

1 [Sale of General Obligation Bonds - Clean and Safe Neighborhood Parks Bonds - Not to
2 Exceed \$43,765,000]

3 **Resolution authorizing and directing the sale of not to exceed \$43,765,000 aggregate**
4 **principal amount of City and County of San Francisco General Obligation Bonds (Clean**
5 **and Safe Neighborhood Parks Bonds, 2012), Series 2015D; prescribing the form and**
6 **terms of said bonds; authorizing the execution, authentication, and registration of said**
7 **bonds; providing for the appointment of depositories and other agents for said bonds;**
8 **providing for the establishment of accounts related to said bonds; providing for the**
9 **manner of sale of said bonds by competitive sale; approving the forms of Official**
10 **Notice of Sale and Notice of Intention to Sell Bonds; directing the publication of the**
11 **Notice of Intention to Sell Bonds; approving the form of the Preliminary Official**
12 **Statement and the form and execution of the Official Statement relating to the sale of**
13 **said Bonds; approving the form of the Continuing Disclosure Certificate; authorizing**
14 **and approving modifications to documents, as defined herein; declaring the City's**
15 **intent to reimburse certain expenditures; ratifying certain actions previously taken as**
16 **defined herein; and granting general authority to City officials to take necessary**
17 **actions in connection with the authorization, issuance, sale, and delivery of said**
18 **bonds, as defined herein.**

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20 WHEREAS, By Ordinance No. 161-12, finally passed by the Board of Supervisors (the
21 "Board of Supervisors") of the City and County of San Francisco (the "City") on July 17, 2012,
22 and signed by the Mayor of the City (the "Mayor") on July 24, 2012, (the "Bond Election
23 Ordinance"), the Board of Supervisors duly called a special election to be held on
24 November 6, 2012, (the "Bond Election"), for the purpose of submitting to the electors of the
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1 City a proposition to incur bonded indebtedness in the amount of \$195,000,000 to finance the
2 construction, reconstruction, renovation, demolition, environmental remediation and/or
3 improvement of park, open space, and recreation facilities located in the City and under the
4 jurisdiction of the Recreation and Parks Commission or under the jurisdiction of the Port
5 Commission and all other structures, improvements, and related costs necessary or
6 convenient for the foregoing purposes and paying all other costs necessary and convenient
7 for effectuating those purposes (the "Project"), and such proposition was approved by not less
8 than a two-thirds vote of the qualified electors of the City voting on such proposition; and

9 WHEREAS, By Resolution No. 156-13 (the "Authorizing Resolution"), adopted by the
10 Board of Supervisors on May 21, 2013, and signed by the Mayor on May 28, 2013, the City
11 authorized the issuance of its General Obligation Bonds (Clean and Safe Neighborhood Parks
12 Bonds, 2012) (the "Bonds") in an aggregate principal amount not to exceed \$195,000,000;
13 and

14 WHEREAS, By Resolution No. 157-13, adopted by the Board of Supervisors on
15 May 21, 2013, and signed by the Mayor on May 28, 2013, the City authorized the sale of an
16 initial series of the Bonds in an aggregate principal amount not to exceed \$74,030,000 (the
17 "Series 2013A Bonds"), which Series 2013A Bonds were subsequently issued in the principal
18 amount of \$71,970,000; and

19 WHEREAS, It is necessary and desirable to issue a second series of the Bonds in an
20 aggregate principal amount not to exceed \$43,765,000 (the "Series 2015D Bonds"), to finance
21 a portion of the costs of the Project (as defined in the Authorizing Resolution); and

22 WHEREAS, The Series 2015D Bonds are being issued pursuant to the Authorizing
23 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government
24 Code, the Charter of the City (the "Charter"), the Bond Ordinance and the Bond Election; and
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1 WHEREAS, The City has paid and expects to pay certain expenditures in connection
2 with the Project to be financed by the Series 2015D Bonds prior to the issuance and sale of
3 the Series 2015D Bonds, and the City intends to reimburse itself and to pay third parties for
4 such prior expenditures from the proceeds of the Series 2015D Bonds; and

5 WHEREAS, Section 1.150-2 of the Treasury Regulations promulgated under the
6 Internal Revenue Code of 1986 (the "Reimbursement Regulations") requires the City to
7 declare its reasonable official intent to reimburse prior expenditures with the proceeds of a
8 subsequent borrowing; and

9 WHEREAS, The Reimbursement Regulations require that any reimbursement
10 allocation of proceeds of the Series 2015D Bonds to be made with respect to expenditures
11 incurred prior to the issuance of the Series 2015D Bonds will occur not later than eighteen
12 (18) months after the later of (i) the date on which the expenditure is paid or (ii) the date on
13 which the facilities are placed in service, but in no event later than three (3) years after the
14 expenditure is paid; and

15 WHEREAS, Pursuant to the applicable provisions of the San Francisco Administrative
16 Code, Sections 5.30-5.36, the Citizens' General Obligation Bond Oversight Committee shall
17 conduct an annual review of bond spending and shall provide an annual report on the
18 management of the program to the Mayor and the Board of Supervisors, and, to the extent
19 permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the Series 2015D
20 Bonds shall be deposited in a fund established by the Controller's Office and appropriated by
21 the Board of Supervisors at the direction of the Citizens' General Obligation Bond Oversight
22 Committee to cover the costs of such Committee and its review process; now, therefore, be it

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

25 Section 1. Recitals. All of the recitals in this Resolution are true and correct.

1 Section 2. Conditions Precedent. All conditions, things and acts required by law to
2 exist, to happen and to be performed precedent to and in connection with the issuance of the
3 Series 2015D Bonds exist, have happened and have been performed in due time, form and
4 manner in accordance with applicable law, and the City is now authorized pursuant to the
5 Bond Election, the Charter and applicable law to incur indebtedness in the manner and form
6 provided in this Resolution.

7 Section 3. Documents. The documents presented to the Board of Supervisors and on
8 file with the Clerk of the Board of Supervisors or designee thereof (the “Clerk of the Board of
9 Supervisors”) are contained in File No. _____.

10 Section 4. Issuance and Sale of Series 2015D Bonds; Determination of Certain Terms;
11 Designation. The Board of Supervisors authorizes the issuance and sale of not to exceed
12 \$43,765,000 in aggregate principal amount of Bonds in one or more series to be designated
13 as “City and County of San Francisco General Obligation Bonds (Clean and Safe
14 Neighborhood Parks Bonds, 2012), Series 2015D,” for the purposes set forth in the Bond
15 Election Ordinance and Proposition B approved by the voters at the Bond Election.

16 The Director of Public Finance of the City or designee thereof (the “Director of Public
17 Finance”) is authorized to determine, for the Series 2015D Bonds, the sale date, the interest
18 rates, the definitive principal amount, the maturity dates and the redemption dates, if any, and
19 the terms of any optional or mandatory redemption, subject to the other specific provisions of
20 this Resolution, including the following terms and conditions: (i) the Series 2015D Bonds shall
21 not have a true interest cost (as such term is defined in the Official Notice of Sale for the
22 Bonds (the “Official Notice of Sale”)) in excess of 12%; and (ii) the Series 2015D Bonds shall
23 not have a final maturity date after June 15, 2040. The Director of Public Finance is further
24 authorized to give the Series 2015D Bonds such additional or other series designation, or to
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1 modify such series designation, as may be necessary or appropriate to distinguish the Series
2 2015D Bonds from every other series of Bonds and from other bonds issued by the City.

3 Section 5. Execution, Authentication and Registration of the Series 2015D Bonds.

4 Each of the Series 2015D Bonds shall be in fully registered form without coupons in
5 denominations of \$5,000 or any integral multiple of that amount. The officers of the City are
6 directed to cause the Series 2015D Bonds to be prepared in sufficient quantity for delivery to
7 or for the account of their purchaser and the Controller is directed to cause the blanks in the
8 Series 2015D Bonds to be completed in accordance with the Authorizing Resolution and the
9 Bond Award (as defined in Section 13), to procure their execution by the proper officers of the
10 City (including by facsimile signature if necessary or convenient, except that any signature of
11 the Clerk of the Board of Supervisors shall be by manual signature) and authentication as
12 provided in this Section, and to deliver the Series 2015D Bonds when so executed and
13 authenticated to said purchaser in exchange for their purchase price, all in accordance with
14 the Authorizing Resolution.

15 The Series 2015D Bonds and the certificate of authentication and registration, to be
16 manually executed by the Treasurer of the City or designee thereof (the "City Treasurer") and
17 the Clerk of the Board of Supervisors (as appropriate), and the form of assignment to appear
18 on the Series 2015D Bonds shall be substantially in the form attached as Exhibit A (a copy of
19 which is on file with the Clerk of the Board of Supervisors and which is declared to be a part of
20 this Resolution as if fully set forth in this Resolution), with necessary or appropriate variations,
21 omissions and insertions as permitted or required by this Resolution.

22 Only Series 2015D Bonds bearing a certificate of authentication and registration
23 executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the
24 benefits of the Authorizing Resolution and this Resolution, and such certificate of the City
25 Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the

1 Series 2015D Bonds so authenticated have been duly authenticated and delivered under, and
2 are entitled to the benefits of, the Authorizing Resolution and this Resolution.

3 The Controller shall assign a distinctive letter, or number, or letter and number to each
4 Series 2015D Bond authenticated and registered by the City Treasurer and shall maintain a
5 record thereof which shall be available for inspection.

6 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at
7 the office of the City Treasurer or at the designated office of any registrar appointed by the
8 City Treasurer, separate and sufficient books for the registration and transfer of Series 2015D
9 Bonds, which books shall at all times be open to inspection, and upon presentation for such
10 purpose, the City Treasurer shall, under such reasonable regulations as he or she may
11 prescribe, register or transfer or cause to be registered or transferred, on said books, Series
12 2015D Bonds as provided in this Resolution. The City and the City Treasurer may treat the
13 registered owner of each Series 2015D Bond as its absolute owner for all purposes, and the
14 City and the City Treasurer shall not be affected by any notice to the contrary.

15 Section 7. Transfer or Exchange of Series 2015D Bonds. Any Series 2015D Bond
16 may, in accordance with its terms, be transferred upon the books required to be kept pursuant
17 to the provisions of Section 6, by the person in whose name it is registered, in person or by
18 the duly authorized attorney of such person in writing, upon surrender of such Series 2015D
19 Bond for cancellation, accompanied by delivery of a duly executed written instrument of
20 transfer in a form approved by the City Treasurer.

21 Any Series 2015D Bond may be exchanged at the office of the City Treasurer for a like
22 aggregate principal amount of other authorized denominations of the same interest rate and
23 maturity.

24 Whenever any Series 2015D Bond shall be surrendered for transfer or exchange, the
25 designated City officials shall execute (as provided in Section 5) and the City Treasurer shall

1 authenticate and deliver a new Series 2015D Bond of the same interest rate and maturity in a
2 like aggregate principal amount. The City Treasurer shall require the payment by any bond
3 owner requesting any such transfer of any tax or other governmental charge required to be
4 paid with respect to such transfer or exchange.

5 No transfer or exchange of Series of 2015D Bonds shall be required to be made by the
6 City Treasurer during the period from the Record Date (as defined in Section 8(b)) next
7 preceding each interest payment date to such interest payment date or after a notice of
8 redemption shall have been mailed with respect to such Series 2015D Bonds.

9 Section 8. Terms of the Series 2015D Bonds; General Redemption Provisions.

10 (a) Date of the Series 2015D Bonds. The Series 2015D Bonds shall be dated the
11 date of their delivery or such other date (the "Dated Date") as is specified in the Bond Award.

12 (b) Payment of the Series 2015D Bonds. The principal of the Series 2015D Bonds
13 shall be payable in lawful money of the United States of America to their owners, upon
14 surrender at maturity or earlier redemption at the office of the City Treasurer. The interest on
15 the Series 2015D Bonds shall be payable in like lawful money to the person whose name
16 appears on the bond registration books of the City Treasurer as the owner as of the close of
17 business on the last day of the month immediately preceding an interest payment date (the
18 "Record Date"), whether or not such day is a Business Day (as defined below).

19 Except as may be otherwise provided in connection with any book-entry only system
20 applicable to the Series 2015D Bonds, payment of the interest on any Series 2015D Bond
21 shall be made by check mailed on the interest payment date to such owner at such owner's
22 address as it appears on the registration books as of the Record Date; provided, that if any
23 interest payment date occurs on a day that banks in California or New York are closed for
24 business or the New York Stock Exchange is closed for business, then such payment shall be
25 made on the next succeeding day that banks in both California and New York are open for

1 business and the New York Stock Exchange is open for business (each, a “Business Day”);
2 and provided, further, that the registered owner of an aggregate principal amount of at least
3 \$1,000,000 of Series 2015D Bonds may submit a written request to the City Treasurer on or
4 before a Record Date preceding an interest payment date for payment of interest on the next
5 succeeding interest payment date and thereafter by wire transfer to a commercial bank
6 located within the United States of America.

7 For so long as any Series 2015D Bonds are held in book-entry form by a securities
8 depository selected by the City pursuant to Section 11, payment shall be made to the
9 registered owner of the Series 2015D Bonds designated by such securities depository by wire
10 transfer of immediately available funds.

11 (c) Interest on the Series 2015D Bonds. The Series 2015D Bonds shall bear
12 interest at rates to be determined upon the sale of the Series 2015D Bonds, calculated on the
13 basis of a 360-day year comprised of twelve 30-day months, payable on [June 15, 2016] (or
14 such other date as may be designated in the Bond Award), and semiannually thereafter on
15 June 15 and December 15 of each year. Each Series 2015D Bond shall bear interest from
16 the interest payment date next preceding the date of its authentication unless it is
17 authenticated as of a day during the period from the Record Date next preceding any interest
18 payment date to the interest payment date, inclusive, in which event it shall bear interest from
19 such interest payment date, or unless it is authenticated on or before the first Record Date, in
20 which event it shall bear interest from the Dated Date; provided, that if, at the time of
21 authentication of any Series 2015D Bond, interest is in default on the Series 2015D Bonds,
22 such Series 2015D Bond shall bear interest from the interest payment date to which interest
23 has previously been paid or made available for payment on the Series 2015D Bonds or from
24 the Dated Date if the first interest payment is not made.

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1 (d) Optional Redemption. The Series 2015D Bonds shall be subject to optional
2 redemption prior to maturity as provided in the Official Notice of Sale or the Bond Award.

3 (e) Mandatory Redemption. The Series 2015D Bonds shall be subject to
4 mandatory redemption at par, by lot, in any year in which the purchaser has designated that
5 the principal amount payable with respect to that year shall constitute a mandatory sinking
6 fund payment as permitted by the Official Notice of Sale. Any Series 2015D Bonds subject to
7 mandatory redemption shall be designated as such in the Official Notice of Sale or the Bond
8 Award.

9 The principal of and interest on the Series 2015D Bonds subject to mandatory
10 redemption shall be paid from the Series 2015D Bond Account (as defined in Section 9),
11 pursuant to Section 9. In lieu of any such mandatory redemption for Series 2015D Bonds, at
12 any time prior to the selection of Series 2015D Bonds for mandatory redemption, the City may
13 apply amounts on deposit in the Series 2015D Bond Account to make such payment to the
14 purchase, at public or private sale, of Series 2015D Bonds subject to such mandatory
15 redemption, and when and at such prices not in excess of the principal amount thereof
16 (including sales commission and other charges but excluding accrued interest), as the City
17 may determine.

18 (f) Selection of Series 2015D Bonds for Redemption. Whenever less than all of the
19 outstanding Series 2015D Bonds are called for redemption on any date, the City Treasurer
20 will select the maturities of the Series 2015D Bonds to be redeemed in the sole discretion of
21 the City Treasurer. Whenever less than all of the outstanding Series 2015D Bonds maturing
22 on any one date are called for redemption on any one date, the City Treasurer will select the
23 Series 2015D Bonds or portions thereof, in denominations of \$5,000 or any integral multiple
24 thereof, to be redeemed from the outstanding Series 2015D Bonds maturing on such date not
25 previously selected for redemption, by lot, in any manner which the City Treasurer deems fair.

1 (g) Notice of Redemption. The date on which Series 2015D Bonds that are called
2 for redemption are to be presented for redemption is called the "Redemption Date." The City
3 Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2015D Bonds,
4 postage prepaid, to the respective registered owners at the addresses appearing on the bond
5 registration books not less than twenty (20) nor more than sixty (60) days prior to the
6 Redemption Date. The notice of redemption shall (a) state the Redemption Date; (b) state the
7 redemption price; (c) state the maturity dates of the Series 2015D Bonds to be redeemed and,
8 if less than all of any such maturity is called for redemption, the distinctive numbers of the
9 Series 2015D Bonds of such maturity to be redeemed, and in the case of any Series 2015D
10 Bonds to be redeemed in part only, the respective portions of the principal amount to be
11 redeemed; (d) state the CUSIP number, if any, of each Series 2015D Bond to be redeemed;
12 (e) require that such Series 2015D Bonds be surrendered by the owners at the office of the
13 City Treasurer or his or her agent; and (f) give notice that interest on such Series 2015D
14 Bonds or portions of Series 2015D Bonds to be redeemed will cease to accrue after the
15 Redemption Date. Notice of optional redemption may be conditional upon receipt of funds or
16 other event specified in the notice of redemption as provided in subsection (j) of this
17 Section 8.

18 The actual receipt by the owner of any Series 2015D Bond of notice of such
19 redemption shall not be a condition precedent to redemption, and failure to receive such
20 notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings
21 for the redemption of such Series 2015D Bonds or the cessation of accrual of interest on such
22 Series 2015D Bonds on the Redemption Date.

23 Notice of redemption also shall be given, or caused to be given by the City Treasurer,
24 by (i) registered or certified mail, postage prepaid, (ii) confirmed facsimile transmission, (iii)
25 overnight delivery service, or (iv) to the extent acceptable to the intended recipient, email or

1 similar electronic means, to (a) all organizations registered with the Securities and Exchange
2 Commission as securities depositories and (b) such other services or organizations as may be
3 required in accordance with the Continuing Disclosure Certificate described in Section 19.

4 The notice or notices required for redemption shall be given by the City Treasurer or
5 any agent appointed by the City. A certificate of the City Treasurer or such other appointed
6 agent of the City that notice of redemption has been given to the owner of any Series 2015D
7 Bond to be redeemed in accordance with this Resolution shall be conclusive against all
8 parties.

9 (h) Series 2015D Redemption Account. At the time the City Treasurer or the
10 Controller of the City or his or her designee (the "Controller") determines to optionally call and
11 redeem any of the Series 2015D Bonds, the City Treasurer or his or her agent shall establish
12 a redemption account to be described or known as the "General Obligation Bonds, Series
13 2015D Redemption Account" (the "Series 2015D Redemption Account"), and prior to or on the
14 Redemption Date there must be set aside in the Series 2015D Redemption Account moneys
15 available for the purpose and sufficient to redeem, as provided in this Resolution, the Series
16 2015D Bonds designated in said notice of redemption, subject to the provisions of subsection
17 (j) of this Section. Said moneys must be set aside in the Series 2015D Redemption Account
18 solely for the purpose of, and shall be applied on or after the Redemption Date to, payment of
19 the redemption price of the Series 2015D Bonds to be redeemed upon presentation and
20 surrender of such Series 2015D Bonds. Any interest due on or prior to the Redemption Date
21 may be paid from the Series 2015D Bond Account as provided in Section 9 or from the Series
22 2015D Redemption Account. Moneys held from time to time in the Series 2015D Redemption
23 Account shall be invested by the City Treasurer pursuant to the City's policies and guidelines
24 for investment of moneys in the General Fund of the City. If, after all of the Series 2015D
25 Bonds have been redeemed and canceled or paid and canceled, there are moneys remaining

1 in the Series 2015D Redemption Account, said moneys shall be transferred to the General
2 Fund of the City or to such other fund or account as required by applicable law; provided, that
3 if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred
4 pursuant to the resolution authorizing such refunding bonds.

5 (i) Effect of Redemption. When notice of optional redemption has been given
6 substantially as provided in this Resolution, and when the amount necessary for the
7 redemption of the Series 2015D Bonds called for redemption (principal, premium, if any, and
8 accrued interest to such Redemption Date) is set aside for that purpose in the Series 2015D
9 Redemption Account, the Series 2015D Bonds designated for redemption shall become due
10 and payable on the Redemption Date, and upon presentation and surrender of said Series
11 2015D Bonds at the place specified in the notice of redemption, such Series 2015D Bonds
12 shall be redeemed and paid at said redemption price out of said Series 2015D Redemption
13 Account. No interest will accrue on such Series 2015D Bonds called for redemption after the
14 Redemption Date and the registered owners of such Series 2015D Bonds shall look for
15 payment of such Series 2015D Bonds only to the Series 2015D Redemption Account. All
16 Series 2015D Bonds redeemed shall be canceled immediately by the City Treasurer and shall
17 not be reissued.

18 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice of
19 optional redemption given as provided in Section 8(g) may provide that such redemption is
20 conditioned upon: (i) deposit in the Series 2015D Redemption Account of sufficient moneys to
21 redeem the Series 2015D Bonds called for optional redemption on the anticipated
22 Redemption Date, or (ii) the occurrence of any other event specified in the notice of
23 redemption. If conditional notice of redemption has been given substantially as provided in
24 this subsection (j), and on the scheduled Redemption Date (i) sufficient moneys to redeem the
25 Series 2015D Bonds called for optional redemption on the Redemption Date have not been

1 deposited in the Series 2015D Redemption Account, or (ii) any other event specified in the
2 notice of redemption as a condition to the redemption has not occurred, then (y) the Series
3 2015D Bonds for which conditional notice of redemption was given shall not be redeemed on
4 the anticipated Redemption Date and shall remain Outstanding for all purposes of this
5 Resolution, and (z) the redemption not occurring shall not constitute a default under this
6 Resolution or the Authorizing Resolution.

7 The City may rescind any optional redemption and notice of it for any reason on any
8 date prior to any Redemption Date by causing written notice of the rescission to be given to
9 the owners of all Series 2015D Bonds so called for redemption. Notice of any such rescission
10 of redemption shall be given in the same manner notice of redemption was originally given.
11 The actual receipt by the owner of any Series 2015D Bond of notice of such rescission shall
12 not be a condition precedent to rescission, and failure to receive such notice or any defect in
13 such notice so mailed shall not affect the validity of the rescission.

14 Section 9. Series 2015D Bond Account. There is established with the City Treasurer a
15 special subaccount in the General Obligation Bonds (Clean and Safe Neighborhood Parks
16 Bonds, 2012) Bond Account (the "Bond Account") created pursuant to the Authorizing
17 Resolution to be designated the "General Obligation Bonds (Clean and Safe Neighborhood
18 Parks Bonds, 2012), Series 2015D Bond Subaccount" (the "Series 2015D Bond Account"), to
19 be held separate and apart from all other accounts of the City. All interest earned on amounts
20 on deposit in the Series 2015D Bond Account shall be retained in the Series 2015D Bond
21 Account.

22 On or prior to the date on which any payment of principal of or interest on the Series
23 2015D Bonds is due, including any Series 2015D Bonds subject to mandatory redemption on
24 said date, the City Treasurer shall allocate to and deposit in the Series 2015D Bond Account,
25 from amounts held in the Bond Account, an amount which, when added to any available

1 moneys contained in the Series 2015D Bond Account, is sufficient to pay principal of and
2 interest on the Series 2015D Bonds on such date.

3 On or prior to the date on which any Series 2015D Bonds are to be redeemed at the
4 option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit
5 in the Series 2015D Redemption Account, from amounts held in the Bond Account pursuant
6 to Section 8 of the Authorizing Resolution, an amount which, when added to any available
7 moneys contained in the Series 2015D Redemption Account, is sufficient to pay principal,
8 interest and premium, if any, with respect to such Series 2015D Bonds on such date. The
9 City Treasurer may make such other provision for the payment of principal of and interest and
10 any redemption premium on the Series 2015D Bonds as is necessary or convenient to permit
11 the optional redemption of the Series 2015D Bonds.

12 Amounts in the Series 2015D Bond Account may be invested in any investment of the
13 City in which moneys in the General Fund of the City are invested. The City Treasurer may (i)
14 commingle any of the moneys held in the Series 2015D Bond Account with other City moneys
15 or (ii) deposit amounts credited to the Series 2015D Bond Account into a separate fund or
16 funds for investment purposes only; provided, that all of the moneys held in the Series 2015D
17 Bond Account shall be accounted for separately notwithstanding any such commingling or
18 separate deposit by the City Treasurer.

19 Section 10. Series 2015D Project Account. There is established with the City
20 Treasurer a special subaccount in the General Obligation Bonds (Clean and Safe
21 Neighborhood Parks Bonds, 2012) Project Account (the "Project Account") created pursuant
22 to the Authorizing Resolution to be designated the "General Obligation Bonds (Clean and
23 Safe Neighborhood Parks Bonds, 2012), Series 2015D Project Subaccount" (the "Series
24 2015D Project Account"), to be held separate and apart from all other accounts of the City. All
25 interest earned on amounts on deposit in the Series 2015D Project Account shall be retained

1 in the Series 2015D Project Account. Amounts in the Series 2015D Project Account shall be
2 expended in accordance with the provisions of the Authorizing Resolution for the acquisition,
3 construction or reconstruction of the Project (as defined in the Authorizing Resolution).

4 Amounts in the Series 2015D Project Account may be invested in any investment of
5 the City in which moneys in the General Fund of the City are invested. The City Treasurer
6 may (i) commingle any of the moneys held in the Series 2015D Project Account with other
7 City moneys or (ii) deposit amounts credited to the Series 2015D Project Account into a
8 separate fund or funds for investment purposes only; provided, that all of the moneys held in
9 the Series 2015D Project Account (including interest earnings) shall be accounted for
10 separately notwithstanding any such comingling or separate deposit by the City Treasurer.

11 The City Treasurer is authorized to pay or cause to be paid from the proceeds of the
12 Series 2015D Bonds, on behalf of the City, the costs of issuance associated with the Series
13 2015D Bonds. Costs of issuance of the Series 2015D Bonds shall include, without limitation,
14 bond and financial printing expenses, mailing and publication expenses, rating agency fees,
15 the fees and expenses of paying agents, registrars, financial consultants, disclosure counsel
16 and co-bond counsel, and the reimbursement of departmental expenses in connection with
17 the issuance of the Series 2015D Bonds.

18 Section 11. Appointment of Depositories and Other Agents. The City Treasurer is
19 authorized and directed to appoint one or more depositories as he or she may deem desirable
20 and the procedures set forth in Section 6, Section 7 and Section 8 relating to registration of
21 ownership of the Series 2015D Bonds and payments and redemption notices to owners of the
22 Series 2015D Bonds may be modified to comply with the policies and procedures of such
23 depository. The City will not have any responsibility or obligation to any purchaser of a
24 beneficial ownership interest in any Series 2015D Bonds or to any participants in such a
25 depository with respect to (i) the accuracy of any records maintained by such securities

1 depository or any participant therein; (ii) any notice that is permitted or required to be given to
2 the owners of Series 2015D Bonds under this Resolution; (iii) the selection by such securities
3 depository or any participant therein of any person to receive payment in the event of a partial
4 redemption of Series 2015D Bonds; (iv) the payment by such securities depository or any
5 participant therein of any amount with respect to the principal or redemption premium, if any,
6 or interest due with respect to Series 2015D Bonds; (v) any consent given or other action
7 taken by such securities depository as the owner of Series 2015D Bonds; or (vi) any other
8 matter.

9 The Depository Trust Company (“DTC”) is appointed as depository for the Series
10 2015D Bonds. The Series 2015D Bonds shall be initially issued in book-entry form. Upon
11 initial issuance, the ownership of each Series 2015D Bond shall be registered in the bond
12 register in the name of Cede & Co., as nominee of DTC. So long as each Series 2015D Bond
13 is registered in book-entry form, each Series 2015D Bond shall be registered in the name of
14 Cede & Co. or in the name of such successor nominee as may be designated from time to
15 time by DTC or any successor as depository.

16 The City Treasurer is also authorized and directed to appoint one or more agents as he
17 or she may deem necessary or desirable. To the extent permitted by applicable law and
18 under the supervision of the City Treasurer, such agents may serve as paying agent, fiscal
19 agent, rebate calculation agent, escrow agent or registrar for the Series 2015D Bonds or may
20 assist the City Treasurer in performing any or all of such functions and such other duties as
21 the City Treasurer shall determine. Such agents shall serve under such terms and conditions
22 as the City Treasurer shall determine. The City Treasurer may remove or replace agents
23 appointed pursuant to this paragraph at any time.

24 Section 12. Defeasance Provisions. Payment of all or any portion of the Series 2015D
25 Bonds may be provided for prior to such Series 2015D Bonds’ respective stated maturities by

1 irrevocably depositing with the City Treasurer (or any commercial bank or trust company
2 designated by the City Treasurer to act as escrow agent):

3 (a) An amount of cash equal to the principal amount of all of the Series 2015D
4 Bonds or portion thereof to be defeased, and all unpaid interest thereon to maturity, except
5 that in the case of any portion of the Series 2015D Bonds that is to be redeemed prior to such
6 Series 2015D Bonds' respective stated maturities and in respect of which notice of such
7 redemption shall have been given as provided in Section 8 or an irrevocable election to give
8 such notice shall have been made by the City, the amount to be deposited shall be the
9 principal amount thereof, all unpaid interest thereon to the Redemption Date, and premium, if
10 any, due on such Redemption Date; or

11 (b) Defeasance Securities (as defined below) not subject to call, except as provided
12 below in the definition of that term, maturing and paying interest at such times and in such
13 amounts, together with interest earnings and cash, if required, as will, without reinvestment,
14 as certified by an independent certified public accountant, be fully sufficient to pay the
15 principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be,
16 and premium, if any, due on the portion of the Series 2015D Bonds to be redeemed, as such
17 principal and interest come due; provided, that, in the case of Series 2015D Bonds that are to
18 be redeemed prior to maturity, notice of such redemption shall be given as provided in Section
19 8 or an irrevocable election to give such notice shall have been made by the City; then, all
20 obligations of the City with respect to said outstanding Series 2015D Bonds shall cease and
21 terminate, except only the obligation of the City to pay or cause to be paid from the funds
22 deposited pursuant to paragraphs (a) or (b) of this Section 12 to the owners of such Series
23 2015D Bonds all sums due with respect thereto and the obligations of the City pursuant to
24 Section 18; and provided further, that the City shall have received an opinion of nationally
25

1 recognized bond counsel that provision for the payment of such Series 2015D Bonds has
2 been made in accordance with this Section 12.

3 For purposes of this Section 12, “Defeasance Securities” shall mean any of the
4 following that at the time are legal investments under the laws of the State of California for the
5 moneys proposed to be invested:

6 (1) United States Obligations (as defined below); and

7 (2) Pre-refunded fixed interest rate municipal obligations meeting the following
8 conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the
9 trustee or paying agent has been given irrevocable instructions concerning their calling and
10 redemption and the issuer has covenanted not to redeem such obligations other than as set
11 forth in such instructions; (b) the municipal obligations are secured by cash or United States
12 Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in
13 the escrow fund or the Series 2015D Redemption Account) are sufficient to meet the liabilities
14 of the municipal obligations; (d) the United States Obligations serving as security for the
15 municipal obligations are held by an escrow agent or trustee; (e) the United States Obligations
16 are not available to satisfy any other claims, including those against the trustee or escrow
17 agent; and (f) the municipal obligations are rated, without regard to any numerical modifier,
18 plus or minus sign or other modifier, at the time of original deposit to the escrow fund, by any
19 two Rating Agencies (as defined below) not lower than the rating then maintained by such
20 Rating Agencies on such United States Obligations.

21 For purposes of this Section 12, “United States Obligations” means (i) direct and
22 general obligations of the United States of America, or obligations that are unconditionally
23 guaranteed as to principal and interest by the United States of America, including without
24 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds that
25 have been stripped by request to the Federal Reserve Bank of New York in book-entry form

1 or (ii) any security issued by an agency or instrumentality of the United States of America that
2 is selected by the Director of Public Finance that results in the escrow fund being rated by any
3 two Rating Agencies at the time of the initial deposit to the escrow fund and upon any
4 substitution or subsequent deposit to the escrow fund, not lower than the rating then
5 maintained by such Rating Agencies on United States Obligations described in clause (i)
6 above.

7 For purposes of this Section 12, "Rating Agencies" means Moody's Investors Service,
8 Inc., Fitch Ratings, and Standard and Poor's Rating Services, a division of The McGraw-Hill
9 Companies, Inc., or any other nationally recognized bond rating agency that is the successor
10 to any of the foregoing rating agencies or that is otherwise established after the date hereof.

11 Section 13. Official Notice of Sale; Receipt of Bids; Bond Award.

12 (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids
13 for the Series 2015D Bonds submitted to the Board of Supervisors is approved and adopted
14 as the Official Notice of Sale inviting bids for the Series 2015D Bonds, with such changes,
15 additions and modifications as may be made in accordance with Section 20. The Director of
16 Public Finance is authorized and directed to cause to be mailed or otherwise circulated to
17 prospective bidders for the Series 2015D Bonds copies of the Official Notice of Sale, subject
18 to such corrections, revisions or additions as may be acceptable to the Director of Public
19 Finance.

20 (b) Receipt of Bids. Bids shall be received on the date designated by the Director of
21 Public Finance pursuant to Section 4.

22 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any
23 and all bids received for any reason. The Controller is authorized to award the Series 2015D
24 Bonds to the responsible bidder whose bid (a) is timely received and conforms to the Official
25 Notice of Sale, except to the extent informalities and irregularities are waived by the City as

1 permitted by the Official Notice of Sale, and (b) represents the lowest true interest cost to the
2 City in accordance with the procedures described in the Official Notice of Sale. The award, if
3 made, shall be set forth in a certificate signed by the Controller setting forth the terms of the
4 Series 2015D Bonds and the original purchasers (the “Bond Award”). The Controller shall
5 provide a copy of the Bond Award as soon as practicable to the Clerk of the Board of
6 Supervisors and the Director of Public Finance; provided, that failure to provide such copy
7 shall not affect the validity of the Bond Award.

8 Section 14. Publication of Notice of Intention to Sell Bonds. The form of proposed
9 Notice of Intention to Sell the Series 2015D Bonds (the “Notice of Intention to Sell Bonds”)
10 submitted to the Board of Supervisors is approved and adopted as the Notice of Intention to
11 Sell the Series 2015D Bonds, and the Director of Public Finance is authorized and directed to
12 cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions
13 as may be made in accordance with Section 20, to be published once in The Bond Buyer or
14 another financial publication generally circulated throughout the State of California.

15 Section 15. Sale of Series 2015D Bonds; Solicitation of Competitive Bids. The Board
16 of Supervisors authorizes the sale of the Series 2015D Bonds by solicitation of competitive
17 bids for the purchase of the Series 2015D Bonds on the date and at the place determined in
18 accordance with the Official Notice of Sale and Section 4.

19 Section 16. Disposition of Proceeds of Sale. The proceeds of sale of the Series
20 2015D Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,
21 shall be deposited into the Series 2015D Bond Account; (b) premium, if any, shall be
22 deposited into the Series 2015D Bond Account; and (iii) remaining proceeds of sale shall be
23 deposited into the Series 2015D Project Account.

24 Section 17. Official Statement. The form of proposed Preliminary Official Statement
25 describing the Series 2015D Bonds (the “Preliminary Official Statement”) submitted to the

1 Board of Supervisors is approved and adopted as the Preliminary Official Statement
2 describing the Series 2015D Bonds, with such additions, corrections and revisions as may be
3 determined to be necessary or desirable made in accordance with Section 20. The Controller
4 is authorized to cause the distribution of a Preliminary Official Statement deemed final for
5 purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the
6 Securities Exchange Act of 1934, as amended (the "Rule"), and to sign a certificate to that
7 effect. The Director of Public Finance is authorized and directed to cause to be printed and
8 mailed or electronically distributed to prospective bidders for the Series 2015D Bonds the
9 Preliminary Official Statement in substantially the form of the Preliminary Official Statement
10 approved and adopted by this Resolution, as completed, supplemented, corrected or revised.
11 The Controller is authorized and directed to approve, execute, and deliver the final Official
12 Statement with respect to the Series 2015D Bonds, which final Official Statement shall be in
13 the form of the Preliminary Official Statement, with such additions, corrections and revisions
14 as may be determined to be necessary or desirable made in accordance with Section 20 and
15 as are permitted under the Rule. The Director of Public Finance is authorized and directed to
16 cause to be printed and mailed or electronically distributed the final Official Statement to all
17 actual initial purchasers of the Series 2015D Bonds.

18 Section 18. Tax Covenants. For purposes of this Section 18, "Common Issue Bonds"
19 means the Series 2015D Bonds and any other tax-exempt bonds that are part of the same
20 "issue" (as defined in Section 1.150-1(c) of the Treasury Regulations) as the Series 2015D
21 Bonds, expected to include the City's Clean and Safe Neighborhood Parks General Obligation
22 Bonds, 2008, Series 2015C.

23 (a) General. The City covenants with the holders of the Series 2015D Bonds that,
24 notwithstanding any other provisions of this Resolution, it shall not take any action, or fail to
25 take any action, if any such action or failure to take action would adversely affect the

1 exclusion from gross income of interest on the Series 2015D Bonds under Section 103 of the
2 Code, and the regulations issued thereunder, as the same may be amended from time to
3 time, and any successor provisions of law. Reference to a particular section of the Code shall
4 be deemed to be a reference to any successor to any such section. The City shall not,
5 directly or indirectly, use or permit the use of proceeds of the Common Issue Bonds or any of
6 the property financed or refinanced with proceeds of the Common Issue Bonds, or any portion
7 thereof, by any person other than a governmental unit (as such term is used in Section 141 of
8 the Code), in such manner or to such extent as would result in the loss of exclusion of interest
9 on the Series 2015D Bonds from gross income for federal income tax purposes.

10 (b) Use of Proceeds. The City shall not take any action, or fail to take any action, if
11 any such action or failure to take action would cause the Series 2015D Bonds to be “private
12 activity bonds” within the meaning of Section 141 of the Code, and in furtherance thereof,
13 shall not make any use of the proceeds of the Common Issue Bonds or any of the property
14 financed or refinanced with proceeds of the Common Issue Bonds, or any portion thereof, or
15 any other funds of the City, that would cause the Series 2015D Bonds to be “private activity
16 bonds” within the meaning of Section 141 of the Code. To that end, so long as any Common
17 Issue Bonds are outstanding, the City, with respect to such proceeds and property and such
18 other funds, will comply with applicable requirements of the Code and all regulations of the
19 United States Department of the Treasury issued thereunder, to the extent such requirements
20 are, at the time, applicable and in effect. The City shall establish reasonable procedures
21 necessary to ensure continued compliance with Section 141 of the Code and the continued
22 qualification of the Series 2015D Bonds as “governmental bonds.”

23 (c) Arbitrage. The City shall not, directly or indirectly, use or permit the use of any
24 proceeds of the Common Issue Bonds, or of any property financed or refinanced by the
25 Common Issue Bonds, or other funds of the City, or take or omit to take any action, that would

1 cause the Series 2015D Bonds to be “arbitrage bonds” within the meaning of Section 148 of
2 the Code. To that end, the City shall comply with all requirements of Section 148 of the Code
3 and all regulations of the United States Department of the Treasury issued thereunder to the
4 extent such requirements are, at the time, in effect and applicable to the Common Issue
5 Bonds.

6 (d) Federal Guarantee. The City shall not make any use of the proceeds of the
7 Common Issue Bonds or any other funds of the City, or take or omit to take any other action,
8 that would cause the Series 2015D Bonds to be “federally guaranteed” within the meaning of
9 Section 149(b) of the Code.

10 (e) Information Reporting. The City shall take or cause to be taken all necessary
11 action to comply with the information reporting requirement of Section 149(e) of the Code with
12 respect to the Series 2015D Bonds.

13 (f) Hedge Bonds. The City shall not make any use of the proceeds of the Common
14 Issue Bonds or any other amounts or property, regardless of the source, or take any action or
15 refrain from taking any action that would cause the Series 2015D Bonds to be considered
16 “hedge bonds” within the meaning of Section 149(g) of the Code unless the City takes all
17 necessary action to assure compliance with the requirements of Section 149(g) of the Code.

18 (g) Compliance with Tax Certificate. In furtherance of the foregoing tax covenants
19 of this Section 18, the City covenants that it will comply with the provisions of the Tax
20 Certificate to be executed by the City with respect to the Common Issue Bonds, dated the
21 date of issuance of the Common Issue Bonds, as such Tax Certificate may be amended from
22 time to time. This covenant shall survive payment in full or defeasance of the Common Issue
23 Bonds.

24 Section 19. Continuing Disclosure Certificate. The form of Continuing Disclosure
25 Certificate (the “Continuing Disclosure Certificate”), to be signed by the City to permit the

1 original purchasers of the Series 2015D Bonds to comply with the Rule, submitted to the
2 Board of Supervisors is approved and adopted as the Continuing Disclosure Certificate, with
3 such additions, corrections and revisions as may be determined to be necessary or desirable
4 made in accordance with Section 20. The Controller is authorized and directed to execute the
5 Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure
6 Certificate to the original purchasers of the Series 2015D Bonds.

7 Section 20. Modification to Documents. Any City official authorized by this Resolution
8 to execute any document is further authorized, in consultation with the City Attorney and co-
9 bond counsel, to approve and make such changes, additions, amendments or modifications to
10 the document or documents such official is authorized to execute as may be necessary or
11 advisable (provided, that such changes, additions, amendments or modifications shall not
12 authorize an aggregate principal amount of Series 2015D Bonds in excess of \$43,765,000 or
13 conflict with the provisions of Section 4). The approval of any change, addition, amendment
14 or modification to any of the aforementioned documents shall be evidenced conclusively by
15 the execution and delivery of the document in question.

16 Section 21. Ratification. All actions previously taken by officials, employees and
17 agents of the City with respect to the sale and issuance of the Series 2015D Bonds,
18 consistent with any documents presented and this Resolution, are approved, confirmed and
19 ratified.

20 Section 22. Relationship to Authorizing Resolution. In the event of any conflict
21 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall
22 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing
23 Resolution, the City is not obligated to transfer money from the General Fund of the City to the
24 Bond Account to pay the principal of or interest on the Series 2015D Bonds.

1 Section 23. Reimbursement. The City declares its official intent to reimburse prior
2 expenditures of the City incurred prior to the issuance and sale of the Series 2015D Bonds in
3 connection with the Project or portions thereof to be financed by the Series 2015D Bonds.
4 The Board of Supervisors declares the City’s intent to reimburse the City with the proceeds of
5 the Series 2015D Bonds for the expenditures with respect to the Project (the “Expenditures”
6 and each an “Expenditure”) made on and after that date that is no more than 60 days prior to
7 adoption of this Resolution. The City reasonably expects on the date of adoption of this
8 Resolution that it will reimburse the Expenditures with the proceeds of the Series 2015D
9 Bonds.

10 Each Expenditure was and will be either (a) of a type properly chargeable to a capital
11 account under general federal income tax principles (determined in each case as of the date
12 of the Expenditure), (b) a cost of issuance with respect to the Series 2015D Bonds, (c) a
13 nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a
14 party that is not related to or an agent of the City so long as such grant does not impose any
15 obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the
16 City. The maximum aggregate principal amount of the Series 2015D Bonds expected to be
17 issued for the Project is \$43,765,000. The City shall make a reimbursement allocation, which
18 is a written allocation by the City that evidences the City’s use of proceeds of the Series
19 2015D Bonds to reimburse an Expenditure, no later than 18 months after the later of the date
20 on which the Expenditure is paid or the Project is placed in service or abandoned, but in no
21 event more than three years after the date on which the Expenditure is paid. The City
22 recognizes that exceptions are available for certain “preliminary expenditures,” costs of
23 issuance, certain de minimis amounts, expenditures by “small issuers” (based on the year of
24 issuance and not the year of expenditure) and expenditures for construction projects of at
25 least 5 years.

1 Section 24. Accountability Reports. The Series 2015D Bonds are subject to
2 accountability requirements under the City’s Administrative Code and the Bond Election
3 Ordinance. Accountability report(s) with respect to the Series 2015D Bonds shall be
4 submitted at the time(s) and in the manner required by the Administrative Code and the Bond
5 Election Ordinance.

6 Section 25. Citizens’ Oversight Committee. The Series 2015D Bonds are subject to,
7 and incorporate by reference, the applicable provisions of the San Francisco Administrative
8 Code Sections 5.30-5.36 (the “Citizens’ General Obligation Bond Oversight Committee”), and,
9 to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of the
10 Series 2015D Bonds shall be deposited into a fund established by the Controller’s Office and
11 appropriated by the Board of Supervisors at the direction of the Citizens’ General Obligation
12 Bond Oversight Committee to cover the costs of such committee.

13 Section 26. CEQA Determination. The Board of Supervisors hereby reaffirms and
14 incorporates by reference the CEQA findings and determinations set forth in Ordinance 161-
15 12 as if set forth in full herein. The use of bond proceeds to finance any project or portion of
16 any project with bond proceeds will be subject, as necessary, to approval of the Board of
17 Supervisors upon completion of any planning and any further required environmental review
18 under CEQA for the individual facilities and projects.

19 Section 27. General Authority. The Clerk of the Board of Supervisors, the Mayor, the
20 City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each
21 authorized and directed in the name and on behalf of the City to take any and all steps and to
22 issue, deliver or enter into any and all certificates, requisitions, agreements, notices, consents,
23 and other documents as may be necessary to give effect to the provisions of this Resolution,
24 including but not limited to letters of representations to any depository or depositories, which
25 they or any of them might deem necessary or appropriate in order to consummate the lawful

1 issuance, sale and delivery of the Series 2015D Bonds. Any such actions are solely intended
2 to further the purposes of this Resolution, and are subject in all respects to the terms of this
3 Resolution. No such actions shall increase the risk to the City or require the City to spend any
4 resources not otherwise granted herein. Final versions of any such documents shall be
5 provided to the Clerk of the Board of Supervisors for inclusion in the official file within 30 days
6 (or as soon thereafter as final documents are available) of execution by all parties.

7
8 APPROVED AS TO FORM:
9 DENNIS J. HERRERA, City Attorney

10
11 By: _____
12 Mark D. Blake
13 Deputy City Attorney
14 n:\financ\as2015\1300182\01051322.doc

Exhibit A

1
2 Unless this bond is presented by an authorized representative of The Depository Trust
3 Company, a New York corporation (“DTC”), to City or its agent for registration of transfer,
4 exchange, or payment, and any bond issued is registered in the name of Cede & Co. or in
5 such other name as is requested by an authorized representative of DTC (and any
6 payment is made to Cede & Co. or to such other entity as is requested by an authorized
7 representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE OF THIS BOND
8 FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as
9 the registered owner hereof, Cede & Co., has an interest herein.

10 Number R-__ UNITED STATES OF AMERICA Amount

11 STATE OF CALIFORNIA

12
13
14 CITY AND COUNTY OF SAN FRANCISCO

15 GENERAL OBLIGATION BONDS (CLEAN AND SAFE NEIGHBORHOOD PARKS BONDS, 2012),

16 SERIES 2015D

17 Interest Rate Maturity Date Dated CUSIP Number

18 ____% June 15, 20__ _____, 2015 _____

19
20 REGISTERED OWNER: Cede & Co.

21 PRINCIPAL AMOUNT: _____ Dollars

22 The City and County of San Francisco, State of California (the “**City**”), acknowledges itself
23 indebted to and promises to pay to the Registered Owner specified above or registered assigns, on
24 the Maturity Date specified above, the Principal Amount of this bond specified above in lawful money
25

1 of the United States of America, and to pay interest on the Principal Amount in like lawful money from
2 the interest payment date next preceding the date of authentication of this bond (unless this bond is
3 authenticated as of the day during the period from the last day of the month next preceding any
4 interest payment date (the "**Record Date**") to such interest payment date, inclusive, in which event it
5 shall bear from such interest payment date, or unless this bond is authenticated on or before
6 [November 30, 2015], in which event it shall bear interest from its dated date) until payment of such
7 Principal Amount, at the Interest Rate per year specified above calculated on the basis of a 360-day
8 year comprised of twelve 30-day months, payable on [June 15, 2016] and semiannually thereafter on
9 June 15 and December 15 in each year; *provided*, that if any interest payment date occurs on a day
10 that banks in California or New York are closed for business or the New York Stock Exchange is
11 closed for business, then such payment shall be made on the next succeeding day that banks in both
12 California and New York are open for business and the New York Stock Exchange is open for
13 business (a "**Business Day**"). The principal of this bond is payable to the Registered Owner of this
14 bond upon the surrender of this bond at the office of the Treasurer of the City (the "**City Treasurer**").
15 The interest on this bond is payable to the person whose name appears on the bond registration
16 books of the City Treasurer as the Registered Owner of this bond as of the close of business on the
17 Record Date immediately preceding an interest payment date, whether or not such day is a Business
18 Day, such interest to be paid by check mailed on the interest payment date to such Registered Owner
19 at the owner's address as it appears on such registration books; *provided*, that the Registered Owner
20 of bonds in an aggregate principal amount of at least \$1,000,000 may submit a written request to the
21 City Treasurer on or before the Record Date preceding any interest payment date for payment of
22 interest by wire transfer to a commercial bank located in the United States of America.

23 This bond is one of a duly authorized issue of bonds (the "**Bonds**") of like tenor (except for
24 such variations, if any, as may be required to designate varying numbers, denominations, interest
25 rates and maturities), in the aggregate principal amount of \$[TO COME], which is part of a bond

1 authorization in the aggregate original principal amount of \$195,000,000 authorized by the affirmative
2 votes of more than two-thirds of the voters voting at a special election duly and legally called, held and
3 conducted in the City on November 6, 2012 and is issued and sold by the City pursuant to and in strict
4 conformity with the provisions of the Constitution and laws of the State of California, the Charter of the
5 City and resolutions adopted by the Board of Supervisors of the City (the “**Board of Supervisors**”) on
6 _____, 2015 (collectively, together with the related Certificate of Award, the “**Resolutions**”).

7 The Bonds are issuable as fully registered bonds without coupons in the denominations of
8 \$5,000 or any integral multiple of such amount, *provided* that no bond shall have principal maturing on
9 more than one principal maturity date. Subject to the limitations and conditions and upon payment of
10 the charges, if any, provided in the Resolutions, the Bonds may be exchanged for a like aggregate
11 principal amount of Bonds of other authorized denominations of the same interest rate and maturity.

12 This bond is transferable by its registered owner, in person or by its attorney duly authorized in
13 writing, at the office of the City Treasurer, but only in the manner, subject to the limitations and upon
14 payment of the charges provided in the Resolutions, and upon surrender and cancellation of this bond.
15 Upon such transfer, a new bond or bonds of authorized denomination or denominations for the same
16 interest rate and same aggregate principal amount will be issued to the transferee in exchange for this
17 bond.

18 The City Treasurer will not be required to exchange or register the transfer of this bond during
19 the period (a) from the Record Date for an interest payment date to the opening of business on such
20 interest payment date or (b) after notice of redemption of this bond or any portion of this bond has
21 been mailed.

22 Bonds maturing on and before June 15, 20__, are not redeemable prior to their maturity.

23 Bonds maturing on and after June 15, 20__, are subject to optional redemption from any
24 available funds, in whole or in part, on any date on or after June 15, 20__, at a price equal to their
25 principal amount plus in each case accrued interest to the date of redemption, without redemption

1 premium. If less than all of the outstanding Bonds are to be redeemed, they may be redeemed in any
2 order of maturity as determined by the City. If less than all of the outstanding Bonds of a maturity are
3 to be redeemed, the Bonds or portions of Bonds of such maturity to be redeemed shall be selected by
4 the City Treasurer, in authorized denominations of \$5,000 or integral multiples of that amount, from
5 among Bonds of that maturity not previously called for redemption, by lot, in any manner which the
6 City Treasurer deems fair.

7 Bonds maturing on June 15, 20__, are subject to mandatory sinking fund redemption on June
8 15 of each of the years 20__ through 20__, inclusive, and at maturity in the respective amounts
9 provided in the Resolutions.

10 Bonds maturing on June 15, 20__, are subject to mandatory sinking fund redemption on June
11 15 of each of the years 20__ through 20__, inclusive, and at maturity in the respective amounts
12 provided in the Resolutions.

13 Notice of the redemption of Bonds which by their terms shall have become subject to
14 redemption shall be given or caused to be given to the registered owner of each bond or portion of a
15 bond called for redemption not less than 20 or more than 60 days before any date established for
16 redemption of Bonds, by the City Treasurer on behalf of the City, first class mail, postage prepaid, sent
17 to the registered owner's last address, if any, appearing on the registration books kept by the City
18 Treasurer. Official notices of redemption will contain the information specified in the Resolutions.

19 On or prior to any redemption date, the City is required to deposit an amount of money
20 sufficient to pay the redemption price of all of the Bonds or portions of Bonds which are to be
21 redeemed on that date or, in the case of optional redemptions only, the optional redemption and notice
22 of it will be rescinded and the City's failure to deposit such amount will not be a default. In addition, the
23 City may at its option rescind any optional redemption and notice of it for any reason on any date prior
24 to the applicable redemption date. Notice of rescission of an optional redemption shall be given in the
25 same manner as notice of redemption was originally given,

1 Official notice of redemption having been given as aforesaid, the Bonds or portions of Bonds so
2 to be redeemed shall, on the redemption date, become due and payable at the redemption price
3 therein specified, and from and after such date (unless such redemption and notice of it shall have
4 been rescinded or unless the City shall default in the payment of the redemption price), such Bonds or
5 portions of Bonds shall cease to bear interest. Neither the failure to mail such redemption notice, nor
6 any defect in any notice so mailed, to any particular registered owner, shall affect the sufficiency of
7 such notice with respect to other Bonds.

8 Notice of redemption, or notice of rescission of an optional redemption, having been properly
9 given, failure of a registered owner to receive such notice shall not be deemed to invalidate, limit or
10 delay the effect of the notice or redemption action described in the notice.

11 The City and the City Treasurer may treat the registered owner of this bond as the absolute
12 owner of this bond for all purposes, and the City and the City Treasurer shall not be affected by any
13 notice to the contrary.

14 The City Treasurer may appoint agents to serve as bond registrar or paying agent, as provided
15 in the Resolutions.

16 The Board of Supervisors certifies, recites and declares that the total amount of indebtedness
17 of the City, including the amount of this bond, is within the limit provided by law, that all acts,
18 conditions and things required by law to be done or performed precedent to and in the issuance of this
19 bond have been done and performed in strict conformity with the laws authorizing the issuance of this
20 bond, that this bond is in the form prescribed by order of the Board of Supervisors duly made and
21 entered on its minutes, and the money for the payment of principal of this bond, and the payment of
22 interest thereon, shall be raised by taxation upon the taxable property of the City as provided in the
23 Resolutions.

24 This bond shall not be entitled to any benefit under the Resolutions, or become valid or
25 obligatory for any purpose, until the certificate of authentication and registration on this bond shall

1 have been signed by the City Treasurer.

2 IN WITNESS WHEREOF the Board of Supervisors has caused this bond to be executed by the
3 Mayor of the City and to be countersigned by the Clerk of the Board of Supervisors, all as of _____
4 ____, 2015.

5

6

Mayor of the City and
County of San Francisco

7

8 Countersigned:

9

10

Clerk of the Board of Supervisors

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1 CERTIFICATE OF REGISTRATION AND AUTHENTICATION

2 This is one of the bonds described in the within-mentioned Resolutions, which has been
3 authenticated on the date set forth below.

4 Date of Authentication: _____
5

6
7 _____
8 Treasurer of the City and
9 County of San Francisco
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1 **Notice:** The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers,
2 savings and loan associations and credit unions with membership in approved Signature
3 Guarantee Medallion Program).
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