balance cannot exceed the revenues plus the carry-over fund balance from the previous year. The California State Department of Education imposes a uniform budgeting format for each school district in the State of California.

The table on the following page summarizes the District’s Statement of General Fund Revenues, Expenditures and Changes in Fund Balance for the Fiscal Years 2003-04 through 2006-07. Beginning in the Fiscal Year 2001-02, the District implemented Government Accounting Standard Board Statement Nos. 34, 36, 37, 38 and 41 (collectively, the “GASB Pronouncements”). Among the changes implemented under these revised accounting rules is a change in the presentation of the General Fund expenditures. While historical total revenue and expenditures figures are comparable to prior years, the categorical breakdown of revenues and expenditures is different following implementation of the GASB Pronouncements. The table reflects the District’s General Fund financial data for Fiscal Years 2003-04 through 2006-07, which financial data was prepared after the implementation of the GASB Pronouncements. See “APPENDIX B—EXCERPTS OF AUDITED FINANCIAL STATEMENTS OF THE DISTRICT FOR THE YEAR ENDED JUNE 30, 2007” for further detail on the District’s financial condition.
**SAN FRANCISCO UNIFIED SCHOOL DISTRICT**

**Summary of Audited General Fund Revenues and Expenditures**

Fiscal Years 2003-04 to 2006-07

(Post-GASB Pronouncements)

(Dollars in Thousands)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenue limit sources</td>
<td>$263,341</td>
<td>$263,944</td>
<td>$274,368</td>
<td>$293,043</td>
</tr>
<tr>
<td>Federal sources</td>
<td>41,053</td>
<td>48,165</td>
<td>34,900</td>
<td>34,261</td>
</tr>
<tr>
<td>Other State sources</td>
<td>97,753</td>
<td>104,295</td>
<td>112,859</td>
<td>138,466</td>
</tr>
<tr>
<td>Other local sources</td>
<td>62,678</td>
<td>58,664</td>
<td>61,011</td>
<td>49,789</td>
</tr>
<tr>
<td><strong>TOTAL REVENUES</strong></td>
<td>464,826</td>
<td>475,068</td>
<td>483,138</td>
<td>515,559</td>
</tr>
</tbody>
</table>

|                      |          |          |          |          |
| **Expenditures:**    |          |          |          |          |
| Current              |          |          |          |          |
| Instruction          | 212,628  | 221,403  | 223,027  | 231,229  |
| Instruction related activities: | | | | |
| Supervision of instruction | 39,661  | 50,613  | 48,658  | 51,493  |
| Instructional library, media and technology | 2,766  | 1,985   | 3,159   | 5,116   |
| School site administration | 29,899  | 31,977  | 30,414  | 32,173  |
| Pupil Services:      |          |          |          |          |
| Home-to-school transportation | 9,090  | 12,280  | 9,408   | 7,865   |
| Food services        | 63       | 123      | 51       | —       |
| All other pupil services | 19,286  | 23,286  | 23,144  | 26,317  |
| General Administration: |          |          |          |          |
| Data processing      | 6,852    | 5,178    | 5,024    | 5,520    |
| All other general administration | 49,846  | 22,377  | 15,502   | 19,013   |
| Plant services       | 39,655   | 45,240   | 46,113   | 49,070   |
| Facility acquisition and construction | 4,463  | 2,579   | 3,856   | 3,627   |
| Ancillary services   | 1,787    | 1,812    | 2,510    | 3,132    |
| Community services   | 15       | 6        | 3        | —       |
| Other (outgo)        | 45,236   | 42,817   | 41,819   | 47,607   |
| Debt service         |          |          |          |          |
| Principal            | 220      | —        | 600      | 847      |
| Interest and other   | 1,512    | 2,618    | 2,030    | 3,350    |
| **TOTAL EXPENDITURES** | 462,378 | 464,292  | 455,316  | 486,358  |

|                      |          |          |          |          |
| **Excess of revenues over (under) expenditures** |          |          |          |          |
|                      | 2,449    | 10,776   | 27,822   | 29,201   |

**Other Financing Sources (Uses):**

|                      |          |          |          |          |
| Transfers in         | —        | 3,078    | —        | —        |
| Other sources        | —        | —        | 482      | 250      |
| Transfers out        | (11,866) | (12,258) | (10,479) | (11,710) |
| **NET FINANCING SOURCES (USES)** | (11,866) | (9,180)  | (9,997)  | (11,460) |

**NET CHANGE IN FUND BALANCES**

|                      | (9,418)  | 1,595    | 17,826   | 17,740   |

| Fund Balance – Beginning | 31,944  | 20,639   | 20,582   | 38,408   |
| Prior Period Adjustment | (1,887) | (1,652)  | —        | —        |

| Equity Transfers      | —        | —        | —        | —        |
| **Fund Balance – Ending** | $20,639 | $20,582  | $38,408  | $56,148  |

(1) Totals may not add due to rounding.

CONSTITUTIONAL AND STATUTORY PROVISIONS
AFFECTING DISTRICT REVENUES AND APPROPRIATIONS

Constitutionally Required Funding of Education

The State Constitution requires that from all State revenues there shall first be set apart the moneys to be applied by the State for the support of the public school system and public institutions of higher education. School districts receive a significant portion of their funding from State appropriations. As a result, decreases as well as increases in State revenues can significantly affect appropriations made by the State Legislature to school districts.

Article XIII A of the State Constitution

On June 6, 1978, State voters approved Proposition 13 ("Proposition 13"), which added Article XIII A to the State Constitution ("Article XIII A"). Article XIII A, as amended, limits the amount of any ad valorem tax on real property to one percent of the full cash value thereof, except that additional ad valorem taxes may be levied to pay debt service on indebtedness approved by the voters prior to July 1, 1978 on bonded indebtedness approved by a two-thirds vote on or after July 1, 1978, for the acquisition or improvement of real property. Proposition 39, approved by State voters on November 7, 2000, provides an alternative method of seeking voter approval for bonded indebtedness (see “Proposition 39” below). Article XIII A defines full cash value to mean “the county assessor’s valuation of real property as shown on the 1975-76 tax bill under “full cash value,” or thereafter, the appraised value of real property when purchased, newly constructed, or a change in ownership has occurred after the 1975 assessment.” This full cash value may be increased at a rate not to exceed two percent per year to account for inflation.

Article XIII A has subsequently been amended to permit reduction of the “full cash value” base in the event of a decline in property values caused by damage, destruction or other factors, to provide that there would be no increase in the “full cash value” base in the event of reconstruction of property damaged or destroyed in a disaster, and in other minor or technical ways.

Legislation Implementing Article XIII A

Legislation has been enacted and amended a number of times since 1978 to implement Article XIII A. Under current law, local agencies are no longer permitted to levy directly any property tax (except to pay voter-approved indebtedness). The one percent property tax is automatically levied by the City and distributed according to a formula among taxing agencies. The formula apportions the tax roughly in proportion to the relative shares of taxes levied prior to 1989.

Increases of assessed valuation resulting from reappraisals of property due to new construction, change in ownership or from the two percent annual adjustment are allocated among the various jurisdictions in the “taxing area” based upon their respective “situs.” Any such allocation made to a local agency continues as part of its allocation in future years.

All taxable property is shown at full market value on the tax rolls. Consequently, the tax rate is expressed as $1 per $100 of taxable value. All taxable property value included in this Official Statement is shown at 100 percent of market value (unless noted differently) and all tax rates reflect the $1 per $100 of taxable value.

Article XIII B of the State Constitution

An initiative to amend the State Constitution entitled “Limitation of Government appropriations” was approved on September 6, 1979 thereby adding Article XIII B to the State Constitution (“Article XIII B”). In June 1990, Article XIII B was amended by the voters through their approval of Proposition 111. Under Article XIII B, the State and each local governmental entity has an annual “appropriations limit" and is not permitted to spend certain moneys that are called “appropriations subject to limitation” (consisting of tax revenues, State subventions and certain other funds) in an amount higher than the appropriations limit. Article XIII B does not affect the appropriations of moneys that are excluded from the definition of “appropriations subject to limitation,”
including debt service on indebtedness existing or authorized as of January 1, 1979, or bonded indebtedness subsequently approved by the voters. In general terms, the appropriations limit is to be based on certain Fiscal Year 1978-79 expenditures, and is to be adjusted annually to reflect changes in consumer prices, populations, and services provided by these entities. Among other provisions of Article XIIIIB, if these entities' revenues in any year exceed the amounts permitted to be spent, the excess would have to be returned by revising tax rates or fee schedules over the subsequent two years. However, in the event that a school district's revenues exceed its spending limit, the district may, in any fiscal year, increase its appropriations limit to equal its spending by borrowing appropriations limit from the State, provided the State has sufficient excess appropriations limit in such year.

Article XIIIIC and Article XIIIID of the State Constitution

On November 5, 1996, the voters of the State approved Proposition 218, the so-called "Right to Vote on Taxes Act." Proposition 218 added Articles XIIIIC and XIIIID to the State Constitution, which contain a number of provisions affecting the ability of local agencies, including school districts, to levy and collect both existing and future taxes, assessments, fees and charges.

Article XIIIID deals with assessments and property-related fees and charges. Article XIIIID explicitly provides that nothing in Article XIIIIC or XIIIID shall be construed to affect existing laws relating to the imposition of fees or charges as a condition of property development; however it is not clear whether the initiative power is therefore unavailable to repeal or reduce developer and mitigation fees imposed by the District in accordance with State allowances. Developer fees imposed by the District are neither pledged nor available to pay the Bonds.

Proposition 62

On November 4, 1986, State voters adopted Proposition 62, a statutory initiative which amended the State Government Code by the addition of Sections 53720-53730. Proposition 62 requires that (i) any local tax for general governmental purposes (a "general tax") must be approved by a majority vote of the electorate; (ii) any local tax for specific purposes (a "special tax") must be approved by a two-thirds vote of the electorate; (iii) any general tax must be proposed for a vote by two-thirds of the legislative body; and (iv) proceeds of any tax imposed in violation of the vote requirements must be deducted from the local agency's property tax allocation. Provisions applying Proposition 62 retroactively from its effective date to 1985 are unlikely to be of any continuing importance; certain other restrictions were already contained in the Constitution.

Most of the provisions of Proposition 62 were affirmed by the 1995 California Supreme Court decision in Santa Clara County Local Transportation Authority v. Guardino, which invalidated a special sales tax for transportation purposes because fewer than two-thirds of the voters voting on the measure had approved the tax. Following the State Supreme Court's decision upholding Proposition 62, several actions were filed challenging taxes imposed by public agencies since the adoption of Proposition 62, which was passed in November 1986. On June 4, 2001, the State Supreme Court released its decision in one of these cases, Howard Jarvis Taxpayers Association v. City of La Habra, et al. ("La Habra"). In this case, the court held that public agency's continued imposition and collection of a tax is an ongoing violation, upon which the statute of limitations period begins anew with each collection. The court also held that, unless another statute or constitutional rule provided differently, the statute of limitations for challenges to taxes subject to Proposition 62 is three years. Accordingly, a challenge to a tax subject to Proposition 62 may only be made for those taxes received within three years of the date the action is brought.

Although by its terms Proposition 62 applies to school districts, the District has not experienced any substantive adverse financial impact as a result of the passage of this initiative or the Santa Clara or La Habra decisions and believes that any impact experienced by the District will not adversely effect the ability of the District to make payments with respect to the Bonds.

Proposition 98

On November 8, 1988, State voters approved Proposition 98, a combined initiative, constitutional amendment and statute called the "Classroom Instructional Improvement and Accountability Act" (the "Accountability Act"). The Accountability Act changed State funding of public education below the university
level, and the operation of the State's Appropriations Limit, primarily by guaranteeing State funding for K-12 school districts and community college districts (collectively, "K-14 districts").

Under Proposition 98 (as modified by Proposition 111, which was enacted on June 5, 1990), K-14 districts are guaranteed the greater of (a) in general, a fixed percent of the State General Fund revenues ("Test 1"), (b) the amount appropriated to K-14 schools in the prior year, adjusted for changes in the cost-of-living (measured as in Article XIIIB by reference to State per capita personal income) and enrollment ("Test 2"), or (c) a third test, which would replace Test 2 in any year when the percentage growth in per capita State General Fund revenues from the prior year plus one-half of one percent is less than the percentage growth in State per capita personal income ("Test 3"). Under Test 3, schools would receive the amount appropriated in the prior year adjusted for changes in enrollment and per capita State General Fund revenues, plus an additional small adjustment factor. If Test 3 is used in any year, the difference between Test 3 and Test 2 would become a "credit" to schools which would be the basis of payments in future years when per capita State General Fund revenue growth exceeds per capita personal income growth. Legislation adopted prior to the end of Fiscal Year 1988-89, implementing Proposition 98, determined the K-14 districts' funding guarantee under Test 1 to be 40.3% of the State General Fund tax revenues, based on 1986-87 appropriations. However, that percentage has been adjusted to 35% to account for a subsequent redirection of local property taxes whereby a greater proportion of education funding now comes from local property taxes.

Proposition 98 permits the State Legislature by a two-thirds vote of both houses, with the Governor's concurrence, to suspend the K-14 districts' minimum funding formula for a one-year period. In the fall of 1989, the Legislature and the Governor utilized this provision to avoid having 40.3% of revenues generated by a special supplemental sales tax enacted for earthquake relief go to K-14 districts. Proposition 98 also contains provisions transferring certain State tax revenues in excess of the Article XIIIB limit to K-14 districts.

[The 2008-09 State Budget [increased] total Proposition 98 expenditures by [3.9]%., to $[57.1] billion. The State General Fund contributes approximately [73] percent, or $[41.5] billion, of total proposed Proposition 98 funding.] [To be updated upon release of State budget.]

**Proposition 39**

Proposition 39 which was approved by State voters in November, 2000, and provides an alternative method for passage of school facilities bond measures by lowering the constitutional voting requirement from two-thirds to 55 percent of voters and allows property taxes to exceed the current 1 percent limit in order to repay such bonds. The lower 55 percent vote requirement would apply only for bond issues to be used for construction, rehabilitation, equipping of school facilities or the acquisition of real property for school facilities. The Legislature enacted additional legislation which placed certain limitations on this lowered threshold, requiring that (i) two-thirds of the governing board of a school district approve placing a bond issue on the ballot, (ii) the bond proposal be included on the ballot of a statewide or primary election, a regularly scheduled local election, or a statewide special election (rather than a school board election held at any time during the year), (iii) the tax rate levied as a result of any single election not exceed $25 for a community college district, $60 for a unified school district, or $30 for an elementary school or high school district per $100,000 of taxable property value, and (iv) the governing board of the school district appoint a citizen's oversight committee to inform the public concerning the spending of the bond proceeds. In addition, the school board of the applicable district is required to perform an annual, independent financial and performance audit until all bond funds have been spent to ensure that the funds have been used only for the projects listed in the measure.

The District's Election of 2003, Proposition A bond program and the Election of 2006, Proposition A bond program were both authorized pursuant to Proposition 39. The District is in compliance with the Proposition 39 requirements applicable to such bond programs.

**State School Facilities Bonds**

*Proposition 47 and Proposition 1A.* The Class Size Reduction Kindergarten – University Public Education Facilities Bond Act of 2002 ("Proposition 47") appeared on the November 5, 2002 ballot as Proposition 47 and was approved by the California voters. This measure authorizes the sale and issuance of $13.05 billion in general obligation bonds for construction and renovation of K-12 school facilities ($11.4 billion) and higher education
facilities ($1.65 billion). Proposition 47 includes $6.35 billion for acquisition of land and new construction of K-12 school facilities. Of this amount, $2.9 billion will be set aside to fund backlog projects for which school districts submitted applications to the State on or prior to February 1, 2002. The balance of $3.45 billion would be used to fund projects for which school districts submitted applications to the State after February 1, 2002. K-12 school districts will be required to pay 50% of the costs for acquisition of land and new construction with local revenues. In addition, $100 million of the $3.45 billion would be available for charter school facilities. Proposition 47 makes available $3.3 billion for reconstruction or modernization of existing K-12 school facilities. Of this amount, $1.9 billion will be set aside to fund backlog projects for which school districts submitted applications to the State on or prior to February 1, 2002 and the balance of $1.4 billion would be used to fund projects for which school districts submitted applications to the State after February 1, 2002. K-12 school districts will be required to pay 40% of the costs for reconstruction or modernization with local revenues. Proposition 47 provides a total of $1.7 billion to K-12 school districts which are considered critically overcrowded, specifically to schools that have a large number of pupils relative to the size of the school site. In addition, $50 million will be available to fund joint-use projects. Proposition 47 also includes $1.65 billion to construct new buildings and related infrastructure, alter existing buildings and purchase equipment for use in the State’s public higher education systems.

Proposition 1A was previously approved in November 1998 and provided $6.7 billion of capital funding for schools.

Proposition 55. The Kindergarten-University Public Education Facilities Bond Act of 2004 ("Proposition 55") appeared on the March 2, 2004 ballot as Proposition 55 and was approved by State voters by a margin of 1.4%. This measure authorizes the sale and issuance of $12.3 billion in general obligation bonds for the construction and renovation of K-12 school facilities ($10 billion) and higher education facilities ($2.3 billion). Proposition 55 includes $5.26 billion for the acquisition of land and construction of new school buildings. A district would be required to pay for 50% of costs with local resources unless it qualifies for state hardship funding. The measure also provides that up to $300 million of these new construction funds is available for charter school facilities.

Proposition 55 makes $2.25 billion available for the reconstruction or modernization of existing school facilities. Districts would be required to pay 40% of project costs from local resources. Proposition 55 directs a total of $2.44 billion to districts with schools which are considered critically overcrowded. These funds would go to schools that have a large number of pupils relative to the size of the school site. Proposition 55 also makes a total of $50 million available to fund joint-use projects. Proposition 55 includes $2.3 billion to construct new buildings and related infrastructure, alter existing buildings and purchase equipment for use in these buildings for the State’s public higher education systems. The measure allocates $690 million to each University of California and California State University campus and $920 million to California community colleges. The Governor and the Legislature will select specific projects to be funded by the bond proceeds.

Proposition 1D. The Kindergarten-University Public Education Facilities Bond Act of 2006 ("Proposition 1D") appeared on the November 7, 2006 ballot as Proposition 1D and was approved by the California voters. This measure authorizes the sale and issuance of $10.4 billion in general obligation bonds by the State for funding the construction and renovation of public K-12 school facilities ($7.3 billion) and public higher education facilities ($3.1 billion). Proposition 1D includes $1.9 billion for the acquisition of land and construction of new school buildings. A school district would be required to pay for 50% of costs with local resources unless it qualifies for state hardship funding. Proposition 1D also provides that up to $500 million of these construction funds is available for charter school facilities.

Proposition 1D makes $3.3 billion available for the reconstruction or modernization of existing public school facilities. Districts would be required to pay 40% of project costs from local resources. Proposition 1D directs a total of $1.0 billion to school districts with schools which are considered critically overcrowded. These funds would go to schools that have a large number of pupils relative to the size of the school site. Proposition 1D also makes a total of $29 million available to fund joint-use projects. Proposition 1D includes $3.1 billion to construct new buildings and related infrastructure, alter existing buildings and purchase equipment for use in these buildings for California’s public higher education systems. The measure allocates $890 million to University of California and $690 million to California State University campus and $1.5 billion to California community colleges. The Governor and the State Legislature will select specific projects to be funded by the bond proceeds.
Set forth below is a table showing the District's actual apportionments from Proposition 1A and Proposition 47 and the District's estimated apportionments from Proposition 55 and Proposition 1D. No assurances can be given that the District will continue to apply for apportionments from future State bond initiatives or that the District will continue to receive funding from State bond initiatives to which it applies.

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<th>State Bond Measure</th>
<th>Total</th>
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<tr>
<td>Proposition 1A (actual)</td>
<td>$39,400</td>
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<tr>
<td>Proposition 47 (actual)</td>
<td>13,200</td>
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<td>Proposition 55 (actual)</td>
<td>28,400</td>
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<td>Proposition 1D (estimated)</td>
<td>60,700</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>$141,700</td>
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**Future Initiatives**

Article XIII A, Article XIII B, Article XIII C, Article XIII D and Propositions 62, 98, 39, 1A, 47, 55 and 1D were each adopted as measures that qualified for the ballot pursuant to the State's initiative process. From time to time other initiative measures could be adopted, further affecting District revenues or the District's ability to expend revenues.

**DISTRICT DEBT STRUCTURE**

**Long-Term Debt**

As of June 30, 2008, the District had $22.5 million of outstanding certificates of participation, of which $7.6 million have been economically defensed. The debt service due in Fiscal Year 2008-09 for the remaining $14.9 million of certificates of participation is $2.25 million. In addition, the District had $33.8 million of capital leases with $2.28 million of lease payments due in the next year. For additional details on the District's long-term liabilities, see Note 9 to the audited financial report in Appendix B hereeto.

On October 28, 2004, the District issued its first series of general obligation bonds authorized at an election of the registered voters held on November 4, 2003, at which more than 55% of the persons voting on the measure voted to authorize the issuance and sale of up to $295,000,000 principal amount of general obligation bonds of the District, of which $280,000,000 has been issued and $15,000,000 is remaining.

The District issued the first series of general obligation bonds pursuant to the authorization received at an election of the registered voters held on November 7, 2006, at which more than 55% of the persons voting on the measure voted to authorize the issuance and sale of up to $450,000,000 principal amount of general obligation bonds of the District (the "Proposition A Authorization"). The first series was issued on February 28, 2007 in an aggregate principal amount of $100,000,000. The District has $200,000,000 remaining pursuant to the Proposition A Authorization following the issuance of the second series in an aggregate principal amount of $150,000,000.

**Capital Plan**

Because of the need for reconstruction and repair of existing facilities, including structural changes to comply with disability access standards, and based upon a Facilities Master Plan created five years ago, the District anticipates a total capital facilities need over time of over $1.0 billion. The District is in the process of developing a 10 year capital plan that will be updated annually and will replace the Facilities Master Plan. The District anticipates funding its capital needs from a combination of proceeds from the sale of general obligation bonds, State matching funds, developer fees and other sources.
Proposed Future Financings

The District expects to issue additional series of general obligation bonds by Fiscal Year 2009-10 pursuant to the $200,000,000 Proposition A Authorization remaining after the $150,000,000 Election of 2006, Series B (2008) bonds are issued in October, 2008.

Constitutional Debt Limit

The District's constitutional debt limit is 2.5% of the value of taxable property in the District and is currently equal to $3.6 billion, based upon Fiscal Year 2008-09 assessed valuation. The amount of outstanding general obligation bonds as of June 30, 2008 is $351,275,000.

DIRECT AND OVERLAPPING DEBT

Contained within the District are numerous overlapping local agencies providing public services. These local agencies have outstanding debt issued in the form of general obligation, lease revenue and special tax and assessment bonds. The direct and overlapping debt of the District as of June 30, 2008 is shown in the following table (the “Debt Statement”). Self-supporting revenue bonds, tax allocation bonds and non-bonded capital lease obligations are excluded from the Debt Statement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]
SAN FRANCISCO UNIFIED SCHOOL DISTRICT  
Statement of Direct and Overlapping Debt and Long-Term Obligations\(^{(1)}\)  
(as of June 30, 2008)

2007-2008 Assessed Valuation  
(net of non-reimbursable & homeowner exemptions):  
$130,004,478,543

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### GROSS DIRECT GENERAL OBLIGATION BOND DEBT

San Francisco Unified School District (Election of 2003)  
$351,275,000

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### LEASE PAYMENT OBLIGATIONS

San Francisco Unified School District COPs (1235 Mission Street), Series 1992  
$7,567,450 \(^{(2)}\)
San Francisco Unified School District COPs - 1996 Refunding  
935,000
San Francisco Unified School District COPs – 1998  
2,165,000
San Francisco Unified School District COPs - 1999 (Administration Building)  
11,865,000

**TOTAL LEASE PAYMENT OBLIGATIONS**  
$22,532,450

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### TOTAL GROSS DIRECT DEBT AND LEASE PAYMENT OBLIGATIONS  
$373,807,450

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### OVERLAPPING DEBT AND LONG-TERM OBLIGATIONS

General City Purposes Carried on the Tax Roll  
$1,098,912,731
San Francisco COPs, Series 1997 (2789 25th Street Property)  
$6,460,000
San Francisco COPs, Series 1999 (555-7th Street Property)  
6,740,000
San Francisco Parking Authority Lease Revenue Bonds, Series 2000A (North Beach Garage)  
6,495,000
San Francisco COPs, Series 2000 (San Bruno Jail Replacement Project)  
128,530,000
San Francisco Refunding COPs, Series 2001-1 (25 Van Ness Avenue Property)  
10,290,000
San Francisco Refunding Settlement Obligation Bonds, Series 2003-R1  
20,585,000
San Francisco COPs, Series 2001A & Taxable Series 2001B (30 Van Ness Ave. Property)  
33,210,000
San Francisco COPs, Series 2003 (Juvenile Hall Replacement Project)  
39,540,000
32,255,000
37,140,000
San Francisco Finance Corporation Moscone Expansion Center, Series, 2000-1, 2000-2, 2000-3  
144,300,000
67,520,000
San Francisco Lease Revenue Refunding Bonds, Series 1998-1  
815,000
San Francisco Redevelopment Agency Moscone Convention Center 1992  
22,545,065 \(^{(1)}\)
San Francisco Redevelopment Agency Lease Revenue Refunding Bonds, Series 2002  
66,205,000
San Francisco Redevelopment Agency Lease Revenue Refunding Bonds, Series 2004  
32,050,000
San Francisco Refunding Certificates of Participation, Series 2004-R1(San Francisco Courthouse Project)  
33,910,000
San Francisco COPs, Series 2007A and Taxable Series 2007B (City Office Buildings - Multiple Properties)  
153,700,000
Bayshore Expressway Assessment District  
$815,000
San Francisco Bay Area Rapid Transit District (33%) Sales Tax Revenue Bonds  
126,208,333
San Francisco Bay Area Rapid Transit District (29%) General Obligation Bonds, Series 2005A, 2007B  
124,017,020
San Francisco Community College District General Obligation Bonds - Elections of 2001, 2005  
365,990,000
San Francisco Parking Authority Meter Revenue Refunding Bonds - 1999-1  
17,985,000
San Francisco Redevelopment Agency Hotel Tax Revenue Bonds - 1994  
6,965,000
San Francisco Redevelopment Agency Hotel Tax Revenue Refunding Bonds - 1998  
52,760,000
San Francisco Redevelopment Agency Obligations (Property Tax Increment)  
574,527,610

**TOTAL OVERLAPPING DEBT & LONG-TERM OBLIGATIONS**  
$3,210,090,789

**GROSS COMBINED TOTAL OBLIGATIONS**  
$3,583,898,239 \(^{(3)}\)

---

### Ratios to Fiscal Year 2005-06 Assessed Valuation:

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<tr>
<th>Ratio Description</th>
<th>Ratio</th>
<th>Constitutional Requirement</th>
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<tr>
<td>Gross Direct Debt (General Obligation Bonds)</td>
<td>0.27%</td>
<td>&lt; 2.50%</td>
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<tr>
<td>Gross Direct Debt and Lease Payment Obligations (net of 1992 COPs - see footnote 2)</td>
<td>0.28%</td>
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<tr>
<td>Gross Combined Total Obligations</td>
<td>2.76%</td>
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</table>

**STATE SCHOOL BUILDING AID REPAYMENT FOR FY 06-07**  
$52,307

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\(^{(1)}\) Excludes revenue and mortgage revenue bonds, notes, and non-bonded capital lease obligations.

\(^{(2)}\) These lease obligations have been assigned to a third party; while the COPs have been economically defeased, they have not been legally defeased.

\(^{(3)}\) The accrued value as of July 1, 2007 is $80,053,790.

Source: Office of Public Finance, City and County of San Francisco; data is presented in the City’s Official Statement for its $\text{_______} General Obligation Bonds, Series \text{_______} that were issued on \text{_______}, 2008.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Special Order of Business
Regular Meeting of the Board of Education
September 23, 2008

SUBJECT: Amendments to the Employment Agreement for Services of District Superintendent

REQUESTED ACTION: That the Board of Education approve amendments to the employment agreement for services of the District Superintendent.

BACKGROUND: The Board of Education conducted an annual performance review of the Superintendent of Schools in July and August of 2008. Modifications to the employment agreement are based upon this review.
Special Order of Business

Subject: Resolution No.  
Appointee of the Board of Education to the Elections Commission of the City and County of San Francisco

WHEREAS: Current City law establishing the San Francisco Elections Commission provides for the District to appoint a representative to sit on that Commission; and

WHEREAS: The Board of Education reappointed Jennifer Meek to serve as member of the San Francisco Elections Commission for a five-year term from January 8, 2008, through January 1, 2013; and

WHEREAS: Unfortunately, Ms. Meek resigned from the Commission effective July 31, 2008 due to relocation to Oakland, California; and

WHEREAS: The Rules, Policy, and Legislation Committee of the Board of Education accepted, reviewed, and conducted interviews of the four (4) applicants for the position at its meeting held on September 17, 2008; and

WHEREAS: The Rules, Policy, and Legislation Committee has recommended to the Board of Education that __________________________ be appointed to the Elections Commission.

THEREFORE BE IT RESOLVED: That the Board of Education adopts the appointment of __________________________ to the San Francisco Elections Commission for the remainder of the five-year term ending January 1, 2013.

Special Order of Business  
9/23/08
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**Roger Bauschmann**

Human Resource Department
SAN FRANCISCO UNIFIED SCHOOL DISTRICT  
San Francisco, California  

September 23, 2008

SUBJECT: BUDGET TRANSFERS FOR FISCAL YEAR 2008-2009

REQUESTED ACTION:
The Superintendent recommends changes to the FY 2008-09 Budget as adopted by the Board of Education on June 24, 2008. The budget is revised periodically as new information is received or when the assumptions on which the adopted budget was developed change. Administration recommends the following budget revisions as presented:

UNRESTRICTED GENERAL FUND

<table>
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<tr>
<th>FUND: 01</th>
<th>RESOURCE: 00000</th>
<th>SCH / ORG: 815</th>
<th>BUDGET MANAGER: Carmelo Sgarlato</th>
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<td>SCH/DEPT NAME: School of the Arts (SOTA) High School</td>
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<td>PROGRAM TITLE: General Fund Unrestricted (WSF)</td>
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<tr>
<td>FROM: 4313 - Other Supplies $24,635.00</td>
<td>4490 - Audio Visual Equipment &lt;$25,000.00 $11,280.00</td>
<td>4552 - Postage - In House $85.00</td>
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<tr>
<td>TO: 5803 - Consultant Fees $36,000.00</td>
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EXPLANATION:
The transfer of these accounts is needed in order to implement and/or realign program needs. Availability of funds is due to an anticipated budget surplus in Other Supplies & Audio Visual Equipment since the SOTA PTSA has agreed to pay for these expenses up to $15,000.00. The transferred funds will pay for artists-in-residence to provide visual and performing arts services at SOTA.
RESTRICTED GENERAL FUND

2  FUND: 12  RESOURCE: 52100  SCH / ORG: 900  BUDGET MANAGER: Jeunsun Chun Kim

SCH/DEPT NAME: Child Development Program (CDP)
PROGRAM TITLE: Head Start

FROM:  
1102 - Substitute Days  $7,500.00
5803 - Consultant Fees  $10,559.60

TO:  
1105 - Certificated Hourly (Extended Hours)  
2102 - Instructional Aides - Temporary/Extra Hours  $7,000.00
3000s - Classified Employee Benefits  $1,559.60
5202 - Travel/Conference  $2,000.00

EXPLANATION:
The transfer of these accounts is needed in order to implement and/or realign program needs. In the preliminary budget, CDP had anticipated a greater need for Substitute Days and Consultant Fees than has turned out to be the case once the program year began. These transferred funds will be used for staff professional development to pay for Extended Hours for teachers and Extra hours for instructional aides, as well as for Travel and Conference.

3  FUND: 12  RESOURCE: 90180  SCH / ORG: 900  BUDGET MANAGER: Jeunsun Chun Kim

SCH/DEPT NAME: Child Development Program (CDP)
PROGRAM TITLE: CDP - First 5 Preschool For All

FROM:  
Org# 927 - E.R. Taylor Preschool
2204 - Operations Salaries - Permanent  $19,146.86
3000s - Classified Employee Benefits  $10,783.79

TO:  
Org# 900 - CDP Central Office
4310 - Instructional Supplies  $29,930.65

EXPLANATION:
The transfer of these accounts is needed in order to implement and/or realign program needs. Availability of funds is due to anticipated budget surplus in Operations Salaries and Benefits due to a closing of an assistant houseparent position at ER Taylor Preschool. These transferred funds will pay for Instructional Supplies in the central office in the Child Development Program.

Agenda Item
2a. (69-23B1)
FUND: 12  
RESOURCE: 90180  
SCH / ORG: 900  
BUDGET MANAGER: Jeunsun Chun Kim

SCH/DEPT NAME: Child Development Program (CDP)  
PROGRAM TITLE: CDP - First 5 Preschool For All

FROM:  
1102 - Substitute Days $8,000.00  
3000s - Certificated Employee Benefits $1,942.40  
4313 - Other Supplies $27,284.45  
5803 - Consultant Fees $20,000.00  
TO:  
5890 - Other Services & Other Expenses $57,226.85

EXPLANATION:
The transfer of these accounts is needed in order to implement and/or realign program needs. Availability of funds is due to anticipated budget surplus in Substitute Days and Benefits, Other Supplies, and Consultant Fees. These transferred funds will pay for the Preschool For All (PFA) family fee reimbursement. This central PFA funding must be used to offset a portion of PFA families' fee or tuition payment. The transferred amount is the estimated amount needed for this purpose in the Child Development Program.

5  
FUND: 12  
RESOURCE: 90181  
SCH / ORG: 900  
BUDGET MANAGER: Jeunsun Chun Kim

SCH/DEPT NAME: Child Development Program (CDP)  
PROGRAM TITLE: CDP - First 5 Preschool For All II

FROM:  
5803 - Consultant Fees $25,154.16  
TO:  
1108 - Certificated Stipends $1,200.00  
3000s - Certificated Employee Benefits $291.36  
2102 - Instructional Aides - Temporary/Extra Hours $6,000.00  
3000s - Classified Employee Benefits $1,336.80  
4313 - Other Supplies $1,324.00  
4490 - All Other Equipment <$25,000.00 $16,012.00

EXPLANATION:
The transfer of these accounts is needed in order to implement and/or realign program needs. Availability of funds is due to an anticipated budget surplus in Consultant Fees. These transferred funds will be used for professional development activities and to support equipment upgrades at PFA sites, to provide Stipends to teachers and paraprofessionals who participate in Teaching Pyramid Workshops on Saturdays, for central office supplies to support professional development activities, and to purchase computers and digital cameras for new preschool sites to provide curriculum and documentation support of children's development.

Submitted by:  
Reeta Madhavan 09/10/08

Approved by:  
Joseph C. Grazioi 09/10/08

Budget Director  
Chief Financial Officer

Agenda Item  
2a. (89-23B1)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California
For Board Meeting of September 23, 2008

SUBJECT: AUTHORIZATION TO ENTER INTO A MEMORANDUM OF UNDERSTANDING WITH CITY AND COUNTY OF SAN FRANCISCO TO CONTINUE THE “SCHOOLS AS COMMUNITY HUBS” PROJECT

REQUESTED ACTION:
That the Board of Education authorize the Superintendent and/or his designee to enter into a Memorandum of Understanding with the City and County of San Francisco to continue the “Schools as Community Hubs” Program.

BACKGROUND:
San Francisco’s neighborhoods lack access to playgrounds and other recreational facilities. Citizen surveys conducted for the 2004 Recreation and Parks Needs Assessment indicated a city-wide deficit in many outdoor courts and other recreational activities. In many cases, school district recreation facilities exist nearby, but are currently inaccessible to the public. This project seeks to develop a mutually beneficial partnership towards addressing these recreational needs through facilities, staff, and liability sharing between the City and District.

The Pilot of this Project ran from January-June 2008. School sites were surveyed following and in subsequent meetings with the Mayor’s office, District and City officials expressed their continued support of this program and felt it was successful.

Under this MOU, up to Fourteen (14) selected school-site playgrounds will be opened for use by their surrounding communities on weekends and on selected school holidays during daylight hours during the pilot period. Playgrounds that are part of this project will not be opened for community use on any school day.

The term of this MOU will be from the date of final signature(s) through the final day of instruction for the 2008/2009 school year for the involved school sites.

The MOU between the City and District addresses the roles and responsibilities of each party including that the City agrees to assume all liability for losses that may occur during the project.

FISCAL IMPACT:
District cost for this project will not exceed $25,000 for staff overtime to monitor site conditions following each weekend closing. These funds are allocated from existing budgeted funds in the Risk Management program budget (Fund 67, Org 218)

Agenda Item
2b. (89-23B2)

Prepared by: Dave George
Director, Risk Management

Submitted by: Myong Leigh
Deputy Superintendent, Policy and Operations

Approved by: Carlos Garcia
Superintendent of Schools
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California
(For Board Meeting of September 23, 2008)

SUBJECT: PURCHASING OF FURNITURE FOR THE DISTRICT SCHOOL AND ADMINISTRATIVE SITES UTILIZING A MULTIPLE AWARD CONTRACT

REQUESTED ACTION:

The Board of Education is requested to authorize the District Purchasing Department to enter into a multiple award contract for furniture with the following suppliers.

1. CHILDCRAFT
2. CORPORATE EXPRESS
3. D&D SECURITY RESOURCES, INC.
4. DEMCO, INC.
5. HERTZ FURNITURE SYSTEMS
6. JONES-CAMPBELL CO.
7. LAKESHORE LEARNING
8. SAXTON BRADLEY, INC
9. SCHOOL SPECIALTY
10. SCHOOL OUTFITTERS
11. VANGARD CONCEPT OFFICE
12. VIRCO, INC.

This is an indefinite-quantity contract. The contract shall satisfy the furniture requirements of the existing and any new District school and or administrative sites, including remodeling. The dollar amount requirement is based on each District school or administrative sites individual need.

BACKGROUND:

The District Purchasing Department opened solicited bids on August 12, 2008 for a multiple award Furniture Bid, number 25-06302011. The term of the contract shall be from date of award, for one full year. This contract may be extended for a period or periods or up to 2 additional years by mutual agreement, as stated in the "General Terms, Conditions, Instructions and Information for Bidders".

The bidders supplied percentage discounts off the manufacturer's suggested retail price (MSRP) for various furniture manufacturers. The Purchasing Department evaluated the bids based on the highest percentage off the manufacturer's suggested retail price (MSRP), which equates to the award of the above suppliers as being the lowest responsible and responsive bidders.

The supplier will provide verification of the MSPR price at the time of each order to evaluate the pricing percentage discount.

SUMMARY:

This contract shall satisfy the furniture requirements of the existing and any new District school and or administrative sites, including remodeling. The school district governing boards are required by Public Contract Code Section 20111 (a) to let (award) contracts for certain purposes that are in excess of a specified dollar amount ($72,400) to the lowest responsible bidder.

Submitted by:  

Approved by:  

Rod Sarmiento  
Director of Purchasing

Joseph C. Graziooli  
Chief Finance Officer
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

September 23, 2008

SUBJECT: AUTHORIZATION TO AMEND RESOLUTION 86-24B5 TO ENCUMBER AND EXPEND MONEYS FOR LEGAL SERVICES PROVIDED BY THE SAN FRANCISCO CITY ATTORNEY’S OFFICE FOR LEGAL SERVICES FOR FISCAL YEAR 2008-2009

REQUESTED ACTION:

That the Board of Education authorizes the amendment to Resolution 86-24B5 in order to encumber and expend monies to the San Francisco City Attorney’s Office for legal services for the period from July 1, 2008 through June 30, 2009. This is a funding change from Fund 05 to Fund 01 for the American with Disabilities Act and a reduction in funds to $100,000. (Changes in Bold and underlined)

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ESTIMATED TOTAL TO S.F. CITY ATTORNEY $700,000.00

Submitted by:

[Signature]
Maribel S. Medina
General Counsel

Agenda Item
2d. (89-23B4)
ATTORNEY-CLIENT/WORK PRODUCT/DRAFT
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

September 23, 2008

SUBJECT: BLANKET APPROVAL OF THE SAN FRANCISCO UNIFIED SCHOOL DISTRICT MEMORANDA OF AUTHORITY WITH COMMUNITY BASED ORGANIZATIONS

REQUESTED ACTION:

That the Board of Education approve the Memoranda of Authority entered into between the San Francisco Unified School District and Community Based Organizations and Agencies. A list of the Memoranda of Authority has been attached to this Resolution.

RECOMMENDATION:

It is recommended that the Board of Education approve the attached Memoranda of Authority entered into by San Francisco Unified School District and Community Based Organizations and Agencies that are set forth on the attached list.

BACKGROUND:

San Francisco Unified School District will enter into the attached Memoranda of Authority for the 2008-2009 school year. During the course of the school year, San Francisco Unified School District will continue to execute the Memoranda of Authority with Community Based Organizations and Public Agencies to provide services and support for students and their families as needed. The services all relate to or directly address issues involving school staff, Students and their families. There are several sources of funding for these organizations. The funding may come from foundations, the private sector, the State or Federal government or different departments of the City and County of San Francisco.

The Memoranda of Authority are contracts which require Board approval pursuant to the California Education Code and Board Policy. Due to timelines by the funding sources, many of the services set forth in the Memoranda of Authority must commence before the Board of Education is able to grant approval. Therefore, the Student Support Services Division is retroactively requesting the Board of Education’s blanket approval of the Memoranda of Authority on the attached list.

Submitted by: 

Trish Bascom
Associate Superintendent

Approved by: 

Carlos Garcia
Superintendent of Schools

Agenda Item
2e. (89-23B5)
<table>
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<tr>
<th>SFUSD School Site</th>
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<th>Description of Services</th>
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<td>Performing Arts Workshop</td>
<td>Theatre Arts and Creative Writing; Creative Movement; World Dance; World Music; Choir; Special Education; English-as-a-Second Language</td>
<td>DCYF; Private Donations</td>
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<td>San Francisco Ballet</td>
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<td>Foundations</td>
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<td>United Playaz</td>
<td>Gang Prevention</td>
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SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Monthly Report to the Board of Education
(For Board Meeting of September 23, 2008)

SUBJECT: AUTHORIZATION TO DECLARE OBSOLETE COMPUTER MONITORS, OTHER COMPUTER RELATED ACCESSORIES, FURNITURE, FIXTURES, EQUIPMENT INCLUDING CAFETERIA EQUIPMENT, INSTRUCTIONAL MATERIALS AND OTHER MISCELLANEOUS ITEMS AS SURPLUS PROPERTY

REQUESTED ACTION:
Pursuant to Board Policy P3262 and Education Code Sections 17545-17555, and Education Code Sections 60510-60530, it is recommended that the Board of Education declare certain furniture, fixtures, equipment and obsolete instructional materials no longer suitable for school purposes and delegate the Director of Purchasing the authority to dispose of same by sale, auction and/or disposal or donation using the most cost effective manner.

BACKGROUND:
Site Administrators have identified furniture, fixtures, equipment and instructional materials that are either surplus or broken and unusable items and have requested the District Warehouse to remove them from their individual locations.

District Warehouse staff will transport all functional furniture and equipment from the various sites to the District Warehouse at Selby Street. All furniture and equipment determined to be in suitable condition will be reused in other classrooms to provide a consistency of desks and seating when replacing school furniture and equipment.

The attached listing of estimated furniture, fixtures, equipment and instructional materials are deemed to be surplus items. All items determined to no longer hold any value for replacement parts and/or is beyond economic repair will be disposed of in accordance with Education Code provisions and in the most cost effective manner.

The Board of Education has the authority under Sections 17545-17555 and Section 60510-60530 of the Education Code to sell, auction, donate or otherwise dispose of the District furniture, fixtures, equipment and instructional materials that are unusable, obsolete or no longer needed for District use.

Submitted by:

Rod Sarmiento
Director, Purchasing & Warehouse

Approved by:

Joseph C. Grazioli
Chief Financial Officer
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<td>Bath Chairs</td>
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<td>El Dorado Elementary School</td>
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<td></td>
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<td>Guadalupe Elementary School</td>
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<td>School/Merchandise</td>
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<td>June Jordan School for Equity</td>
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<td>Computers</td>
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<td>Printers</td>
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<td>Lowell High School</td>
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<td>Chairs</td>
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<td>File Cabinets</td>
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<td>Desk (Large - Radio Lowell)</td>
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<td>Marina Middle School</td>
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<td>Map Rack</td>
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<td>Teacher's Desks</td>
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<td>Cassette/Stereo Receiver/Record Player</td>
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<td>Headphones</td>
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<td>Listening Center Hub</td>
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<td>Card Catalog Drawer</td>
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<td>Monroe Elementary School</td>
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<td>Monroe Elementary School (contd.)</td>
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<td>Laminating Machine</td>
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<td>File Cabinets</td>
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<td>Desks</td>
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<td></td>
<td>Typewriter</td>
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<td></td>
<td>Computer Table</td>
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<td>New Traditions Elementary Schools</td>
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<td></td>
<td>File Cabinet</td>
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<td></td>
<td>Chairs</td>
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<td>Redding Elementary School</td>
<td>Monitor</td>
<td>1</td>
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<td></td>
<td>CPU</td>
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<tr>
<td></td>
<td>Earphones, Earphone Jacks, Language Masters</td>
<td>2 Boxes</td>
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<td></td>
<td>Chairs</td>
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<td>Cart</td>
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<td>Tripods</td>
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<td>Paul Revere Elementary School</td>
<td>Cabinets</td>
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<td>Tables</td>
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</tr>
<tr>
<td>Junipero Serra Elementary School</td>
<td>Facsimile Machine</td>
<td>1</td>
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<tr>
<td></td>
<td>Computers</td>
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<tr>
<td></td>
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<td></td>
<td>Printers</td>
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<td></td>
<td>Back Up Hard Drive</td>
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<td>Scanner</td>
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<td>Sherman Elementary School</td>
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<td>Special Education Services</td>
<td>Computers</td>
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<td>Therapy Unit</td>
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<td>Sunset Elementary School</td>
<td>Duplicator</td>
<td>1</td>
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<tr>
<td>Tule Elk Park Child Development Center</td>
<td>Piano</td>
<td>1</td>
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<tr>
<td>Ida B. Wells High School</td>
<td>Pottery Wheels</td>
<td>2</td>
</tr>
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</table>
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California
Board Meeting of September 23, 2008

SUBJECT: Authorization for the award of bids, purchase of and encumbrance for supplies, equipment and/or services over $72,400 or the statutory limit specified in Public Contract Code Section 20111.

REQUESTED ACTION: That the Board of Education authorize the procurement of supplies, equipment, and/or services summarized below.

2008-2009

<table>
<thead>
<tr>
<th>NUMBER</th>
<th>SCHOOL/DEPARTMENT</th>
<th>DESCRIPTION</th>
<th>VENDOR/MBE/WBE</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>172-08-802</td>
<td>Student Transportation Department 01-72300-2009-0000-3600-5890-172 (Transportation -Home to School Funds)</td>
<td>To increase original encumbrance for payment of software licensing fees for computer based routing &amp; scheduling.</td>
<td>Edgar Inc. Non-MBB Non-WBB *Sole Source</td>
<td>$7,200</td>
</tr>
</tbody>
</table>

Original Encumbrance: $77,800.00
Increase Encumbrance: $ 7,200.00
Revised Encumbrance: $85,000.00

Submitted by: Rod Sarmiento
Director of Purchasing

Approved by: Joseph C. Grazioli
Chief Financial Officer
MEMORANDUM

TO:        Esther V. Casco
           Executive Assistant

FROM:      Rod Sarmiento
           Director of Purchasing

SUBJECT:   Representation of Minority and Woman Business
           Enterprises (MBE/WBE) on purchases over $72,400.00
           or the statutory limit specified in Public Contract Code Section 20111

A Minority Business Enterprise (MBE) is an independent and continuing business for profit, which performs a
commercially useful function and which is owned and controlled by one or more minority persons residing in
the United States or its territories. A Women-Owned Business Enterprise (MBE) is an independent and continuing
business for profit, which performs a commercially useful function and which is owned and controlled by one
or more women residing in the United States or its territories.

The MBE/WBE as they appear on the September 23, 2008 Board Agenda are as follows:

<table>
<thead>
<tr>
<th>NUMBER</th>
<th>VENDOR</th>
<th>TOTAL AMOUNT</th>
<th>MBE STATUS</th>
<th>WBE STATUS</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>172-08-802</td>
<td>Edgar Inc.</td>
<td>$7,200</td>
<td>Non-MBE</td>
<td>Non-WBE</td>
<td>*Sole Source</td>
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</table>

<table>
<thead>
<tr>
<th>TOTAL</th>
<th>*NON MBE/WBE</th>
<th>MBE/WBE AMOUNT</th>
<th>MBE/WBE</th>
<th>MBE</th>
<th>WBE</th>
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</thead>
<tbody>
<tr>
<td>$7,200</td>
<td>$7,200</td>
<td>0%</td>
<td>0%</td>
<td>0%</td>
<td>0.0%</td>
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</table>

*Purchases from government entities, publicly held corporations and sole sources are not included in this total.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California
Board Meeting 9/23/08

SUBJECT:
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:
That the Board of Education approve this modification between Pioneer Contractors, Inc. and the San Francisco Unified School District and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the modification on behalf of the District and encumber sufficient funds from the Deferred Maintenance Fund.

DEFERRED MAINTENANCE FUND:
Appropriation 14-62050-2009-0000-8500-6279-11201- Construction – Change Order

MODIFICATION OF CONTRACT:

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>THURGOOD MARSHALL HIGH SCHOOL modify the existing contract with Pioneer Contractors, Inc. for additional services</td>
<td>$5,209.50</td>
</tr>
</tbody>
</table>

RECOMMENDATION:
It is recommended that the fee of $5,209.50 as offered by Pioneer Contractors, Inc. be accepted.

BACKGROUND:
This contract was for re-roofing (Package #4) associated with the first floor roof of the cafeteria, covered walkway and the classroom/offices at Thurgood Marshall HS. The scope of work consisted of demolition, removal of existing roofs, new roofing membranes, sheet metal flashings and all related work. In addition, the work also included replacement of missing or stained ceiling tiles at the areas affected by previous roof leaks.

This modification, herein requested, is for additional services associated with the re-roofing at Thurgood Marshall HS. The scope of work consists of adding two scuppers, conductor heads and downspouts on the cafeteria roof for better drainage. Other work includes plugging two existing trench drains

Original contract amount (Resolution 86-10W17, June 10, 2008) $169,700.00
Previous approved modifications 0
Contract to be increased by this Modification #1 (amount not-to-exceed) $5,209.50
New Total Contract amount as modified $174,909.50
Total % of modification amounts to original contract amount 3%

Submitted by:
Yonko Radonov, Director
Facilities Design & Construction

Recommended by:
David L. Goldin A.I.A.
Chief Facilities Officer

Agenda Item
3a. (89-23W1)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT  
San Francisco, California  
Board Meeting 9/23/08

SUBJECT:  
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:  
That the Board of Education approve a modification of the contract between All Trusty Builders and the San Francisco Unified School District and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the modification on behalf of the District and encumber sufficient funds from the Capital Facilities Fund.

CAPITAL FACILITIES FUND:  
Appropriation 25-00000-2009-0000-8500-6277-11190 -- Construction -- Change Order

MODIFICATION OF CONTRACT:  

<table>
<thead>
<tr>
<th>MOD. NO. 1</th>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contract 00983</td>
<td>modify the existing contract with All Trusty Builders for additional services.</td>
<td>$9,557.04</td>
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</tbody>
</table>

RECOMMENDATION:  
It is recommended that the sum of $9,557.04 as offered by All Trusty Builders be accepted.

BACKGROUND:  
The San Francisco Unified School District (SFUSD) is creating a magnet school program to serve students with hearing impairments. Extensive modernization work is required at over 10 school sites to accommodate the expansion of this program. As part of the on-going work to address the needs of the deaf/hard of hearing students in the magnet schools, and in order to comply with ADA and Lopez v. SFUSD Stipulated Judgment, the auditorium at Claire Lilienthal ES has been acoustically modified. The scope of work included installation of new acoustical ceiling panels.

This modification, herein requested, is for additional acoustical modifications in classrooms 15, 19 and 22 at Claire Lilienthal ES. The scope of work includes perimeter gasketing at doors and new door shoes to eliminate ambient noise from entering classrooms in rooms 15 and 22. Other work consist of installation of 400 square foot of acoustical panels in classroom 19. This change order will close out the project.

| Original contract amount (Resolution 85-27W20, May 27, 2008) | $28,400.00 |
| Previous approved modifications | 0 |
| Contract to be increased by this Modification #1 (amount not-to-exceed) | $9,557.04 |
| New Total Contract amount as modified | $37,957.04 |
| Total % of modification amounts to original contract amount | 33% |

Submitted by:  
Yonko Radonov, Director  
Facilities Design & Construction

Recommended by:  
David L. Goldin A.I.A.  
Chief Facilities Officer

Agenda Item  
3b. (89-23W2)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 9/23/08

SUBJECT:
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:
That the Board of Education approve a modification of the contract between Inspection Services, Inc. and the San Francisco Unified School District and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the modification on behalf of the District and encumber sufficient funds from the Capital Facilities Fund. This is a professional service contract, and is not limited to the 10% contingency restriction.

CAPITAL FACILITIES FUND:
Appropriation 25-00000-2009-0000-8500-6280-11018 – Material Testing & Insp. – Change Order

MODIFICATION OF CONTRACT:

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST</th>
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<tr>
<td>FILIPINO EDUCATION CENTER</td>
<td>$3,588.30</td>
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<tr>
<td>modify the existing contract with</td>
<td></td>
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<tr>
<td>Inspection Services, Inc.</td>
<td></td>
</tr>
<tr>
<td>for additional services.</td>
<td></td>
</tr>
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RECOMMENDATION:
It is recommended that the sum of $3,588.30 as offered by Inspection Services, Inc. be accepted.

BACKGROUND:
This contract was to provide structural tests and special construction inspection services in accordance with the Division of the State Architect (DSA) for the new growth/expansion building at the Filipino Education Center for expansion of the school program to K-8.

This modification, herein requested, is for additional testing and inspection services at Filipino Education Center. The scope of work consists of final welding inspector and laboratory affidavits reports. These are required DSA documents for project closeout.

<table>
<thead>
<tr>
<th>Description</th>
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</thead>
<tbody>
<tr>
<td>Original contract amount (Resolution 712-11W16, December 11, 2007)</td>
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<tr>
<td>Previous approved modifications</td>
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<tr>
<td>Contract to be increased by this Modification #1 (amount not-to-exceed)</td>
<td>$3,588.30</td>
</tr>
<tr>
<td>New Total Contract amount as modified</td>
<td>$36,263.30</td>
</tr>
</tbody>
</table>

Submitted by:  
Yonko Radonov, Director  
Facilities Design & Construction

Recommended by:  
David L. Goldin A.I.A.  
Chief Facilities Officer

Agenda Item  
3c. (89-23W3)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 09/23/08

SUBJECT:

Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:

That the Board of Education approve this contract modification between Mobile Modular Management Corporation and the San Francisco Unified School District for an amount not to exceed $34,038 and instruct the Chief Facilities Officer to sign all documents necessary for the execution of contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:

Appropriation 21-80391-2009-0000-8500-6278-11057 – San Miguel Child Development Center

CONTRACT:  DESCRIPTION  COST

Mod#1 to  San Miguel Child Development Center  $34,038.00
No. 01009  Interim Housing – Prop A 2006 Bond Program

RECOMMENDATION:

That the Board of Education approve this contract modification between Mobile Modular Management Corporation and the San Francisco Unified School District for an amount not to exceed $34,038 and instruct the Chief Facilities Officer to sign all documents necessary for the execution of contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:

The original scope of services provided the lease, delivery, set up and tear down of portable buildings and ramps. This modification will provide extra lumber underneath the units for leveling and a re-mobilization cost for the portable classroom ramps and installation and dismantling of one large ramp that will be leased for a period of 12 months covering the duration of construction at the site. Portable units are to receive VCT flooring based on CDC licensing requirements.

The provider, Mobile Modular Management Corporation, was selected through a Request for Proposals (RFP) process for Interim Housing/Portable Classrooms. Mobile Modular Management Corporation was the only respondent to the RFP.

Performable by District Civil Service Classification:  No
District Classification: N/A
Reason for Contracting Out: N/A

| Original Contract Amount | $184,174.00 |
| This Modification #1 (not-to exceed) | $34,038.00 |
| Total Contract Value as modified | $218,212.00 |

Submitted by:
Maureen Shellon
Director of Construction Management

Recommended by:
David L. Goldin, A.I.A.
Chief Facilities Officer

Agenda Item
3d. (89-23W4)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT  
San Francisco, California  

Board Meeting 09/23/08

SUBJECT:

Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:

That the Board of Education approve this contract modification between CLW Builders, Inc and the San Francisco Unified School District for an amount not to exceed $34,572.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:

Appropriation #21-90391-2009-0000-8500-6279-11050 – George Washington Carver Elementary School

<table>
<thead>
<tr>
<th>CONTRACT:</th>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mod.2 to No. #00869</td>
<td>G.W. Carver Elementary School Building Construction – Prop A 2006 Bond Program</td>
<td>$34,572.00</td>
</tr>
</tbody>
</table>

RECOMMENDATION:

That the Board of Education approve this contract modification between CLW Builders, Inc and the San Francisco Unified School District for an amount not to exceed $34,572.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:

This contract is for the modernization of the existing facilities at George Washington Carver Elementary School as required by San Francisco Unified School District's Proposition A 2006 Bond Program.

The base bid scope of work includes: roof replacement, new flooring, ceilings and lighting in classroom spaces. The work covered by the two alternates is: poly under floor layer and concrete slab moisture treatment.

This modification is for replacing data and power system in the existing computer classroom to meet the site's instructional needs and additional cleaning of staff rooms and office areas after furniture and equipment moves are completed.

| Original contract amount | $ 1,290,000.00 |
| Previous Approved Modifications | $11,917.00 |
| This Modification (#2) | $34,572.00 |
| **Total Contract Amount as Modified** | **$ 1,336,489.00** |
| **% of modification** | 3.60% |

Submitted by:

Maureen Shelton  
Director of Construction Management

Recommended by:

David L. Goldin, A.I.A.  
Chief Facilities Officer

Agenda Item 3e. (89-23W5)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 09/23/2008

SUBJECT:
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:
That the Board of Education approve a contract modification between Cal Pacific Construction, Inc. and the San Francisco Unified School District for an amount not to exceed $66,815.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:
Appropriation # 21-90390-2009-0000-8500-6279-10771 Galileo Academy of Science & Technology

MODIFICATION OF
CONTRACT:

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Galileo Academy of Science &amp; Technology Building Construction – Prop A 2003 Bond Program</td>
<td>$66,815.00</td>
</tr>
</tbody>
</table>

RECOMMENDATION:
That the Board of Education approve a contract modification between Cal Pacific Construction, Inc. and the San Francisco Unified School District for an amount not to exceed $66,815.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:
The original scope of work includes the construction of accessibility improvements, fire and life safety upgrades, remediation of hazardous materials and other modernization improvements at Galileo High School as required by San Francisco Unified School District's Proposition A 2003 Bond Program.

This modification includes remediation of unforeseen accessibility conditions, classroom painting and various structural, electrical, plumbing and mechanical modifications.

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original contract amount (Resolution 73-27W/19, 03/27/2007)</td>
<td>$13,266,500.00</td>
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<tr>
<td>Previous Approved Modifications</td>
<td>$837,440.00</td>
</tr>
<tr>
<td>Contract to be increased by Modification No.9</td>
<td>$66,815.00</td>
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<tr>
<td>New Total Contract Amount as Modified</td>
<td>$14,170,755.00</td>
</tr>
<tr>
<td>Total % of modification amounts to original contract amount</td>
<td>6.82%</td>
</tr>
</tbody>
</table>

Submitted by:
Maureen Shelton
Director of Construction Management

Recommended by:
David L. Goldin, A.I.A.
Chief Facilities Officer
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 09/23/08

SUBJECT:
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:
That the Board of Education approve a modification to the contract between Gold Spring Construction and the San Francisco Unified School District for an amount not to exceed $25,195.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:
Appropriation #21-90391-2009-0000-8500-6279-11037 – Sutro ES

CONTRACT:

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mod #1 to No. #00964 Sutro Elementary School</td>
<td>$25,195.00</td>
</tr>
<tr>
<td>Building Construction – Prop A 2006 Bond Program</td>
<td></td>
</tr>
</tbody>
</table>

RECOMMENDATION:
That the Board of Education approve a modification to the contract between Gold Spring Construction and the San Francisco Unified School District for an amount not to exceed $25,195.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:
The original scope of work includes: New accessible ramp and landings, prefabricated metal ramps, installation of two modular building, installation of power, fire alarm, low voltage lines and other improvements required by applicable building codes or SFUSD's obligations under its settlement in Lopez v. SFUSD.

This modification includes: Modular ramp for existing bungalow, fire alarm equipment, additional phone lines, new circuit breaker, security system programming, modify existing iron fence, additional AC paving, install ramp skirting, repair concrete stairs, credit for deleting sidewalk scope, extend landing for ADA access, demo curb ramp, and add mesh to existing grate.

Original contract amount $317,689.00
Previous Approved Modification(s) $0.00
This Modification (#1) $25,195.00
Total Contract Amount as Modified $342,884.00
% of modification 7.93%

Submitted by:

Maureen Shelton
Director of Construction Management

Recommended by:

David L. Goldin, A.I.A.
Chief Facilities Officer

Agenda Item
3g. (89-23W7)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 09/23/08

SUBJECT:

Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:

That the Board of Education approve a modification to the Master Agreement between MACTEC and the San Francisco Unified School District for an amount not to exceed $4,000.00 for a duration of up to one year, and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the Master Agreement modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:

Appropriation #21-90391-2009-0000-8500-6150-11058 – Lakeshore ES $4,000.00

<table>
<thead>
<tr>
<th>CONTRACT</th>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mod #2 to No. 00907</td>
<td>Lakeshore ES Geotechnical Engineering Services – Prop A 2006 Bond Program</td>
<td>$4,000.00</td>
</tr>
</tbody>
</table>

RECOMMENDATION:

That the Board of Education approve a modification to the Master Agreement between MACTEC and the San Francisco Unified School District for an amount not to exceed $4,000.00 for a duration of up to one year, and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the Master Agreement modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:

This contract is for the geotechnical services as required by San Francisco Unified School District's Proposition A 2006 Bond Program. The original Master Agreement provided for geotechnical engineering services at Raphael Weill CDC, Lakeshore ES. Subsequent modifications provided for geotechnical engineering services at Alice Fong Yu and geotechnical services at Lakeshore ES.

This contract modification will provide additional geotechnical investigations at Lakeshore ES and includes data review, coordination, field investigation, lab testing, data interpretation and analysis and production of a geotechnical investigation report.

Original Contract $44,330.00
Previous Modifications $28,218.00
This Modification #2 $4,000.00
Total Contract as modified $76,548.00

Submitted by: Waziuddin Chowdhury
Director of Project Management

Recommended by: David L. Goldin, A.I.A.
Chief Facilities Officer

Agenda Item 3h. (99-23W8)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California
Board Meeting 09/23/08

SUBJECT:
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:
That the Board of Education approve a contract modification between Zolman Construction and Development, Inc., Inc. ("Zolman") and the San Francisco Unified School District for an amount not to exceed $55,942.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:
Appropriation #21-90391-2009-0000-8500-6279-11039 – Mission Ed. Center/Kate Kennedy CDC $41,956.50

CONTRACT:

<table>
<thead>
<tr>
<th>CONTRACT MODIFICATION NO.</th>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mod 1 to contract No. #01008</td>
<td>Fairmount ES, Mission Ed. Ctr./Kate Kennedy CDC Building Construction – Prop A 2006 Bond Program</td>
<td>$55,942.00</td>
</tr>
</tbody>
</table>

RECOMMENDATION:
That the Board of Education approve a contract modification between Zolman Construction and Development, Inc., Inc. ("Zolman") and the San Francisco Unified School District for an amount not to exceed $55,942.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:
The original scope of work includes connection of power, data, fire alarm, water for 10 modular units which will be used as interim housing and other improvements required by applicable building codes or SFUSD's obligations under its settlement in Lopez v. SFUSD. The costs for this project will be shared by Fairmount ES and Mission Education Center/Kate Kennedy because both schools will be using these units as "swing space" during construction at their respective sites.

This modification includes providing a copper wound transformer, new chain link fence at ramp, dumpster for tree removal, stencil of bungalow numbers, provide fencing behind existing portable, additional AC paving at ramps, plumbing chase for exterior drinking fountain, additional low voltage wires, add a section of new fencing, install a hose bibb, provide powder coated drinking fountain, re-key portables, change hardware, install toilet accessories, install additional smoke detectors for CDC.

<table>
<thead>
<tr>
<th>Description</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original contract amount</td>
<td>$410,000.00</td>
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<tr>
<td>Previous Approved Modification(s)</td>
<td>$0.00</td>
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<td>Contract to be Increased by Modification #1</td>
<td>$55,942.00</td>
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<tr>
<td>New Total Contract Amount as Modified</td>
<td>$465,942.00</td>
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<tr>
<td>Total % of modification amounts to original contract amount</td>
<td>13.64%</td>
</tr>
</tbody>
</table>

Submitted by:

Maureen Shelton
Director of Construction Management

Recommended by:

David L. Goldin, A.I.A.
Chief Facilities Officer
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 09/23/08

SUBJECT:

Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:

That the Board of Education approve a contract modification between Arntz Builders, Inc. (Arntz) and the San Francisco Unified School District for an amount not to exceed $105,671.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:

Appropriation # 21-90390-2009-0000-8500-6279-10768 Balboa High School

MODIFICATION OF CONTRACT:

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mod. No. 7 To Contract 00771</td>
<td>Balboa High School Building Construction – Prop A 2003 Bond Program</td>
</tr>
</tbody>
</table>

RECOMMENDATION:

That the Board of Education approve a contract modification between Arntz Builders, Inc. (Arntz) and the San Francisco Unified School District for an amount not to exceed $105,671.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:

This contract is for the construction of accessibility improvements, fire and life safety upgrades, remediation of hazardous materials and other modernization improvements at Balboa High School as required by San Francisco Unified School District’s Proposition A 2003 Bond Program.

Scope of work includes toilet room renovations, new accessible drinking fountains, new elevator, new exterior stairs upgrade, installation of accessible ramps, fire alarm and fire sprinkler upgrades, modification to existing casework, selected new flooring, site improvements, limited painting and other improvements required by applicable building codes or SFUSD under its settlement in Lopez v SFUSD.

This modification includes revisions to landscaping areas including additional irrigation, flooring, addition of emergency evacuation chairs, replacement bookshelves and other miscellaneous changes.

Original contract amount (Resolution 73-27W14, March 27, 2007) $12,135,242.00
Previous Approved Modification(s) $776,973.00
Contract to be increased by Modification #7 $105,671.00
New Total Contract Amount as Modified $13,017,886.00
Total % of modification amounts to original contract amount 7.27%

Submitted by:

Maureen Shelton
Director of Construction Management

Agenda Item 3j (88-23W10)

Recommended by:

David L. Goldin, A.I.A.
Chief Facilities Officer
SAN FRANCISCO UNIFIED SCHOOL DISTRICT  
San Francisco, California  
Board Meeting 09/23/08

SUBJECT:
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:
That the Board of Education approve a contract modification between Ninyo & Moore and the San Francisco Unified School District for an amount not to exceed $1,928.50 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:
Appropriation # 21-90391-2009-0000-8500-6150-11056 New Traditions ES

<table>
<thead>
<tr>
<th>MODIFICATION OF CONTRACT:</th>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mod. No. 2 To Contract 3356</td>
<td>New Traditions Elementary School</td>
<td>$1,928.50</td>
</tr>
<tr>
<td></td>
<td>Modify the existing contract with Ninyo &amp; Moore for additional geotechnical services</td>
<td></td>
</tr>
</tbody>
</table>

RECOMMENDATION:
That the Board of Education approve a contract modification between Ninyo & Moore and the San Francisco Unified School District for an amount not to exceed $1,928.50 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:
The original scope of work includes geotechnical services at New Traditions as required by San Francisco Unified School District's Proposition A 2006 Bond Program.

This modification includes the balance payment of the DSA required geohazard report and additional scope due to unforeseen conditions.

<table>
<thead>
<tr>
<th></th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original contract amount (ICA #3356, 11/15/07)</td>
<td>$10,500.00</td>
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<tr>
<td>Previous Approved Modifications</td>
<td>$5,750.00</td>
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<tr>
<td>Contract to be Increased by Modification No.1</td>
<td>$1,928.50</td>
</tr>
<tr>
<td>New Total Contract Amount as Modified</td>
<td>$18,178.50</td>
</tr>
</tbody>
</table>

Submitted by:
Waziuddin Chowdhury  
Director of Project Management

Recommended by:  
David L. Goldin, A.I.A.  
Chief Facilities Officer

Agenda Item  
3k. (89-23W11)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 9/23/08

SUBJECT:

Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:

That the Board of Education approve a contract modification between Arntz Builders, Inc. (Arntz) and the San Francisco Unified School District for an amount not to exceed $271,110.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:

| Appropriation #21-90390-2009-0000-8500-6279-10766 - Abraham Lincoln HS Modernization | $118,648.00 |
| Appropriation #21-90390-2009-0000-8500-6279-10767 - Abraham Lincoln HS New Building | $152,462.00 |

MODIFICATION OF CONTRACT:

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Abraham Lincoln HS – Modernization &amp; New Building Building Construction – Prop A 2003 Bond Program</td>
<td>$271,110.00</td>
</tr>
</tbody>
</table>

RECOMMENDATION:

That the Board of Education approve a contract modification between Arntz Builders, Inc. (Arntz) and the San Francisco Unified School District for an amount not to exceed $271,110.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:

The original scope of work includes toilet room renovations, new accessible drinking fountains, new elevators, new exterior stairs upgrade, installation of accessible ramps, fire alarm and fire sprinkler upgrades, modification to existing casework, selected new flooring, site improvements, limited painting, construction of a new classroom building included all related mechanical, electrical, and plumbing systems and other improvements required by applicable building codes or SFUSD’s obligations under its settlement in Lopez v. SFUSD.

This modification includes the installation of a new phone line and conduit from the main building to the bleacher building for emergency monitoring of the wheelchair lifts, reorganization of existing electrical conduits, addition of anchors at soffits per DSA Field Report, demolition of existing and reframing of new walls in bathrooms, installation of new shades, on the ground floor of Building A, upgrade of the ceiling tiles in the New Building and other miscellaneous modifications.

<table>
<thead>
<tr>
<th>Original contract amount</th>
<th>Lincoln Modernization</th>
<th>Lincoln Bungalow</th>
<th>Total Contract</th>
</tr>
</thead>
<tbody>
<tr>
<td>$17,342,298.00</td>
<td>$118,648.00</td>
<td>$18,299,284.00</td>
<td>$26,592,298.00</td>
</tr>
<tr>
<td>Previous Approved Modifications</td>
<td>$838,338.00</td>
<td>$0.00</td>
<td>$838,338.00</td>
</tr>
<tr>
<td>Contract to be increased by Modification #3</td>
<td>$152,462.00</td>
<td>$9,402,462.00</td>
<td>$27,701,746.00</td>
</tr>
<tr>
<td>New Total Contract Amount as Modified</td>
<td>$18,299,284.00</td>
<td>$9,402,462.00</td>
<td>4.2%</td>
</tr>
</tbody>
</table>

Submitted by:

Maureen Shetton
Director of Construction Management

Agenda Item
31. (89-23W12)

Recommended by:

David L. Goldin, A.I.A.
Chief Facilities Officer
SAN FRANCISCO UNIFIED SCHOOL DISTRICT  
San Francisco, California  
Board Meeting 09/23/08

SUBJECT:

Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:

That the Board of Education approve this contract modification between Consolidated Engineering Laboratories (CEL) and the San Francisco Unified School District for an amount not to exceed $9,500.00 and instruct the Chief Facilities Officer or designee to sign all documents needed to execute the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:

Appropriation # 21-90390-2009-0000-8500-6289-10770 Mission High School

CONTRACT:                           DESCRIPTION                        COST

Mod. No. 2 to                      Mission High School                    $9,500.00
Contract 00793                      Materials Testing and Inspection Services

RECOMMENDATION:

That the Board of Education approve this contract modification between Consolidated Engineering Laboratories (CEL) and the San Francisco Unified School District for an amount not to exceed $9,500.00 and instruct the Chief Facilities Officer or designee to sign all documents needed to execute the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:

This contract is for Materials Testing and Inspection Services for building improvement projects related to the passage of San Francisco Unified School District's Proposition 39 School Repair Program.

Scope of work includes Materials Testing and Inspection Services at Mission High School to ensure compliance with plans & specifications and DSA requirements.

This contract modification is for additional work related to unforeseen conditions during the course of construction that resulted in the need for additional special inspections. In addition, errors in the field resulted in additional inspections. The costs for these additional inspections will be back charged to the contractor.

<table>
<thead>
<tr>
<th>Description</th>
<th>Original amount</th>
<th>Prior Modification(s)</th>
<th>This Modification #2</th>
<th>Total Contract Value, as modified</th>
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</thead>
<tbody>
<tr>
<td>Total Contract Value, as modified</td>
<td>$49,028.00</td>
<td>12,257.00</td>
<td>9,500.00</td>
<td>70,785.00</td>
</tr>
</tbody>
</table>

Submitted by:

Maureen Shelton  
Director of Construction Management  
Agenda Item  
3m. (69-23W13)  

Recommended by:

David L. Goldin, A.I.A.  
Chief Facilities Officer
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 09/23/2008

SUBJECT:

Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:

That the Board of Education approve this contract modification between Loving & Campos and the San Francisco Unified School District for an amount not to exceed $26,000.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:

Appropriation #21-90391-2009-0000-8500-6219- 11050 – Lawton Elementary School

CONTRACT:  
Mod 2 to  
No. 0843  

DESCRIPTION  
Lawton Elementary School  
Architectural/Engineering Services  

COST  
$26,000.00

RECOMMENDATION:

That the Board of Education approve this contract modification between Loving & Campos and the San Francisco Unified School District for an amount not to exceed $26,000.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:

This contract is for Architectural and Engineering services for building improvement projects related to the San Francisco Unified School District’s Proposition A 2006 Bond Program. The scope of work of the 2006 Proposition A Bond Program includes architectural and engineering services required for the design and construction modernization of individual District sites and facilities according to the requirements and regulations of the 2006 Bond Initiative language.

This modification is for additional work related to designing the site layout for five temporary bungalows as well as the connections of utilities to these bungalows.

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original contract amount</td>
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<tr>
<td>Previous Approved Modifications</td>
<td>$23,894.00</td>
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<tr>
<td>Contract to be Increased by Modification No.1</td>
<td>$26,000.00</td>
</tr>
<tr>
<td>New Total Contract Amount as Modified</td>
<td>$622,076.00</td>
</tr>
</tbody>
</table>

Submitted by:  
Waziuddin Chowdhury  
Director of Project Management

Recommended by:  
David L. Golcin, A.I.A.  
Chief Facilities Officer

Agenda Item  
3n. (89-23W14)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 9/23/08

SUBJECT:

Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:

That the Board of Education approve a contract modification between Arntz Builders, Inc. (Arntz) and the San Francisco Unified School District for an amount not to exceed $137,035.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:

Appropriation # 21-90390-2009-0000-8500-6279-10770 Mission High School

MODIFICATION OF CONTRACT:

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mod. No. 9 To Contract 00767</td>
<td>Mission High School for additional construction services</td>
</tr>
<tr>
<td></td>
<td>$137,035.00</td>
</tr>
</tbody>
</table>

RECOMMENDATION:

That the Board of Education approve a contract modification between Arntz Builders, Inc. (Arntz) and the San Francisco Unified School District for an amount not to exceed $137,035.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract modification on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:

The original scope of work includes remodeling of bathrooms, doors and door hardware replacement, handrail improvements, installation of ramps, installation of new wheelchair lifts, yard and other site improvements, flooring replacement, replacement of non-accessible sinks, water fountains, gymnasium bleacher modifications, counters and other non-accessible fixtures, fire alarm upgrades, removal of hazardous materials, limited painting and other improvements required by applicable building codes or SFUSD's obligations under its settlement in Lopez v. SFUSD.

This modification includes costs related to rerouting existing utilities around new improvements, installation of an elevator smoke guard at the existing elevator, installation of new supports for existing electrical conduit, removal of lead based varnish and refinishing of the main gym wood flooring, installation of new flooring in the library, modifications to the ventilation in the elevator shaft, and other miscellaneous modifications.

Original contract amount (Resolution 73-27W15, March 27, 2007) $17,741,565.00
Previous Approved Modification(s) $1,375,208.00
Contract to be Increased by Modification #9 $137,035.00
New Total Contract Amount as Modified $19,253,808.00
Total % of modification amounts to original contract amount 8.52%

Submitted by:
Maureen Shelton
Director of Construction

Recommended by:
David L. Goldin, A.I.A.
Chief Facilities Officer

Agenda Item 3o. (89-23W15)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT  
San Francisco, California  
Board Meeting 9/23/08

SUBJECT:  
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:  
That the Board of Education approve this Master Agreement between Consolidated Cleaning Services, Inc. and the San Francisco Unified School District for an amount not to exceed $97,829.00 and for a duration of up to one year, and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the Master Agreement on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:  
Appropriation 21-90390-2009-0000-8500-5880-10770 - Mission High School Modernization $11,389.00  
Appropriation 21-90390-2009-0000-8500-5890-10766 – Abraham Lincoln HS Modernization $85,000.00  
Appropriation 21-90391-2009-0000-8500-5890-11060 – Ulloa ES Modernization $ 1,440.00

CONTRACT:  
No. 01031    
Mission HS, Abraham Lincoln HS and Ulloa ES  
Professional Cleaning Services – Prop A 2003 and 2006 Bond Program  
$97,829.00

DESCRIPTION:  
Mission HS, Abraham Lincoln HS and Ulloa ES  
Professional Cleaning Services – Prop A 2003 and 2006 Bond Program

COST:  
$97,829.00

RECOMMENDATION:  
That the Board of Education approve this Master Agreement between Consolidated Cleaning Services, Inc. and the San Francisco Unified School District for an amount not to exceed $97,829.00 and for a duration of up to one year, and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the Master Agreement on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:  
This Master Agreement is for professional cleaning services for various building improvement projects related to the passage of San Francisco Unified School District’s Proposition A 2003 and 2006 Bond Program. Individual service agreements will be assigned to define scope, schedule, deliverables and exact cost for each project contract as needed for the duration of the Master Agreement.

Scope of work for Mission HS, Abraham Lincoln HS, and Ulloa ES includes detail cleaning not limited to classrooms, cafeteria, auditorium, hallways, science labs, restrooms & staff areas. The cleaning includes but not limited to dusting windows, floor mopping, stripping & sealing, and associated furniture moving.

The consultant was selected pursuant to the District’s Request for Proposals process. After review of 2 proposals submitted by profession cleaning firms, the District determined that the two firms, Consolidated Cleaning Services, Inc. and Aim To Please Cleaners had the prerequisite qualifications, experience and staff at this time for the 2003 and 2006 Prop A Bond Program. Individual projects are assigned based on the firm’s experience, size and capabilities for each of the individual projects as determined by the Bond Program staff.

Performable by District Civil Service Classification: Yes  
District Classification: Custodial  
Reason for Contracting Out: District does not have staff capacity to perform this work

Submitted by:  
Maureen Shelton  
Director of Construction Management  
Recommended by:  
David Goldin  
Chief Facilities Officer

Agenda Item  
3p. (89-23W16)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Board Meeting 9/23/08

SUBJECT:
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:
That the Board of Education approve this contract between DSK Architects and the San Francisco Unified School District for an amount not to exceed $99,290.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:

Appropriation #21-90391-2009-0000-8500-6210-11088 – Theresa Mahler

CONTRACT: DESCRIPTION COST
No. # 01029 Theresa Mahler CDC $99,290.00 Architectural/Engineering Services

RECOMMENDATION:
That the Board of Education approve this contract between DSK Architects and the San Francisco Unified School District for an amount not to exceed $99,290.00 and instruct the Chief Facilities Officer or designee to sign all documents necessary for the execution of the contract on behalf of the District and to encumber sufficient funds from Proposition 39 School Repair Program Fund.

BACKGROUND:

This contract is for Architectural and Engineering services for building improvement projects related to the San Francisco Unified School District’s Proposition A 2006 Bond Program. The scope of work of the 2006 Proposition A Bond Program includes architectural and engineering services required for the design and construction modernization of individual District sites and facilities according to the requirements and regulations of the 2006 Bond Initiative language.

The consultant was selected pursuant to the District’s Request for Proposals process. After review of 27 proposals submitted by architectural firms the District determined that the following firms had the prerequisite qualifications, experience and staff at this time for the 2006 Proposition A Bond Program architects: CSDA Architects, Cervantes Design Associates, Deems Lewis McKinley Architects, DSK Architects, ED2 International, Gelfand Partners, Hamilton + Aitken Architects, K2A Architects, KYA Architecture, Lemanski and Rockwell Architects, Paulette Taggart Architects, Plum Architects, SIM Architects, VBN Architects. Individual projects are assigned based on the firm’s experience, size and capabilities for each of the individual projects as determined by the Bond Program staff.

Performable by District Civil Service Classification: Yes
District Classification: Multiple
Reason for Contracting Out: The volume of architectural and engineer work, the extensive experience and specialized expertise in school design and construction required and the strict time frames required to perform the work, under the legal requirements of the ADA Lopez Stipulated Judgment preclude performing these services in-house.

Submitted by:
Wazir Chowdhury
Director of Project Management
Agenda Item 3q. (89-23W17)

Recommended by:
David L. Goldin, A.I.A.
Chief Facilities Officer
SAN FRANCISCO UNIFIED SCHOOL DISTRICT  
San Francisco, California  
Board Meeting 09/23/08

SUBJECT:  
Contracts, Orders for Service, Work Order and Modifications in connection with the School Building Program.

REQUESTED ACTION:  
That the Board of Education approve a budget adjustment for the contract award and subsequent modification to contract # 1008 for Zolman Construction at Fairmount ES for interim housing, and to encumber and re-allocate sufficient project funds from Proposition 39 School Repair Program Fund.

PROPOSITION 39 SCHOOL REPAIR PROGRAM FUND:  
Appropriation #21-00391-2008-0000-8500-6270-11046 – Fairmount ES $102,500.  

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<th>CONTRACT:</th>
<th>DESCRIPTION</th>
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<td>#1008</td>
<td>Fairmount ES Building Construction – Prop A 2006 Bond Program</td>
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RECOMMENDATION:  
That the Board of Education approve a budget adjustment for the contract award and subsequent modification to contract # 1008 for Zolman Construction at Fairmount ES for interim housing, and to encumber and re-allocate sufficient project funds from Proposition 39 School Repair Program Fund.

BACKGROUND:  
At its meeting of June 24, 2008, the Board approved award of contract #1008 to Zolman Construction (through Board Resolution # 86-24W42) for the interim housing project at Fairmount ES. This contract provides for the connection of power, data, fire alarm, water for 10 modular units which will be used as interim housing as required by San Francisco Unified School District's Proposition A 2006 Bond Program. The resolution identified one funding source (Fairmount ES) for the contract.

As stated in Resolution # 86-24W42, the costs for this project will be shared by Fairmount ES and Mission Education Center/Kate Kennedy because both schools will be using these units as “swing space” during construction at their respective sites. This resolution requests approval of a budget adjustment providing for a 75% - 25% split for this contract between Mission Ed/Kate Kennedy CDC and Fairmount ES, respectively.

Submitted by:  
Leonard Tom  
Director of Finance & Administration  
SFUSD Bond Program

Recommended by:  
David L. Goldin  
Chief Facilities Officer

Agenda Item  
3r. (89-23W18)
SAN FRANCISCO UNIFIED SCHOOL DISTRICT
San Francisco, California

Regular Board Meeting 9/23/08

SUBJECT:
Contracts: Emergency Declaration for Repair of Boiler Room and associated Boiler equipment at Mission High School, San Francisco, CA.

REQUESTED ACTION:

That the Board of Education declare an emergency pursuant to Public Contract Code sections 1102 and 20113 with respect to the emergency repair of heating boilers, Boiler control panel, valves and electrical motors and controls damaged as a result of the flooding of the Mission High School Boiler Room and approve emergency, no-bid contract(s) upon identification of qualified contractor(s) to perform and complete the repairs that are required; and

WHEREAS, On September 9, 2008 a water surge flowed into the boiler room, causing severe flooding and significant damage to the boilers and all associated equipment in the room. As a result of the flooding, the boiler heating equipment has failed, the entire high school is without heat and as a consequence the use of the buildings will be severely disrupted for students and staff should the buildings require heat; and

WHEREAS, As it is not practical nor responsible to wait for the normal contracting procedures for the repair work and this work needs to be performed as quickly as possible in order to be able to provide heating to the building should the need arise; and,

WHEREAS, in accordance with Public Contract Code § 20113, in an emergency when any repairs, alterations, work or improvement is necessary to any District facility to permit the continuance of existing school classes or function, the Board of Education may, by unanimous vote, make a contract in writing for the performance of labor and furnishing of materials or supplies without advertising for or inviting bids;

THEREFORE, BE IT RESOLVED, the repair and/or replacement of the Damaged Property constitutes an emergency pursuant to Public Contract Code § 20113, in that such repairs and/or replacement is necessary to permit the continuance of existing school District functions and;

BE IT FURTHER RESOLVED, That the Superintendent, or their designee, is authorized to obtain labor and furnishing of materials or supplies to repair and/or replace the Damaged Property without advertising for or inviting bids and therefore;

BE IT FURTHER RESOLVED, upon identification of one or more qualified contractors to perform and complete necessary repair and/or replacement of Damaged Property, and upon determination that the terms and conditions for such contractor(s) performance and completion of necessary repair and/or replacement are reasonable and in the best interests of the District, the Superintendent, or their designee, is authorized to enter into written agreement(s) with such contractor(s) to perform and complete necessary repair and/or replacement without further action of the Board of Education and the Board declares an emergency by unanimous vote.

Submitted and Recommended by:

Dave George
Director Risk Management

David L. Goldin A.I.A.
Chief Facilities Officer

Agenda Item
3s. (89-23W19)
## San Francisco Unified School District

**MEMORANDUM**

**TO:** Esther Casco, Executive Assistant  
**FROM:** David Goldin  
**Chief Facilities Officer**

**RE:** Representation of Disabled Veteran, Minority and Women Owned Business Enterprises (DVBE, MBE/WBE)

September 10, 2008

In an effort to increase participation for all ethnicity's and genders, the District has increased its own advertising efforts to include publications and listing with the greatest circulation to contractors and subcontractors. In addition, the bidding documents include an outreach certification which requires the contractors to solicit subcontractors through publications of an advertisement and/or listing in at least two (2) of an approved list of publications and/or listing.

The ethnicity and gender are presented below as they appear on the September 23, 2008 Board Agenda:

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<th>DVBE Status</th>
<th>MBE/WBE Status</th>
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<td>CONTRACT</td>
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<td>CONTRACT</td>
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<td><strong>$968,925.50</strong></td>
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an equal opportunity employer
SUBJECT: Administrative, Secondary, Elementary Certificated Personnel Actions.

Action Requested: That the Board of Education approves the following personnel actions.

PROBATIONARY APPOINTMENTS
89-23F1

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4a. (89-23F1- F13)
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#### 89-23F4

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**TEACHERS ON VARIABLE TERM WAIVER**

89-23F7

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**PROVISIONAL INTERN PERMITS**

89-23F8

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# REDUCED WORK/PARTNERSHIP TEACHING

**89-23F10**

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### SEPARATION

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Administrative, Secondary, Elementary Certificated Personnel Action
Prepared by

Roger L. Buschmann
Chief Administrative Officer

Agenda Item
4a. (89-23F1- F13)
# Race and Gender Composition

## Probationary Appointees Appearing in the Agenda of

September 23, 2008

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<tr>
<th></th>
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<th>Percentage</th>
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<td>Female</td>
<td>45</td>
<td>65.22%</td>
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<tr>
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<td>24</td>
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</tr>
<tr>
<td>American Indian</td>
<td>2</td>
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<tr>
<td>Chinese</td>
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<td>5.80%</td>
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<tr>
<td>Filipino</td>
<td>3</td>
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<tr>
<td>Japanese</td>
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<tr>
<td>Korean</td>
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<td>2.90%</td>
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<tr>
<td>Other Non-White</td>
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| Total                      | 69 | 100.00% |

214
RACE AND GENDER COMPOSITION

TEMPORARY APPOINTEES

APPEARING IN THE AGENDA OF

September 23, 2008

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<tr>
<td>CHINESE</td>
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<td>FILIPINO</td>
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<tr>
<td>KOREAN</td>
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<tr>
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| NON-MINORITY (OTHER WHITE) | 7 | 41.18% |
| DECLINE                  | 2 | 11.76% |
| NO DATA AVAILABLE        | 0 | 0.00%  |
| TOTAL                    | 17| 100.00%|
RACE AND GENDER COMPOSITION

EMERGENCY APPOINTEES

APPEARING IN THE AGENDA OF

September 23, 2008

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RACE AND GENDER COMPOSITION

INTERN APPOINTEES

APPEARING IN THE AGENDA OF

September 23, 2008

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| TOTAL                     | 13| 100.00%|
# RACE AND GENDER COMPOSITION

## DEPARTMENT HEAD/DEAN/HEAD COUNSELOR APPOINTEE

### APPEARING IN THE AGENDA OF

September 23, 2008

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<th>APPOINTEE</th>
<th>PERCENTAGE</th>
</tr>
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<th>APPOINTEE</th>
<th>PERCENTAGE</th>
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<th><strong>TOTAL</strong></th>
<th>APPOINTEE</th>
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RACE AND GENDER COMPOSITION

SITE SUPPORT SUBSTITUTE APPOINTEES

APPEARING IN THE AGENDA OF

September 23, 2008

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<tr>
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<th>APPOINTEES</th>
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<td>TOTAL</td>
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</table>
SUBJECT: Consultant Services [Individual] [Organization]

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? [Yes] [No]

If yes, please explain. Information not finalized in time for Meeting.

or other comments: Paperwork slipped through the cracks.

SERVICE:
89-23K1 Creative Movement Dance Instruction serving 1st, 3rd, and 5th grade.

Category: Visual & Performing Arts Enrichment
Site: Rosa Parks Elementary School
Dates of Service: January 22, 2008 – March 19, 2008
Total Cost: $4,000.00

Funding Source(s)/Program Title:
After School Education and Safety

SACS Code(s):
01-60107-2009-1110-2100-5803-786

Name of Consultant: Corrine Nagata $4,000.00
Evaluation: $0
Total Cost: $4,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
Dance Instruction to Inclusive (incorporating students with mild to severe disabilities, specifically students from a Special Day Class that addressed a wide range of disabilities) groups of students at Rosa Parks Elementary School with a culminating performance.

DISTRICT GOAL: [Goal 1] [Goal 2] [Goal 3] [Goal 4] [Goal 5] [Goal 6]

EVALUATION: [Level I] [Level II] [Level III] [Level IV]
SELECTION PROCESS:
There has been a great deal of positive response to Ms. Nagata's ability with management and delivery of dance instruction. At the beginning of the year, she came and gave a sample lesson to a group of 30 children (students). It was amazing! We chose her to work with the 1st graders and later decided to add an Inclusive (Special Day Class, 3 General Ed. classes) group of students.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☒ No Student Contact

PREPARED BY: Ember Junio
SUBMITTED BY: Monica Nagy, Principal
SITE: Rosa Parks Elementary School
SUBJECT: Consultant Services  X Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  X Yes  □ No

If yes, please explain. School schedule required work to start.
or other comments:

SERVICE: 89-23K2  Contractor to work with school and after school staff to implement academic and enrichment activities for students in grades k-5 in an effort to better link both programs and increase student achievement.

Category: Administrative

Site: Bret Harte Elementary School


Total Cost: $11,000.00

Funding Source(s)/Program Title:
School & Library Improvement Block Grant

SACS Code(s):
01-73950-2009-1110-2100-5803-453

Name of Consultant: Lisa Howard  $11,000.00

Evaluation:  $0

Total Cost:  $11,000.00

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PROGRAM DESCRIPTION AND DISTRICT GOAL:

Programs aimed to increase student achievement.

DISTRICT GOAL:  X Goal 1  X Goal 2  X Goal 3  X Goal 4  □ Goal 5  □ Goal 6

EVALUATION:  X Level I  □ Level II  □ Level III  □ Level IV
SELECTION PROCESS:

School Application.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☑ More Than Limited Contact  ☐ No Student Contact

PREPARED AND SUBMITTED BY: Vidrae A. Franklin, Principal
SITE: Bret Harte Elementary School
SUBJECT: Consultant Services  □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  □ Yes  □ No

If yes, please explain. School schedule required work to start.

or other comments:

SERVICE: 89-23K3

Contractor to coordinate and implement sports activities for the students during school and after school as well as provide professional development to staff aimed to increase student health and school safety.

Category: Administrative

Site: Bret Harte Elementary School


Total Cost: $22,000.00

Funding Source(s)/Program Title:
Targeted Instructional Improvement Block Grant

SACS Code(s):
01-73940-2009-1110-2100-5803-453

Name of Consultant: Alvin Duke Reid

Evaluation: $0

Total Cost: $22,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Teacher professional development and programs aimed to increase student achievement.

DISTRICT GOAL:  □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION:  □ Level I  □ Level II  □ Level III  □ Level IV

224
SELECTION PROCESS:
Invitation/School Application.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED AND SUBMITTED BY: Vidrale A. Franklin, Principal
SITE: Bret Harte Elementary School
SUBJECT: Consultant Services  □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  □ Yes  □ No

If yes, please explain. School schedule required work to start.

or other comments:

SERVICE: 89-23K4

The Physical Education Consultant, in collaboration with the teachers and in keeping with District policy, instructs Lafayette students in physical activity that is both beneficial as well as enjoyable, instilling healthy habits that will benefit them for life.

Category: Administrative

Site: Lafayette Elementary School

Dates of Service: August 25, 2008 through June 12, 2009

Total Cost: $27,029.20

Funding Source(s)/Program Title:
Parent Teachers Association (PTA)
General Fund Unrestricted

SACS Code(s):
01-93006-2009-1110-2100-5803-664 $19,000.00
01-00000-2009-1110-2100-5803-664 $8,029.20

Name of Consultant: Christopher Tabarez $27,029.20

Evaluation: $0

Total Cost: $27,029.20

PROGRAM DESCRIPTION AND DISTRICT GOAL:

In keeping with District policy, the Physical Education Consultant helps students, through physical activity, to develop motor skills, coordination and teamwork through a course of skills development based on their age group. The overall goal of the Consultant is to instill lifelong healthy habits that will benefit the pupils for years to come.

DISTRICT GOAL: □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION: □ Level I  □ Level II  □ Level III  □ Level IV
SELECTION PROCESS:
Recommendation of School Site Council, Lafayette Principal and Teachers.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☑ More Than Limited Contact  ☐ No Student Contact

PREPARED AND SUBMITTED BY: Ruby G. Brown, Principal
SITE: Lafayette Elementary School
SUBJECT: Consultant Services ☒ Individual ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☒ Yes ☐ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K5

To provide K-2 instruction in Visual Arts (1 hour on Wednesdays and 2.5 hours on Thursdays), total 49 hours.

Category: Visual & Performing Arts Enrichment

Site: Monroe Elementary School

Dates of Service: 9/3/08-12/18/08

Total Cost: $1,960.00

Funding Source(s)/Program Title:
Parent Teachers Associations (PTA)

SACS Code(s):
01-93006-2009-1110-2100-5803-729

Name of Consultant: Sandra S Kepler $1,960.00

Evaluation: $0

Total Cost: $1,960.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

To provide K-2 instruction in Visual Arts (1 hour on Wednesdays and 2.5 hours on Thursdays), total 49 hours.

DISTRICT GOAL: ☒ Goal 1 ☐ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6

EVALUATION: ☒ Level I ☐ Level II ☐ Level III ☐ Level IV
SELECTION PROCESS:
Selected by Monroe Elementary PTA-parent group.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact ☒ More Than Limited Contact ☐ No Student Contact

PREPARED BY: Midie Lau
SUBMITTED BY: Jennifer Steiner, Principal
SITE: Monroe Elementary School
SUBJECT: Consultant Services  ☑ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  ☐ No

If yes, please explain. School schedule required work to start.
or other comments:

SERVICE:  Provide technical support and computer maintenance.
89-23K6

Category: Technology Services
Site: A.P. Giannini Middle School
Total Cost: $10,000.00

Funding Source(s)/Program Title: School & Library Improvement Block Grant

SACS Code(s): 01-73950-2009-1110-2100-5803-404

Name of Consultant: Raymond D. Hall $10,000.00

Evaluation: $0

Total Cost: $10,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

District Goal 1 – In order to close the achievement gap, there needs to be equity in the digital divide. Tech support enables each classroom and the labs to be updated in order to have equal access.

DISTRICT GOAL:  ☑ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION:  ☑ Level I  ☐ Level II  ☐ Level III  ☐ Level IV
SELECTION PROCESS:
As a parent volunteer, Ray Hall has done tech work at the school during the 07-08 school year. As a result, the SSC voted to hire him as a tech consultant.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact ☐ More Than Limited Contact ☐ No Student Contact

PREPARED BY: Christine Luu
SUBMITTED BY: Leslie Trook, Principal
SITE: A.P. Giannini Middle School
SUBJECT: Consultant Services  ☑ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  ☐ No
If yes, please explain. School schedule required work to start.
or other comments:

SERVICE: Artists-In-Residence
89-23K7

Category: Teaching  Code:
Site: Academy of Arts & Sciences
Dates of Service: 8/27/08 - 5/15/09
Total Cost: $22,500.00

Funding Source(s)/Program Title:
General Fund Unrestricted

SACS Code(s):
01-00000-2009-1110-2100-5803-832

Name of Consultant:  Liz Anderson $15,000  $22,500.00
Paige McBee $  7,500
Evaluation:
$None
Total Cost: $22,500.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
Artists will provide theatre classes.

DISTRICT GOAL: ☑ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6
EVALUATION: ☐ Level 1  ☑ Level II  ☐ Level III  ☐ Level IV
SELECTION PROCESS:
Artist is renewing her contracts for the new school year.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Lorraine Magsanay
SUBMITTED BY: Carmelo Sgarlato, Principal
SITE: SOTA
SUBJECT: Consultant Services  ☑ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  ☐ No

If yes, please explain. School schedule required work to start.
or other comments:

SERVICE: Artists-In-Residence (Creative Writing Department)
89-23K8

Category: Teaching  Code: 23
Site: SOTA
Dates of Service: 8/27/08 - 5/15/09
Total Cost: $13,000.00

Funding Source(s)/Program Title:
Targeted Instructional Improvement Block Grant

SACS Code(s):
01-73940-2009-1110-2100-5803-815

Name of Consultant: $13,000.00
Steve M. Kane  2,000.00
Paige McBee  5,000.00
Nicole Bratt  2,000.00
Amy Trachtenberg-Miller  500.00
Jeffrey Aephonsus Mooney  500.00
Tony Bravo  500.00
Beth Lisick  1,000.00
Robin Coste Lweis  1,500.00

Evaluation: $None
Total Cost: $13,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Artists will provide a variety of creative writing classes.

DISTRICT GOAL:  ☑ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION:  ☐ Level I  ☑ Level II  ☐ Level III  ☐ Level IV
SELECTION PROCESS:

Artists are renewing their contracts for the new school year.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Lorraine Magsanay

SUBMITTED BY: Carmelo Sgarlato, Principal

SITE: SOTA
SUBJECT: Consultant Services  ☑ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  ☐ No

If yes, please explain. School schedule required work to start.

SERVICE: Artists-In-Residence (Dance Department)
89-23K9

Category: Teaching  Code: 23
Site: SOTA
Dates of Service: 8/27/08 - 5/15/09
Total Cost: $40,000.00

Funding Source(s)/Program Title:
General Fund Unrestricted
PEEF: Prop H, Physical Education Support
Targeted Instructional Improvement Block Grant

SACS Code(s):
01-00000-2009-1110-2100-5803-815 $15,462
01-90551-2009-1110-2100-5803-815 $14,292
01-73940-2009-1110-2100-5803-815 $  246

Name of Consultant:  
Graciela Acedo  5,255.00
Lynn Brilhante  10,110.00
Lee-Wei Chao  4,285.00
Gregory Dawson  5,255.00
Lucy Hudson  5,095.00
Juan Pazmino  5,000.00
Melissa Payne  5,000.00

Evaluation:  $None
Total Cost:  $40,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Artists will provide a variety of dance classes.

DISTRICT GOAL:  ☑ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6
EVALUATION:  ☐ Level I  ☑ Level II  ☐ Level III  ☐ Level IV
SELECTION PROCESS:
Artists are renewing their contracts for the new school year.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☑ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Lorraine Magsanay
SUBMITTED BY: Carmelo Sgarlato, Principal
SITE: SOTA
SUBJECT: Consultant Services  ☒ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☒ Yes  □ No

If yes, please explain. School schedule required work to start.
or other comments:

SERVICE: Artists-In-Residence (Visual Arts Department)
89-23K10

Category: Teaching  Code: 23
Site: SOTA
Dates of Service: 8/27/08 - 5/15/09
Total Cost: $60,200.00

Funding Source(s)/Program Title:
General Fund Unrestricted

SACS Code(s):
01-00000-2009-1110-2100-5803-815

Name of Consultant:
Dale Erickson  7,800.00
Tom Mogensen  13,000.00
Jeffrey Castleman  13,000.00
Lisa Filipi  3,900.00
Camila Fernandez  6,500.00
Ben Stonberg  6,500.00
Larry Rosenberg  16,000.00

Evaluation: $60,200.00
Total Cost: $60,200.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Artists will provide a variety of visual arts classes.

DISTRICT GOAL:  ☒ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6
EVALUATION:  □ Level I  ☒ Level II  □ Level III  □ Level IV
SELECTION PROCESS:
Artists are renewing their contracts for the new school year.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Lorraine Magsanay
SUBMITTED BY: Carmelo Sgarlato, Principal
SITE: SOTA
SUBJECT: Consultant Services ☒ Individual ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☒ Yes ☐ No

If yes, please explain. School schedule required work to start. or other comments:

SERVICE:
89-23K11

Category: Teaching Code: 23

Site: SOTA

Dates of Service: 8/27/08 - 5/15/09

Total Cost: $12,418.00

Funding Source(s)/Program Title:
PEEF: Prop. H

SACS Code(s):
01-90552-2009-1110-2100-5803-815

Name of Consultant:
Elspeth Franks $5,400.00
Steven Kim $7,018.00

Evaluation: $None

Total Cost: $12,418.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Artists will provide a variety of vocal classes.

DISTRICT GOAL:
☒ Goal 1 ☐ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6

EVALUATION:
☐ Level I ☒ Level II ☐ Level III ☐ Level IV
SELECTION PROCESS:
Resumes and interviews.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☑ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Lorraine Magsanay
SUBMITTED BY: Carmelo Sgarlato, Principal
SITE: SOTA
SUBJECT: Consultant Services  ☑ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  ☐ No

If yes, please explain. Information not finalized in time for Meeting.

or other comments:

SERVICE: 89-23K12
Consultant will conduct investigations relating to student assignment issues, fraud and other matters as directed by the District's General Counsel.

Category: Legal Services
Site: Legal Office
Dates of Service: August 1, 2008 – June 30, 2009
Total Cost: $3,000.00

Funding Source(s)/Program Title:
General Fund Unrestricted

SACS Code(s):
01-00000-2009-0000-7110-5803-250

Name of Consultant: Chris Reynolds  $3,000.00
Evaluation: $0
Total Cost: $3,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
Consultant will conduct investigations relating to student assignment issues, fraud and other matters as directed by the District’s General Counsel.

DISTRICT GOAL: ☐ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION: ☐ Level I  ☐ Level II  ☐ Level III  ☐ Level IV
K Resolution

89-23K12 Cont. Page 2

SELECTION PROCESS:
Consultant is an experienced and well-respected investigator.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☐ More Than Limited Contact  ☒ No Student Contact

PREPARED BY: Lovina Martinez
SUBMITTED BY: Maribel S. Medina, General Counsel
SITE: Legal Office
SUBJECT: Consultant Services  ☑ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  ☐ No

If yes, please explain. Information not finalized in time for Meeting.

or other comments:

SERVICE: 89-23K13

Provide service as Field Manager for both SFUSD and non-SFUSD user events at the Burton High School athletic field.

Category: Athletic  Code:

Site: Burton High School

Dates of Service: August 30, 2008 thru June 30, 2009

Total Cost: $1,000.00

Funding Source(s)/Program Title:

PEEF: Prop H

SACS Code(s):

01-90552-2009-1110-4200-5803-101

Name of Consultant: Michael Speech

Evaluation:

Total Cost: $1,000.00

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PROGRAM DESCRIPTION AND DISTRICT GOAL:

Provide athletic opportunities for both SFUSD students and local community youth groups.

DISTRICT GOAL: ☐ Goal 1  ☑ Goal 2  ☐ Goal 3  ☑ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION: ☑ Level I  ☐ Level II  ☐ Level III  ☐ Level IV
SELECTION PROCESS:
Contractor was selected on the basis of past experience and quality service to the SFUSD Athletic Department.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☑ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: John Zlatunich
SUBMITTED BY: Donald Collins
SITE: Athletic Office
SUBJECT: Consultant Services  ☑ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  ☐ No

If yes, please explain. Budget allocation not available in time.

SERVICE: 89-23K14

Ms. Mayan Chang will provide professional development days training at SFUSD high schools staff in the areas of effective instructional strategies for English learners, identification of appropriate materials, placement of students in appropriate classes, testing and assessment issues, and reclassification procedures.

Category: Professional Development  Code:  

Site: Multilingual Programs

Dates of Service: August 18, 2008 - June 30, 2009

Total Cost: $27,200.00

Funding Source(s)/Program Title:
NCLB: Title III, Limited English Proficient Student Program

SACS Code(s):
01-42030-2009-4760-2100-5803-054

Name of Consultant: Mayan Chang  $27,200.00

Evaluation: $n/a

Total Cost: $27,200.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

The SFUSD Multilingual Programs Department provide expertise and support to schools and community to assure consistent and effective program implementation for English Language Learners.

DISTRICT GOAL: ☑ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION: ☑ Level I  ☐ Level II  ☐ Level III  ☐ Level IV
SELECTION PROCESS:
Ms. Chang is a retired SFUSD teacher with over 30 years of successful experience in teaching English learners.

DEGREE OF STUDENT CONTACT:
☒ Limited Contact ☐ More Than Limited Contact ☐ No Student Contact

PREPARED BY: Teresita Manalo
SUBMITTED BY: Karling Aguilera-Fort
SITE: Multilingual Programs
K Resolution

SUBJECT: Consultant Services ☒ Individual ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☒ Yes ☐ No

If yes, please explain.

or other comments: Information not finalized in time for meeting.

SERVICE: 89-23K15 Consultant will support new teachers in the BTSA/Induction Program. Please authorize approval of the contract with an explicit waiver of Policy P3850.

Category: Professional Development
Site: BTSA/Induction Program, Teaching & Learning
Dates of Service: August 12, 2008 - December 5, 2008
Total Cost: $4,500.00

Funding Source(s)/Program Title:
AB825-Teacher Credentialing Block Grant

SACS Code(s):
01-73920-2009-1110-2100-5803-190

Name of Consultant: Michelle Irwin $4,500.00
Evaluation: $0
Total Cost: $4,500.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
Consultant will support new teachers in the BTSA/Induction Program.

DISTRICT GOAL: ☒ Goal 1 ☐ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6
EVALUATION: ☒ Level I ☐ Level II ☐ Level III ☐ Level IV
SELECTION PROCESS:
This consultant is now a retired teacher who will support new teachers in the BTSA/Induction Program.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☐ More Than Limited Contact  ☒ No Student Contact

PREPARED BY: Ivette De Battista
SUBMITTED BY: Caroline Satoda
SITE: BTSA/Induction Program, T & L
SUBJECT: Consultant Services  □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  □ Yes  □ No

If yes, please explain. Choose from list below
or other comments: Information not finalized in time for meeting.

SERVICE: 89-23K16

Consultant will provide Formative Assessment System and Coaching Training for support providers, coordinate and facilitate PD for participating teachers and coach new staff members in the BTSA/Induction Program. Please authorize approval of the contract with an explicit waiver of Policy P3850.

Category: Professional Development

Site: BTSA/Induction Program, Teaching & Learning

Dates of Service: August 15, 2008 - December 8, 2008

Total Cost: $7,500.00

Funding Source(s)/Program Title:
AB825-Teacher Credentialing Block Grant

SACS Code(s):
01-73920-2009-1110-2100-5803-190

Name of Consultant: Lynn Moscrip $7,500.00

Evaluation: $0

Total Cost: $7,500.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Provide Formative Assessment System and Coaching Training for support providers, coordinate and facilitate PD for participating teachers and coach new staff members in the BTSA/Induction Program.

DISTRICT GOAL:  □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION:  □ Level I  □ Level II  □ Level III  □ Level IV
SELECTION PROCESS:

This consultant is now a retired teacher who was recruited by the BTSA program staff.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☐ More Than Limited Contact  ☒ No Student Contact

PREPARED BY: Ivette De Battista

SUBMITTED BY: Caroline Satoda

SITE: BTSA/Induction Program, T & L
SUBJECT: Consultant Service  ☑ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  ☐ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K17

Coordinate mathematics classes for elementary and middle school teachers of the SFUSD under the Educating Teachers in Mathematics project.

Category: Professional Development

Site: San Francisco State University

Dates of Service: July 1, 2008 to November 1, 2008

Total Cost: $10,000.00

Funding Source(s)/Program Title:
NCLB: Title II, Part A, Improving Teacher Quality Local Grants

SACS Code(s):
01-40350-2009-1110-2100-5803-190

Name of Consultant: Carol Langbort  $10,000.00
Evaluation: $0
Total Cost: $10,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

The mathematics courses offered by SFSU support SFUSD teachers in becoming highly qualified and achieving deeper content knowledge in mathematics.

DISTRICT GOAL:  ☑ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION:  ☑ Level I  ☐ Level II  ☐ Level III  ☐ Level IV
SELECTION PROCESS:
The consultant is a education professor who supports the teacher cohorts through the coursework and is the liaison between the district and SFSU.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☐ More Than Limited Contact  ☒ No Student Contact

PREPARED BY: Kue Kim
SUBMITTED BY: Jeanne D'Arcy
SITE: APD, Teaching & Learning
SUBJECT: Consultant Services ☑ Individual ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☑ Yes ☐ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K18

Prepare and provide presentation at Charles Hagar Planetarium at San Francisco State University to 45 San Francisco teachers on Astronomy.

Category: Professional Development

Site: APD, Teaching & Learning

Dates of Service: August 12, 2008

Total Cost: $1,000.00

Funding Source(s)/Program Title:
NCLB: Title II, Part B, CA Mathematics and Science Partnerships

SACS Code(s):
01-40500-2009-1110-2100-5803-190

Name of Consultant: Timothy Brothers

Evaluation:

Total Cost: $1,000.00

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PROGRAM DESCRIPTION AND DISTRICT GOAL:

The consultant was an Astronomy content presenter at Charles Hagar Planetarium at San Francisco State University. He set up special astronomy lesson for SFUSD grade school teachers.

DISTRICT GOAL: ☑ Goal 1 ☐ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6

EVALUATION: ☐ Level I ☐ Level II ☐ Level III ☑ Level IV
SELECTION PROCESS:

The consultant was selected for his expertise in Astronomy.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☐ More Than Limited Contact  ☑ No Student Contact

PREPARED BY: Kue Kim

SUBMITTED BY: Jeanne D'Arcy

SITE: Teaching & Learning
SUBJECT: Consultant Services  ☒ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☒ Yes  ☐ No

If yes, please explain. Information not finalized in time for Meeting.

or other comments:

SERVICE: 89-23K19
Prepare and provide Earth Science workshop to SFUSD elementary teachers.

Category: Professional Development

Site: APD, Teaching & Learning

Dates of Service: August 14, 2008

Total Cost: $1,500.00

Funding Source(s)/Program Title:
NCLB: Title II, Part B, CA Mathematics and Science Partnerships

SACS Code(s):
01-40500-2009-1110-2100-5803-190

Name of Consultant: Katryn Wiese  $1,500.00

Evaluation: $0

Total Cost: $1,500.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
The consultant provided Earth Science workshop to SFUSD elementary school teachers as a part of WISE program.

DISTRICT GOAL:
☒ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION:
☐ Level I  ☐ Level II  ☐ Level III  ☒ Level IV
SELECTION PROCESS:
The consultant was selected for her expertise in Earth Science.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☑ More Than Limited Contact  ☑ No Student Contact

PREPARED BY: Kue Kim
SUBMITTED BY: Jeanne D'Arcy
SITE: Teaching & Learning
K Resolution

SUBJECT: Consultant Services ☒ Individual ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☒ Yes ☐ No

If yes, please explain. School schedule required work to start.

Or other comments:

SERVICE: 89-23K20

Vicky will perform a movement workshop teaching elements of narrative tableau and mime for 60 elementary and middle school dance and drama teachers at the Museum of Performance and Design highlighting the concept of balance.

Category: Professional Development

Code: 14

Site: Visual and Performing Arts Dept.

Dates of Service: August 21, 2008

Total Cost: $1,500.00

Funding Source(s)/Program Title:

PEEF: Prop-H

SACS Code(s):

01-90552-2009-1110-2100-5803-104

Name of Consultant: Vicky Silva

Evaluation: N/A

Total Cost: $1,500.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

SFUSD professional development for the arts, drama, and dance teachers in the elementary and middle schools.

DISTRICT GOAL: ☒ Goal 1 ☐ Goal 2 ☒ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6

EVALUATION: ☒ Level I ☐ Level II ☐ Level III ☐ Level IV
Selection Process:

Vicky will perform a movement workshop teaching elements of narrative tableau and mime for 60 elementary and middle school dance and drama teachers at the Museum of Performance and Design highlighting the concept of balance.

Degree of Student Contract:

☐ Limited Contact       ☐ More Than Limited Contact       ☒ No Student Contact

Prepared By: Lisa Leung, Senior Clerk
Submitted By: Robert Daniels, Supervisor
Site: Visual and Performing Arts
SUBJECT: Consultant Services □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  □ Yes  □ No

If yes, please explain. Information not final before meeting.

SERVICE: 89-23K21

To provide Physical Education Program for K-5 students by the organization Sports4Kids.

Category: Administrative  Code: 1

Site: Monroe Elementary School

Dates of Service: 8/25/08-12/19/08

Total Cost: $11,750.00

Funding Source(s)/Program Title:
General Fund Unrestricted

SACS Code(s):
01-00000-2009-1110-2100-5803-729

Name of Consultant: Sports4Kids $11,750.00

Evaluation: $0

Total Cost: $11,750.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Sports4kids provides training and professional development opportunities for teachers through 30-45 minutes physical education classes in grades K-5, five days per week at Monroe Elementary School. Sports4kids coach also participates in K-5 recess times to facilitate team games for students. Additionally, an afterschool component allows upper grades' students to participate in team sports.

DISTRICT GOAL:  □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION: □ Level I  □ Level II  □ Level III  □ Level IV
SELECTION PROCESS:
Continuing service from last year.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Midie Lau
SUBMITTED BY: Jennifer Steiner
SITE: Monroe Elementary School
SUBJECT: Consultant Services ___Individual  X Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  X Yes  _ No

If yes, please explain.

SERVICE: 89-23K22 Consultant, Presidio YMCA, will work with teachers in developing professional development lessons and model 13 P.E. classes per week to K-5th grade students.

Request for Policy 3610 be waived for Norman Robinson he is an employee of the San Francisco School District.

Category: Administrative  Code: 1
Site: Yick Wo Elementary School
Total Cost: $12,000.00

Funding Source(s)/Program Title
Discretionary Funds

SACS Code(s)
01-93005-2008-1110-2100-5803-801

Consultant: Presidio YMCA  $12,000.00
Evaluation: $0
Total Cost: $12,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Kindergarten through 5th grade students will participate in weekly P.E. classes planned and implemented in collaboration with the classroom teacher and input from the consultant. The program will serve to support, provide principal PD, enhance and enrich the P.E. core curriculum, with emphasis on physical fitness, team sports, teamwork and cooperation.

DISTRICT GOAL: ___Goal 1  X_Goal 2  ___Goal 3  ___Goal 4  ___Goal 5  ___Goal 6

EVALUATION: ___Level I  X_Level II  ___Level III  ___Level IV
SELECTION PROCESS:
The consultant, the Presidio YMCA, will be providing specially trained personnel, equipment and training to work with teachers in enhancing and extending the P.E. curriculum in the areas of physical fitness, team sports, teamwork and cooperation.

DEGREE OF STUDENT CONTACT:

___ Limited Contact  ___X___ More Than Limited Contact

PREPARED AND SUBMITTED BY: Yvonne Chong

SITE: Yick Wo Elementary School
SUBJECT: Consultant Services  □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  □ Yes  □ No
If yes, please explain. School schedule required work to start.
or other comments:

SERVICE: 89-23K23
Assist in planning and implementing 25 weekly art workshops for all students in K-2.

Category: Visual & Performing Arts Enrichment  Code: 27
Site: Yick Wo Elementary School
Dates of Service: September 8, 2008 - March 16, 2009
Total Cost: $9,000.00

Funding Source(s)/Program Title:
Discretionary Fund

SACS Code(s):
01-93005-2009-1110-2100-5803-801

Name of Consultant: ArtSeed  $9,000.00
Evaluation: $0
Total Cost: $9,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
Kindergarten through 2nd grade students will participate in weekly art workshops planned and implemented in collaboration with the classroom teacher and input from the consultant. The program will serve to support and enhance the art core curriculum, and will be used to provide enrichment and extensions in language arts, social studies, and science. The individualized program in each class builds on previously learned for each class. The artist will be providing access to specialized materials and equipment in working with teachers in the areas of visual and studio art.

DISTRICT GOAL:  □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION:  □ Level I  □ Level II  □ Level III  □ Level IV

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SELECTION PROCESS:
Art Consultant Selection Committee with Art Liaison - Susie Siegel.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☒ No Student Contact

PREPARED AND SUBMITTED BY: Yvonne Chong
SITE: Yick Wo Elementary School
K Resolution

SUBJECT: Consultant Services ☐ Individual ☑ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☑ Yes ☐ No

If yes, please explain. Information not finalized in time for Meeting. or other comments:

SERVICE: Performing Arts
89-23K24

Category: Visual & Performing Arts Enrichment Code: 27
Site: Rosa Parks Elementary School.
Dates of Service: January 2, 2008 - June 13, 2008
Total Cost: $2,968.00

Funding Source(s)/Program Title:
After School Education and Safety

SACS Code(s):
01-60107-2009-1110-2100-5803-786

Name of Consultant: Performing Arts Workshop $2,968.00
Evaluation: $0
Total Cost: $2,968.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Capoiera and Creative Movement dance instruction to Kindergarten, 2nd and 4th grade students with a culminating performance in Capoiera during our annual JBBP Performing Arts Night.

DISTRICT GOAL: ☑ Goal 1 ☑ Goal 2 ☑ Goal 3 ☑ Goal 4 ☐ Goal 5 ☑ Goal 6

EVALUATION: ☑ Level I ☐ Level II ☐ Level III ☐ Level IV
89-23K24 Cont. Page 2

SELECTION PROCESS:
PAW was a Master Contract holder, had grant programs that would provide a smaller cost to the school as well as teacher coaching in order to create sustainability of Visual and Performing Arts in the classroom, and had been historically used in our school. We chose Capoiera for the ethnic relevance to our demographic as well as for the movement and dance. We chose creative movement because of the success of the class with the kindergarten students in the previous school year, the artist worked very well with that age level and used many techniques including visualization and descriptive language.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact ☐ More Than Limited Contact ☒ No Student Contact

PREPARED AND SUBMITTED BY: Ember Junio
SITE: Rosa Parks Elementary School
SUBJECT: Consultant Services  □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  □ Yes  □ No

If yes, please explain. Information not finalized in time for Meeting.

or other comments:

SERVICE: 89-23K25

Provide classes twice a week in theater including acting, music, dance, stage production, to 50 students in grades K-5. Contractor will work with students to produce a play and perform 2 shows for the community. Contract work to begin September 16, 2008 and end on November 13, 2008.

Category: Visual & Performing Arts Enrichment  Code: 27

Site: Bret Harte Elementary School

Dates of Service: September 16, 2008 – November 13, 2008

Total Cost: $2,500.00

Funding Source(s)/Program Title: After School Education and Safety

SACS Code(s): 01-60100-2009-1110-2100-5803-453

Name of Consultant: Kidstock, Inc.  $2,500.00

Evaluation: $0

Total Cost: $2,500.00

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PROGRAM DESCRIPTION AND DISTRICT GOAL:

Provide classes twice a week in theater including acting, music, and dance stage production, to 50 students in grades K-5. Contractor will work with students to produce a play and perform 2 shows for the community. Contract work to begin September 16, 2008 and end on November 13, 2008.

DISTRICT GOAL:  □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION:  □ Level I  □ Level II  □ Level III  □ Level IV
SELECTION PROCESS:

School art committee interview and selection.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☑ More Than Limited Contact  ☐ No Student Contact

PREPARED AND SUBMITTED BY: Vidrale Antoinette Franklin

SITE: Bret Harte Elementary School
SUBJECT: Consultant Services □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  □ Yes  □ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K26
Professional development workshop for the County and Court Schools faculty presented by the Center for Sustainable Change.

Category: Professional Development  Code: 14
Site: Principals' Center Collaborative
Dates of Service: 8/21/08 - 8/22/08
Total Cost: $6,185.30

Funding Source(s)/Program Title:
Restricted Revenue Limited: County Community Schools

SACS Code(s):
05-24200-2009-3500-2100-5803-483

Name of Consultant: Center for Sustainable Change  $6,185.30
Evaluation: $0
Total Cost: $6,185.30

PROGRAM DESCRIPTION AND DISTRICT GOAL:
The Center for Sustainable Change is built on three decades of successfully applying a principle-based/innate health psychology to communities and schools across the nation. The Center for Sustainable Change sees an understanding of the principles of Mind, Consciousness and Thought as the “essential curriculum” for students, educators, caregivers and parents that will assist our younger generations to most rapidly shed insecurity, fear, and the biases and prejudices of the past; and to more fully harness their innate goodness, creativity and wisdom to create a world of unforeseen possibility and sustainable change.

DISTRICT GOAL: □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6
EVALUATION: □ Level I  □ Level II  □ Level III  □ Level IV
SELECTION PROCESS:

The selection of this organization was made based on a previous workshop participation funded through the Mayor's Office of Criminal Justice. The Center for Sustainable Change has a proven record in building greater emotional capacity into school communities.

DEGREE OF STUDENT CONTACT:

☑ Limited Contact ☐ More Than Limited Contact ☒ No Student Contact

PREPARED AND SUBMITTED BY: Kevin Kerr
SITE: County and Court Schools
SUBJECT: Consultant Services   □ Individual   ☑ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☑ Yes   □ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K27

Provide Written & Simultaneous translation for SFUSD.

Category: Administrative   Code: 1

Site: Translation and Interpretation Unit

Dates of Service: September 23, 2008 to June 30, 2009

Total Cost: $50,000.00

Funding Source(s)/Program Title:
PEEF: Prop H, Other general Uses

SACS Code(s):
01-90554-2009-0000-3900-5803-179

Name of Consultant: Language 411   $50,000.00
Evaluation: $0
Total Cost: $50,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Provide Written & Simultaneous translation for school sites and central office.

DISTRICT GOAL: ☑ Goal 1   □ Goal 2   □ Goal 3   □ Goal 4   □ Goal 5   □ Goal 6

EVALUATION: ☑ Level I   □ Level II   □ Level III   □ Level IV
SELECTION PROCESS:
Language 411 has been highly recommended and used by most of the school districts around the area.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☐ More Than Limited Contact  ☑ No Student Contact

PREPARED BY: Vicki Fung
SUBMITTED BY: Aris Cisneros
SITE: Translation and Interpretation Unit
SUBJECT: Consultant Services □ Individual  ☒ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? □ Yes  ☒ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K28

Under the direction of the General Counsel, consultant will represent the District in various labor and employment issues, including but not limited to: negotiations, grievances, arbitrations, disciplinary matters, personnel procedures, employment discriminations, harassment, retirement and terminations.

Category: Legal Services  Code: 11

Site: Legal Office

Dates of Service: September 24, 2008 - June 30, 2009

Total Cost: $15,000.00

Funding Source(s)/Program Title:
General Fund Unrestricted

SACS Code(s):
01-00000-2009-0000-7110-5803-250

Name of Consultant: Liebert Cassidy Whitmore $15,000.00

Evaluation: $0

Total Cost: $15,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Under the direction of the General Counsel, consultant will represent the District in various labor and employment issues, including but not limited to: negotiations, grievances, arbitrations, disciplinary matters, personnel procedures, employment discriminations, harassment, retirement and terminations.

DISTRICT GOAL: ☒ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION: ☒ Level I  □ Level II  □ Level III  □ Level IV
SELECTION PROCESS:
Consultant was selected based on their experience with employment, and labor issues.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☑ More Than Limited Contact  ☒ No Student Contact

PREPARED BY: Lovina Martinez
SUBMITTED BY: Maribel S. Medina, General Counsel
SITE: Legal Office
SUBJECT: Consultant Services □ Individual □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? □ Yes □ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K29

Train Gear Up students to be leaders in their schools, including mentors, conflict mediators, tutors, peer educators, and club leaders.

Category: Administrative Code: 1

Site: Pupil Services

Dates of Service: September 1, 2008-June 30, 2009

Total Cost: $120,000.00

Funding Source(s)/Program Title:
SF Gear-Up Partnership

SACS Code(s):
01-58200-2009-1110-2100-5803-150

Name of Consultant: San Francisco Education Fund, Peer Resources $120,000.00

Evaluation: $0

Total Cost: $120,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Increase academic performance and preparation for post-secondary education and knowledge of post-secondary education options for GEAR UP students and their families.

DISTRICT GOAL: □ Goal 1 □ Goal 2 □ Goal 3 □ Goal 4 □ Goal 5 □ Goal 6

EVALUATION: □ Level I □ Level II □ Level III □ Level IV
K Resolution

89-23K29 Cont. Page 2

SELECTION PROCESS:
San Francisco Education Fund, Peer Resources was selected to be a partner in the Gear Up grant to provide educational programs for students and to increase the student's and their families' knowledge of post-secondary education options, preparation and financing.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Diane Gray
SUBMITTED BY: Ricky Jones
SITE: Pupil Services
SUBJECT: Consultant Services  □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  □ Yes  □ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K30  Tutorial program and college readiness activities at nine Gear Up school sites for students and their families.

Category: Administrative  Code: 1

Site: Pupil Services

Dates of Service: September 1, 2008-June 30, 2009

Total Cost: $200,000.00

Funding Source(s)/Program Title:
SF Gear-Up Partnership

SACS Code(s):
01-58200-2009-1110-2100-5803-150

Name of Consultant: San Francisco State University $200,000.00

Evaluation: $0

Total Cost: $200,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Increase academic performance and preparation for post-secondary education and knowledge of post-secondary education options for GEAR UP students and their families.

DISTRICT GOAL:  □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION:  □ Level I  □ Level II  □ Level III  □ Level IV
SELECTION PROCESS:

San Francisco State University was selected to be a partner in the Gear Up grant to provide educational programs for students and to increase the student's and their families' knowledge of post-secondary education options, preparation and financing.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Diane Gray
SUBMITTED BY: Rickey Jones
SITE: Pupil Services
SUBJECT: Consultant Services  ☑ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  ☐ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: Mobile Team Building for Gear Up Coordinator Professional
89-23K31 Development.

Category: Professional Development  Code: 14
Site: Pupil Services
Dates of Service: August 18, 2008 – August 19, 2008
Total Cost: $350.00

Funding Source(s)/Program Title:
SF Gear-Up Partnership

SACS Code(s):
01-58200-2009-1110-2100-5803-150

Name of Consultant: San Francisco State University, $350.00
Pacific Leadership Institute

Evaluation: $0
Total Cost: $350.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Training for Gear Up Coordinators on how to create a college-going
culture at their school site.

DISTRICT GOAL:  ☑Goal 1  ☐Goal 2  ☐Goal 3  ☐Goal 4  ☐Goal 5  ☐Goal 6

EVALUATION:  ☑Level I  ☐Level II  ☐Level III  ☐Level IV
89-23K31 Cont. Page 2

K Resolution

SELECTION PROCESS:

Referred by Gear Up partner San Francisco State University.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☑ More Than Limited Contact  ☒ No Student Contact

PREPARED BY: Diane Gray

SUBMITTED BY: Rickey Jones

SITE: Pupil Services
SUBJECT: Consultant Services □ Individual □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? □ Yes □ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K32

Tutorial services for homeless (transition) youth.

Category: Tutoring Code: 26

Site: Pupil Services

Dates of Service: September 8, 2008-June 10, 2009

Total Cost: $110,000.00

Funding Source(s)/Program Title:
NCLB-Title 1A Basic Grants Low-Income and Neglected

SACS Code(s):
01-30100-2009-1110-3130-5803-150

Name of Consultant: Learning Ladder Inc. $110,000.00
Evaluation: $0

Total Cost: $110,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

To provide educational assessments and tutoring services to SFUSD homeless students living in shelters or single room residences. These services will be provided to homeless students who have low achievement levels in reading, math and other subject areas and who need individual or small group tutoring to access the curriculum and make adequate progress from far below and below basic to proficient.

DISTRICT GOAL: □ Goal 1 □ Goal 2 □ Goal 3 □ Goal 4 □ Goal 5 □ Goal 6

EVALUATION: □ Level I □ Level II □ Level III □ Level IV
SELECTION PROCESS:

For the school year of 2008-2009, the Families & Youth in Transition Program and Foster Youth Services went out to bid for tutorial services. After reviewing several request for proposals and interviewing four tutoring agencies, Learning Ladder was awarded the contract. The Leader Ladder was selected because they will provide the following services to homeless and foster youth: one-on-one and/or group tutorial services, pre/post tests, develop individual learning plans for each student, communicate weekly with parents, students, teachers, and FYTI Liaison, Social Worker, and submit an end of the year report.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Nancy Evangelho

SUBMITTED BY: Rickey Jones

SITE: Pupil Services Dep't
SUBJECT: Consultant Services ☑ Individual ☑ Organization

DATE OF BOARD MEETING: September 23, 2008
Is this a retroactive resolution? ☑ Yes ☐ No
If yes, please explain. Funding not available before the date of service.
or other comments:

SERVICE: 89-23K33
Provide staffing and resources for multiple aspects of the ExCEL After
School program.

Category: Tutoring & After School Activities Code: 26
Site: Jose Ortega Elementary School
Dates of Service: August 25, 2008-June 9, 2009
Total Cost: $122,411.00

Funding Source(s)/Program Title:
After School Education and Safety
NCLB: Title IV, Part B, 21st Century Community Learning Centers

SACS Code(s):
01-60100-2009-1110-2100-5803-746 $90,536.00
01-41242-2009-1110-2100-5803-746 $31,875.00

Name of Consultant: Stonestown Family YMCA $121,411.00
Evaluation: $0
Total Cost: $121,411.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
The ExCEL ASP Program operates daily from the end of the school day
until 6:00pm. The purpose of the program is to engage youth in
meaningful after school learning activities that directly support
community needs.

DISTRICT GOAL: ☑ Goal 1 ☑ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6
EVALUATION: ☑ Level I ☐ Level II ☐ Level III ☐ Level IV
89-23K33 Cont. Page 2

SELECTION PROCESS:
Consultant has worked with schools for multiple years.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Eva Jo Meyers
SUBMITTED BY: Linda Lovelace, Director
SITE: After School For All
K Resolution

SUBJECT: Consultant Services ☑ Individual  ☒ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☒ Yes  ☐ No

If yes, please explain. Funding not available before the date of service.

or other comments:

SERVICE: 89-23K34

Provide staffing and resources for multiple aspects of the ExCEL After School program.

<table>
<thead>
<tr>
<th>Category: Tutoring &amp; After School Activities</th>
<th>Code: 26</th>
</tr>
</thead>
<tbody>
<tr>
<td>Site: George Peabody Elementary School</td>
<td></td>
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<tr>
<td>Dates of Service: August 25, 2008-June 9, 2009</td>
<td></td>
</tr>
<tr>
<td>Total Cost: $90,536.00</td>
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Funding Source(s)/Program Title:
After School Education and Safety

SACS Code(s):
01-60100-2009-1110-2100-5803-569

<table>
<thead>
<tr>
<th>Name of Consultant: Richmond District Neighborhood Center</th>
</tr>
</thead>
<tbody>
<tr>
<td>Evaluation: $0</td>
</tr>
<tr>
<td>Total Cost: $90,536.00</td>
</tr>
</tbody>
</table>

PROGRAM DESCRIPTION AND DISTRICT GOAL:
The ExCEL ASP Program operates daily from the end of the school day until 6:00pm. The purpose of the program is to engage youth in meaningful after school learning activities that directly support community needs.

DISTRICT GOAL: ☐ Goal 1  ☒ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION: ☐ Level I  ☐ Level II  ☒ Level III  ☐ Level IV
SELECTED PROCESS:
Consultant has worked with schools for multiple years.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☑ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Eva Jo Meyers
SUBMITTED BY: Linda Lovelace, Director
SITE: After School For All
SUBJECT: Consultant Services ☐ Individual ☒ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☒ Yes ☐ No

If yes, please explain. Funding not available before the date of service.
or other comments:

SERVICE: 89-23K35

Provide staffing and resources for multiple aspects of the ExCEL After School program.

Category: Tutoring & After School Activities        Code: 26
Site: Lafayette Elementary School
Dates of Service: August 25, 2008-June 9, 2009
Total Cost: $90,536.00

Funding Source(s)/Program Title:
After School Education and Safety

SACS Code(s):
01-60100-2009-1110-2100-5803-664

Name of Consultant: Richmond District Neighborhood Center
Evaluation: $0
Total Cost: $90,536.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

The ExCEL ASP Program operates daily from the end of the school day until 6:00pm. The purpose of the program is to engage youth in meaningful after school learning activities that directly support community needs.

DISTRICT GOAL: ☐ Goal 1 ☒ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6

EVALUATION: ☒ Level I ☐ Level II ☐ Level III ☐ Level IV
SELECTION PROCESS:
Consultant has worked with schools for multiple years.

DEGREE OF STUDENT CONTACT:
- [ ] Limited Contact  - [x] More Than Limited Contact  - [ ] No Student Contact

PREPARED BY: Eva Jo Meyers
SUBMITTED BY: Linda Lovelace, Director
SITE: After School For All
K Resolution

SUBJECT: Consultant Services ☑ Individual ☑ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☑ Yes ☐ No

If yes, please explain. Funding not available before the date of service. or other comments:

SERVICE: Provide staffing and resources for multiple aspects of the ExCEL After School program.
89-23K36

Category: Tutoring & After School Activities       Code: 26
Site: Claire Lilienthal
Dates of Service: August 25, 2008-June 9, 2009
Total Cost: $79,556.87

Funding Source(s)/Program Title:
After School Education and Safety

SACS Code(s):
01-60100-2009-1110-2100-5803-479

Name of Consultant: Presidio YMCA $79,556.87
Evaluation: $0
Total Cost: $79,556.87

PROGRAM DESCRIPTION AND DISTRICT GOAL:

The ExCEL ASP Program operates daily from the end of the school day until 6:00pm. The purpose of the program is to engage youth in meaningful after school learning activities that directly support community needs.

DISTRICT GOAL: ☐ Goal 1 ☑ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6

EVALUATION: ☑ Level I ☐ Level II ☐ Level III ☐ Level IV

290
SELECTION PROCESS:
Consultant has worked with schools for multiple years.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact ☒ More Than Limited Contact ☐ No Student Contact

PREPARED BY: Eva Jo Meyers
SUBMITTED BY: Linda Lovelace, Director
SITE: After School For All
SUBJECT: Consultant Services ☐ Individual ☑ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☑ Yes ☐ No

If yes, please explain. Funding not available before the date of service.
or other comments:

SERVICE: Provide staffing and resources for multiple aspects of the ExCEL After
89-23K37 School program.

Category: Tutoring & After School Activities Code: 26
Site: Everett Middle School
Dates of Service: August 25, 2008-June 9, 2009
Total Cost: $50,000.00

Funding Source(s)/Program Title:
After School Education and Safety

SACS Code(s):
01-60100-2009-1110-2100-5803-529

Name of Consultant: Mission Neighborhood Center $50,000.00
Evaluation: $0
Total Cost: $50,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
The ExCEL ASP Program operates daily from the end of the school day
until 6:00pm. The purpose of the program is to engage youth in
meaningful after school learning activities that directly support
community needs.

DISTRICT GOAL: ☐ Goal 1 ☑ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6
EVALUATION: ☑ Level I ☐ Level II ☐ Level III ☐ Level IV
SELECTION PROCESS:
Consultant has worked with schools for multiple years.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☑ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Eva Jo Meyers
SUBMITTED BY: Linda Lovelace, Director
SITE: After School For All
SUBJECT: Consultant Services ☐ Individual ☒ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☒ Yes ☐ No

If yes, please explain. Funding not available before the date of service.

or other comments:

SERVICE: 89-23K38

Provide staffing and resources for multiple aspects of the ExCEL After School program.

Category: Tutoring & After School Activities Code: 26
Site: LR Flynn Elementary School
Dates of Service: August 25, 2008-June 9, 2009
Total Cost: $93,783.00

Funding Source(s)/Program Title:
After School Education and Safety

SACS Code(s):
01-60100-2009-1110-2100-5803-680

Name of Consultant: Mission Learning Center $93,783.00
Evaluation: $0
Total Cost: $93,783.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
The ExCEL ASP Program operates daily from the end of the school day until 6:00pm. The purpose of the program is to engage youth in meaningful after school learning activities that directly support community needs.

DISTRICT GOAL: ☐ Goal 1 ☒ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6

EVALUATION: ☒ Level I ☐ Level II ☐ Level III ☐ Level IV
SELECTION PROCESS:
Consultant has worked with schools for multiple years.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact ☐ No Student Contact

PREPARED BY: Eva Jo Meyers
SUBMITTED BY: Linda Lovelace, Director
SITE: After School For All
K Resolution

SUBJECT: Consultant Services ☐ Individual ☒ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☒ Yes ☐ No

If yes, please explain. Information not finalized in time for Meeting.

or other comments:

SERVICE: 89-23K39
Provide staffing and resources for multiple aspects of the ExCEL After School program.

Category: Tutoring & After School Activities Code: 26
Site: Fairmount Elementary School

Dates of Service: August 12, 2008-June 9, 2009
Total Cost: $104,705.00

Funding Source(s)/Program Title:
After School Education and Safety

SACS Code(s):
01-60100-2009-0000-2100-5803-537

Name of Consultant: Growth and Learning Opportunities $104,705.00
Evaluation: $0
Total Cost: $104,705.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:
The ExCEL ASP Program operates daily from the end of the school day until 6:00pm. The purpose of the program is to engage youth in meaningful after school learning activities that directly support community needs.

DISTRICT GOAL: ☐ Goal 1 ☒ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6

EVALUATION: ☒ Level I ☐ Level II ☐ Level III ☐ Level IV
89-23K39 Cont. Page 2

K Resolution

SELECTION PROCESS:
Consultant has worked with schools for multiple years.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Eva Jo Meyers
SUBMITTED BY: Linda Lovelace, Director
SITE: After School For All
SUBJECT: Consultant Services  □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  □ Yes  □ No

If yes, please explain. Funding not available before the date of service, or other comments:

SERVICE: 89-23K40

Provide staffing and resources for multiple aspects of the ExCEL After School program.

Category: Tutoring & After School Activities  Code: 26

Site: Harvey Milk Civil Rights Academy

Dates of Service: August 25, 2008-June 9, 2009

Total Cost: $113,317.00

Funding Source(s)/Program Title:
After School Education and Safety

SACS Code(s):
01-60100-2009-1110-2100-5803-505

Name of Consultant: Friends of Harvey Milk  $113,317.00

Evaluation: $0

Total Cost: $113,317.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

The ExCEL ASP Program operates daily from the end of the school day until 6:00pm. The purpose of the program is to engage youth in meaningful after school learning activities that directly support community needs.

DISTRICT GOAL:  □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION:  □ Level I  □ Level II  □ Level III  □ Level IV
SELECTING PROCESS:

Consultant has worked with schools for multiple years.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Eva Jo Meyers
SUBMITTED BY: Linda Lovelace, Director
SITE: After School For All
K Resolution

SUBJECT: Consultant Services □ Individual □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? □ Yes □ No

If yes, please explain. Start date was required by the grant.

or other comments:

SERVICE: 89-23K41

Technical assistance and professional development contractual services as per the U.S. Department of Education Middle School Student Mentor Program.

Category: Professional Development Code: 14

Site: School Health Programs Department

Dates of Service: July 1, 2008 to June 30, 2009

Total Cost: $10,000.00

Funding Source(s)/Program Title: Mentoring Program Grant

SACS Code(s):
01-58156-2009-1110-2100-5803-152

Name of Consultant: Edgewood Center for Children and Families $10,000.00

Evaluation: $0

Total Cost: $10,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

One to one mentoring program for SFUSD Middle School sites. In year two of the grant, 7 continuing school sites from year 1 to match an additional 5 students each, and 5 new school sites to match at least 10 students for a total of 104 mentor project matches. Mentor relationships to address academic, attendance and social/emotional well-being.

DISTRICT GOAL: □ Goal 1 □ Goal 2 □ Goal 3 □ Goal 4 □ Goal 5 □ Goal 6

EVALUATION: □ Level I □ Level II □ Level III □ Level IV
SELECTION PROCESS:
Agency has provided professional development and mental health services for SFUSD for more than 6 years.

DEGREE OF STUDENT CONTACT:
☒ Limited Contact ☐ More Than Limited Contact ☐ No Student Contact

PREPARED BY: Curtiss Sarkey
SUBMITTED BY: Meyla Ruwin, Director
SITE: School Health Programs Department
K Resolution

SUBJECT: Consultant Services □ Individual  ☑ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution?  ☑ Yes  □ No

If yes, please explain. Information not finalized in time for Meeting.
or other comments:

SERVICE: 89-23K42

Provide assessment and tutoring services to foster youth based on need and referral.

Category: Tutoring  Code: 26

Site: School Health Programs Department

Dates of Service: September 8, 2008-June 9, 2009

Total Cost: $100,000.00

Funding Source(s)/Program Title:
Supplementary Program: Foster Youth in Licensed Foster Home

SACS Code(s):
05-73660-2009-0000-3140-5803-152

Name of Consultant: Learning Ladder Inc.  $100,000.00

Evaluation: $0

Total Cost: $100,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

The California Department of Education funds the expanded Foster Youth Services Program (FYSP) to enable the District to provide services related to meeting the educational needs of foster youth within San Francisco County. The goal of the FYSP is to support academic achievement, attendance, and positive school behaviors of foster youth. The priorities of the FYSP include:

Priority #1: Provide resources to increase academic achievement.
Priority #2: Improve access to quality education, enrichment and recreation programs.
Priority #3: Support the implementation of best practices and resources.

DISTRICT GOAL:  ☑ Goal 1  ☑ Goal 2  ☑ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION:  ☑ Level I  ☐ Level II  ☐ Level III  ☐ Level IV
SELECTION PROCESS:
Learning Ladder Inc. was selected above ten candidates that submitted an application for the Foster Youth Services Program, Families, and Youth in Transition's Request for Proposal. Learning Ladder Inc. has provided supplemental educational services with SFUSD.

DEGREE OF STUDENT CONTACT:
☐ Limited Contact ☒ More Than Limited Contact ☐ No Student Contact

PREPARED BY: Maya Webb
SUBMITTED BY: Meyla Ruwin, Director
SITE: School Health Programs Department
K Resolution

SUBJECT: Consultant Services ☑ Individual ☑ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? ☑ Yes ☐ No

If yes, please explain. Choose from list below or other comments:

SERVICE: 89-23K43

To provide Mathematics Instructional Support, including mentoring math teachers, one-on-one coaching for math teachers, and lesson planning support.

Category: Teacher Mentoring
Code: 22

Site: Malcolm X, Carver and Drew Elementary Schools

Dates of Service: September 24, 2008 - June 9, 2009

Total Cost: $79,000.00

Funding Source(s)/Program Title:
Targeted Instructional Improvement Block Grant

SACS Code(s):
01-73940-2009-0000-2100-5803-197

Name of Consultant: Project SEED $75,050.00
Evaluation: $3,950.00
Total Cost: $79,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

Intensive mathematics support at identified schools to improve student achievement.

DISTRICT GOAL: ☑ Goal 1 ☐ Goal 2 ☐ Goal 3 ☐ Goal 4 ☐ Goal 5 ☐ Goal 6

EVALUATION: ☐ Level I ☐ Level II ☐ Level III ☑ Level IV
SELECTION PROCESS:

Project SEED provided math support these last two years at several SFUSD school sites and will be continuing their math support program at identified schools.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☑ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Jan Der

SUBMITTED BY: Hoover Liddell

SITE: Reform & Accountability
SUBJECT: Consultant Services  □ Individual □ Organization

DATE OF BOARD MEETING: September 23, 2008

Is this a retroactive resolution? □Yes □ No

If yes, please explain. Funding not available before the date of service.
or other comments:

SERVICE: 89-23K44

The consultants will serve as artistic director for conceptual design of the
Lyrical Minded secondary course which will serve students in alternative
education, community and court schools in 21st century learning.

Category: Administrative Code: 1

Site: Various Sites

Dates of Service: July 1, 2008 – January 16, 2009

Total Cost: $32,000.00

Funding Source(s)/Program Title:
NCLB: Title II, Part A, Improving Teacher Quality Local Grants

SACS Code(s):
01-40350-2009-1110-2100-5803-061

Name of Consultant: Bryonn Bain $32,000.00

Evaluation: $0

Total Cost: $32,000.00

PROGRAM DESCRIPTION AND DISTRICT GOAL:

In collaboration with district staff, the consultants will continue to design
the Lyrical Minded program for students enrolled in alternative education,
community, and court schools. This course is designed to create an
environment for marginalized students to flourish, ensure authentic
learning for each student, prepare the citizens of tomorrow and create
learning beyond the classroom. The goal of SFUSD Strategic Plan is to
ensure that ALL students experience a rich and rewarding education that
prepares them to be productive world citizens.

DISTRICT GOAL: □ Goal 1 □ Goal 2 □ Goal 3 □ Goal 4 □ Goal 5 □ Goal 6

EVALUATION: □ Level I □ Level II □ Level III □ Level IV
SELECTION PROCESS:
The consultants were selected from the broader community of teacher artists, with expertise in alternative education, culturally and linguistically responsive pedagogy, educational technology, visual and performing arts, secondary education, career/technical education, equity, student voice, digital arts/media, and research/evaluation.

DEGREE OF STUDENT CONTACT:
☑ Limited Contact  ☐ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Helen Pettiford
SUBMITTED BY: Francisca Sanchez
SITE: Office of Associated Superintendent
K Resolution Amendment

SUBJECT: Consultant Services  ☒ Individual  ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

AMENDMENT TO RESOLUTION(s): 710-23K1
List original and all previous amendment resolution numbers.

Explain why the amendment is needed: Additions/deletions of services to students.
or other comments: Additional services were needed, service dates extended and cost increased

SERVICE: 89-23K45
Consultant will work with teachers integrating the Houghton Mifflin Reading series with Visual Arts. These arts-enhanced lessons will provide needed differentiated instruction to our English Language Learners populations and students with varied learning styles.

Category: Visual & Performing Arts Enrichment       Code: 27
Site: Hillcrest Elementary School
Dates of Service: September 11, 2007 through June 10, 2008

Cost of this Amendment Request: $293.33

Funding Source(s)/Program Title: General Fund Unrestricted

SACS Code(s):
01-00000-2009-1110-2100-5803-614

Cost of this Request

a) Name of Consultant: Karen Liu
b) Evaluation: (if applicable) $0

c) Original Cost Adopted $5,280.00
d) Previous Amendment(s) if any $0

Total Program Cost To Date $5,573.33
(Add Items a to d)
PROGRAM DESCRIPTION:
In collaboration with classroom teachers, the consultant will teach literacy skills through visual arts. These lessons are aligned with CA State standards and District adopted Houghton Mifflin Reading. The Consultant's ability to differentiate her lessons allows every student, including Special Education and ELL students to access literacy skills through avenues that meet their learning styles.

DISTRICT GOAL:  ☑ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6
EVALUATION:    ☑ Level I  □ Level II  □ Level III  □ Level IV

SELECTION PROCESS:
The Consultant was selected due to her expertise with working with students with special needs and skill in aligning and extending the Language Arts Program with art.

DEGREE OF STUDENT CONTACT:
□ Limited Contact  ☑ More Than Limited Contact  □ No Student Contact

PREPARED AND SUBMITTED BY: Richard Zapien, Principal
SITE: Hillcrest Elementary School
SUBJECT: Consultant Services ☑ Individual ☐ Organization

DATE OF BOARD MEETING: September 23, 2008

AMENDMENT TO RESOLUTION(s): 89-9K1
List original and all previous amendment resolution numbers.

Explain why the amendment is needed: Additions/deletions of services to students.
or other comments: To cancel original K resolution.

SERVICE: 89-23K46 To provide technical assistance to the staff at Taylor to maintain and
continue to develop the Taylor Garden.

Category: Administrative Code: 1
Site: E. R. Taylor Elementary School
Dates of Service: September 10, 2008 – June 9, 2009

Cost of this Amendment Request: ($8,500.00) CREDIT

Funding Source(s)/Program Title:
NCLB: Title I, Schoolwide Programs

SACS Code(s):
01-31500-2009-1110-2100-5803-513

Cost of this Request
($8,500.00) CREDIT

a) Name of Consultant: Reiko Ando
b) Evaluation: (if applicable)

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<tr>
<td>c) Original Cost Adopted</td>
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<tr>
<td>d) Previous Amendment(s) if any</td>
</tr>
<tr>
<td>Total Program Cost To Date</td>
</tr>
<tr>
<td>(Add Items a to d)</td>
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</tbody>
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310
PROGRAM DESCRIPTION:

Reiko will provide technical assistance including information about gardening strategies and materials to develop and maintain the Taylor Garden; as well as provide information on ways to connect the garden to the curriculum.

DISTRICT GOAL:  ☒ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION:  ☒ Level I  ☐ Level II  ☐ Level III  ☐ Level IV

SELECTION PROCESS:

Reiko has provided assistance to the Taylor Garden successfully for the last 2 years.

DEGREE OF STUDENT CONTACT:

☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED AND SUBMITTED BY: Virginia Dold, Principal

SITE: E. R. Taylor Elementary School
K Resolution Amendment

SUBJECT: Consultant Services  □ Individual  □ Organization

DATE OF BOARD MEETING: September 23, 2008

AMENDMENT TO RESOLUTION(s): 88-26K9
List original and all previous amendment resolution numbers.

Explain why the amendment is needed: Change name from Kennedy Events to Maggie Braff.
or other comments: Resolution needs to be changed from organization to individual.

SERVICE: 89-23K47
Contractor to plan the Mayor's Award Ceremony on June 5, 2008 at the North Light Court, City Hall, San Francisco.

Category: Administrative  Code: 1
Site: T&L - Beginning Teacher Support & Assessment
Dates of Service: June 5, 2008

Cost of this Amendment Request: $0

Funding Source(s)/Program Title:
Site Specific Trust Fund #2

SACS Code(s):
01-93012-2009-0000-2100-5803-021 $2,175
01-93012-2009-0000-2100-4313-021 ($2,175) Credit

a) Name of Consultant: Maggie Braff $0
b) Evaluation: (if applicable) $0

c) Original Cost Adopted $2,175.00
d) Previous Amendment(s) if any $0

Total Program Cost To Date $2,175.00
(Add Items a to d)

Background

Cost of this Request

312
PROGRAM DESCRIPTION:

To award 10 principal and 10 teachers being nominated for the Principal of the Year Award and Teacher of the Month Award.

DISTRICT GOAL:  ☑ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION:  ☑ Level I  ☐ Level II  ☐ Level III  ☐ Level IV

SELECTION PROCESS:

Consultant was selected based on the nomination results.

DEGREE OF STUDENT CONTACT:

☑ Limited Contact  ☐ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Ivette De Battista

SUBMITTED BY: Caroline Satoda

SITE: T&L-Beginning Teacher Support & Assessment
K Resolution Amendment

SUBJECT: Consultant Services □ Individual □ Organization

DATE OF BOARD MEETING: September 23, 2008

AMENDMENT TO RESOLUTION(s): 81-8K24 & 84-8K65
List original and all previous amendment resolution numbers.

Explain why the amendment is needed: Additional services were needed

SERVICE: Teaching Creative Movement.
89-23K48

Category: Visual & Performing Arts Enrichment Code: 27
Site: Sunnyside Elementary School
Dates of Service: August 31, 2007 - through March 31, 2008

Cost of this Amendment Request: $1,590.00

Funding Source(s)/Program Title:
PEEF – Prop H

SACS Code(s):
01-31500-2009-1110-2100-5803-842

Cost of this Request
$1,590.00

a) Name of Consultant: Performing Arts Workshop $1,590.00
b) Evaluation: (if applicable) $1,590.00

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</tr>
<tr>
<td>Total Program Cost To Date</td>
</tr>
</tbody>
</table>

(Add Items a to d)
PROGRAM DESCRIPTION:
Teaching Creative Movement to students.

DISTRICT GOAL:  ☒ Goal 1  ☐ Goal 2  ☐ Goal 3  ☐ Goal 4  ☐ Goal 5  ☐ Goal 6

EVALUATION:  ☒ Level I  ☐ Level II  ☐ Level III  ☐ Level IV

SELECTION PROCESS:

DEGREE OF STUDENT CONTACT:
☐ Limited Contact  ☒ More Than Limited Contact  ☐ No Student Contact

PREPARED BY: Adilia Gavez
SUBMITTED BY: Nancy Schlenke
SITE: Sunnyside Elementary School
SUBJECT: Consultant Services ☑ Individual ☒ Organization

DATE OF BOARD MEETING: September 23, 2008

AMENDMENT TO RESOLUTION(s): 88-12K27
List original and all previous amendment resolution numbers.

Explain why the amendment is needed: Choose from list below:
or other comments: Increase of funds for the projects

SERVICE: 89-23K49
Academic enrichment activities such as interactive campus tours, college workshops and conferences for students & parents, CCSF student panel at each Gear Up school site.

Category: Program Management Code: 16
Site: Pupil Services
Dates of Service: July 1, 2008-June 30, 2009

Cost of this Amendment Request: $53,500.00

Funding Source(s)/Program Title:
SF Gear-Up Partnership

SACS Code(s):
01-58200-2009-1110-2100-5803-150

a) Name of Consultant: City College of San Francisco
b) Evaluation: (if applicable)

c) Original Cost Adopted $46,500.00
d) Previous Amendment(s) if any $0

Total Program Cost To Date $100,000.00
(Add Items a to d)
**K Resolution Amendment**

89-23K49 Cont. Page 2

**PROGRAM DESCRIPTION:**

City College of S.F. (CCSF) was selected to be a partner in the Gear Up grant to provide educational workshops and campus activities for students and families. This partnership will also include professional development for Gear Up school site coordinators.

**DISTRICT GOAL:**  
- [ ] Goal 1  
- [x] Goal 2  
- [ ] Goal 3  
- [ ] Goal 4  
- [ ] Goal 5  
- [ ] Goal 6

**EVALUATION:**  
- [x] Level I  
- [ ] Level II  
- [ ] Level III  
- [ ] Level IV

**SELECTION PROCESS:**

Increase academic performance and preparation for post-secondary education and knowledge of post-secondary education options for GEAR UP students and their families.

**DEGREE OF STUDENT CONTACT:**

- [ ] Limited Contact  
- [x] More Than Limited Contact  
- [ ] No Student Contact

**PREPARED BY:** Diane Gray

**SUBMITTED BY:** Rickey Jones

**SITE:** Pupil Services
K Resolution Amendment

SUBJECT: Consultant Services [ ] Individual [ ] Organization

DATE OF BOARD MEETING: September 23, 2008

AMENDMENT TO RESOLUTION(s): 88-12K29
List original and all previous amendment resolution numbers.

Explain why the amendment is needed: Increase of funds for the projects

SERVICE: Job shadowing & career focus field trips.
89-23K50

Category: Program Management Code: 16
Site: Pupil Services
Dates of Service: July 1, 2008-June 30, 2009

Cost of this Amendment Request: $32,000.00

Funding Source(s)/Program Title:
SF Gear-Up Partnership

SACS Code(s):
01-58200-2009-1110-2100-5803-150

Cost of this Request

a) Name of Consultant: Junior Achievement of the Bay Area (JABA) $32,000.00
b) Evaluation: (if applicable) $0

c) Original Cost Adopted $18,000.00

d) Previous Amendment(s) if any $0

Total Program Cost To Date $50,000.00
(Add Items a to d)
PROBLEM DESCRIPTION:

Junior Achievement of the Bay Area (JABA) was selected to be a partner in the Gear Up grant to provide educational workshops, job shadowing, and in-school programs for students.

DISTRICT GOAL:  □ Goal 1  □ Goal 2  □ Goal 3  □ Goal 4  □ Goal 5  □ Goal 6

EVALUATION:  □ Level I  □ Level II  □ Level III  □ Level IV

SELECTION PROCESS:

Increase academic performance and preparation for post-secondary education and knowledge of post-secondary education options for GEAR UP students and their families.

DEGREE OF STUDENT CONTACT:

□ Limited Contact  □ More Than Limited Contact  □ No Student Contact

PREPARED BY: Diane Gray

SUBMITTED BY: Rickey Jones

SITE: Pupil Services
K Resolution Amendment

SUBJECT: Consultant Services □ Individual □ Organization

DATE OF BOARD MEETING: September 23, 2008

AMENDMENT TO RESOLUTION(s): 88-12K30
List original and all previous amendment resolution numbers.

*Explain why the amendment is needed:* Choose from list below: 
or other comments: *Increase of funds for the projects*

SERVICE:  
89-23K51  
Science enrichment program for students and professional development 
opportunities for Science teachers.

Category: Program Management  
Code: 16

Site: Pupil Services

Dates of Service: July 1, 2008-June 30, 2009

Cost of this 
Amendment Request: $30,400.00

Funding Source(s)/Program Title:  
SF Gear-Up Partnership

SACS Code(s):  
01-58200-2009-1110-2100-5803-150

Cost of this Request
a) Name of Consultant: California Academy of Sciences $30,400.00
b) Evaluation: (if applicable) $0

c) Original Cost Adopted $19,600.00
d) Previous Amendment(s) if any $0

Total Program Cost To Date $50,000.00
(Add Items a to d)
PROGRAM DESCRIPTION:
California Academy of Sciences was selected to be a partner in the Gear Up grants to provide Science Enrichment Activities.

DISTRICT GOAL:  ✓Goal 1  □Goal 2  □Goal 3  □Goal 4  □Goal 5  □Goal 6
EVALUATION:  ✓Level I  □Level II  □Level III  □Level IV

SELECTION PROCESS:
Increase academic performance and preparation for post-secondary education and knowledge of post-secondary education options for GEAR UP students and their families.

DEGREE OF STUDENT CONTACT:
□ Limited Contact  ✓ More Than Limited Contact  □ No Student Contact

PREPARED BY: Diane Gray
SUBMITTED BY: Rickey Jones
SITE: Pupil Services