

1 [Sale of General Obligation Bonds (Social Bonds - Affordable Housing, 2019), Series 2023C -
2 Not to Exceed \$172,000,000]

3 **Resolution authorizing the issuance and sale of not to exceed \$172,000,000 aggregate**
4 **principal amount on a tax-exempt or taxable basis of City and County of San Francisco**
5 **General Obligation Bonds (Social Bonds-Affordable Housing, 2019) Series 2023C;**
6 **prescribing the form and terms of such bonds; providing for the appointment of**
7 **depositories and other agents for such bonds; providing for the establishment of**
8 **accounts and/or subaccounts related to such bonds; authorizing the sale of such**
9 **bonds by competitive or negotiated sale; approving the forms of the Official Notice of**
10 **Sale and Notice of Intention to Sell Bonds and directing the publication of the Notice of**
11 **Intention to Sell Bonds; approving the form of the Purchase Contract; approving the**
12 **form of the Preliminary Official Statement and the execution of the Official Statement**
13 **relating to the sale of such bonds; approving the form of the Continuing Disclosure**
14 **Certificate; authorizing and approving modifications to such documents; ratifying**
15 **certain actions previously taken, as defined herein; and granting general authority to**
16 **City officials to take necessary actions in connection with the authorization, issuance,**
17 **sale, and delivery of such bonds, as defined herein.**

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19 WHEREAS, By Resolution No. 308-19, adopted by the Board of Supervisors (the
20 “Board of Supervisors”) of the City and County of San Francisco (the “City”) on July 9, 2019,
21 and signed by the Mayor (the “Mayor”) on July 12, 2019, it was determined and declared that
22 public interest and necessity demand the construction, development, acquisition,
23 improvement, rehabilitation, preservation, and repair of affordable housing improvements, and
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1 related costs necessary or convenient for the foregoing purposes, as further therein described
2 (the “project” or “projects”); and

3 WHEREAS, By Ordinance No. 168-19 passed by the Board of Supervisors on July 30,
4 2019, and signed by the Mayor on July 31, 2019 (together, the “2019 Bond Ordinance”), the
5 Board of Supervisors duly called a special election to be held on November 5, 2019 (the
6 “Proposition A Bond Election”), for the purpose of submitting to the qualified voters of the City
7 such proposition (“Proposition A”) to incur bonded indebtedness of the City in the amount of
8 \$600,000,000 to finance the construction, development, acquisition, improvement,
9 rehabilitation, preservation, and repair of affordable housing improvements, and related costs
10 necessary or convenient for the foregoing purposes and for other matters, and such
11 Proposition A was approved by two-thirds of the qualified voters of the City voting on such
12 proposition, and declaration of such Proposition A Bond Election results was made by the
13 Board of Supervisors pursuant to Resolution No. 523-19 on December 10, 2019, and
14 approved by the Mayor on December 16, 2019; and

15 WHEREAS, The City may establish a loan program (“Loan Program”) to provide loans
16 for the foregoing purposes; and

17 WHEREAS, By Resolution No. 448-20, adopted by the Board of Supervisors on
18 October 6, 2020 and approved by the Mayor on October 9, 2020 (the “Authorizing
19 Resolution”), the City was authorized to issue its General Obligation Bonds in one or more
20 series (Social Bonds - Affordable Housing, 2019) (the “Bonds”) in the not-to-exceed amount of
21 \$600,000,000; and

22 WHEREAS, The City previously issued a portion of the Bonds, Series 2021A in the
23 principal amount of \$254,585,000; and

24 WHEREAS, It is necessary and desirable to deliver a second issue of the Bonds in one
25 or more subseries on a tax-exempt or a taxable basis, in an aggregate principal amount not to

1 exceed \$172,000,000 (the “Series 2023C Bonds”), to finance a portion of the costs of the
2 projects that qualify under Proposition A; and

3 WHEREAS, The Series 2023C Bonds are being issued pursuant to the Authorizing
4 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government
5 Code (the “Government Code”), the Charter of the City (the “Charter”), the 2019 Bond
6 Ordinance and the Proposition A Bond Election; and

7 WHEREAS, Pursuant to the applicable provisions of the San Francisco Administrative
8 Code (the “Administrative Code”) Sections 5.30-5.36, the Citizens’ General Obligation Bond
9 Oversight Committee shall conduct an annual review of bond spending and shall provide an
10 annual report on the management of the program to the Mayor and the Board of Supervisors,
11 and, to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of
12 the Series 2023C Bonds shall be deposited in a fund established by the Office of the City
13 Controller (the “Controller”) and appropriated by the Board of Supervisors at the direction of
14 the Citizens’ General Obligation Bond Oversight Committee to cover the costs of such
15 committee and its review process; and now, therefore, be it

16 RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as
17 follows:

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

19 Section 2. Conditions Precedent. All conditions, things and acts required by law to
20 exist, to happen and to be performed precedent to and in connection with the issuance of the
21 Series 2023C Bonds exist, have happened and have been performed in due time, form and
22 manner in accordance with applicable law, and the City is now authorized pursuant to the
23 Proposition A Bond Election, the Authorizing Resolution, the Charter and applicable law to
24 incur indebtedness in the manner and form provided in this Resolution.

1 Section 3. Documents. The documents presented to the Board of Supervisors and on
2 file with the Clerk of the Board of Supervisors or designee thereof (the “Clerk of the Board of
3 Supervisors”) are contained in File No. 221274.

4 Section 4. Issuance and Sale of Series 2023C Bonds; Determination of Certain Terms;
5 Designation. The Board of Supervisors authorizes the issuance and sale of not to exceed
6 \$172,000,000 in aggregate principal amount of Bonds to be designated as “City and County of
7 San Francisco General Obligation Bonds (Social Bonds - Affordable Housing, 2019) Series
8 2023C [and any subseries designation],” for the purposes set forth in the 2019 Bond
9 Ordinance and Proposition A approved by the voters at the Proposition A Bond Election. Prior
10 to issuance, the Series 2023C Bonds may be subdivided into more than one subseries. For
11 purposes of this Resolution, all of such subdivided series in the aggregate are referred to
12 herein as the “Series 2023C Bonds.”

13 The Director of Public Finance of the City or a designee thereof (the “Director of Public
14 Finance”) is authorized to determine, for the Series 2023C Bonds, the sale date, the interest
15 rates, the definitive principal amount, the maturity dates and the redemption dates, if any, and
16 the terms of any optional or mandatory redemption, subject to the other specific provisions of
17 this Resolution, including the following terms and conditions: (a) the Series 2023C Bonds shall
18 not have a true interest cost (as such term is defined in the Official Notice of Sale (as defined
19 in Section 13) for the Series 2023C Bonds) in excess of 12%; and (b) the Series 2023C
20 Bonds shall not have a final maturity date more than 40 years from their date of issuance.
21 The Director of Public Finance is further authorized to give the Series 2023C Bonds such
22 additional or other series designation, or to modify such series designation, as may be
23 necessary or appropriate to distinguish the Series 2023C Bonds from every other series of
24 Bonds and from other bonds issued by the City.

1 Section 5. Authentication and Registration of the Series 2023C Bonds. Each of the
2 Series 2023C Bonds shall be in fully registered form without coupons in denominations of
3 \$5,000 or any integral multiple of that amount. The officers of the City are directed to cause
4 the Series 2023C Bonds to be prepared in sufficient quantity for delivery to or for the account
5 of their purchaser and the Director, Controller’s Office of Public Finance is directed to cause
6 the blanks in the Series 2023C Bonds to be completed in accordance with the Authorizing
7 Resolution, this Resolution, and the Bond Award or Purchase Contract (as defined below), to
8 procure their execution by the proper officers of the City (including by facsimile signature if
9 necessary or convenient, except that any signature for the Clerk of the Board of Supervisors
10 shall be required to be by manual signature) and authentication as provided in this Section,
11 and to deliver the Series 2023C Bonds when so executed and authenticated to the purchaser
12 in exchange for the purchase price, all in accordance with the Authorizing Resolution.

13 The Series 2023C Bonds and the certificate of authentication and registration, to be
14 manually executed by the Treasurer of the City or designee thereof (the “City Treasurer”), and
15 the form of assignment to appear on the Series 2023C Bonds shall be substantially in the
16 form attached as Exhibit A (a copy of which is on file with the Clerk of the Board of
17 Supervisors and which is declared to be a part of this Resolution as if fully set forth in this
18 Resolution), with necessary or appropriate variations, omissions and insertions as permitted
19 or required by this Resolution.

20 Only Series 2023C Bonds bearing a certificate of authentication and registration
21 executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the
22 benefits of the Authorizing Resolution and this Resolution, and such certificate of the City
23 Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the
24 Series 2023C Bonds so authenticated have been duly authenticated and delivered under, and
25 are entitled to the benefits of, the Authorizing Resolution and this Resolution.

1 The Controller shall assign a distinctive letter, or number, or letter and number to each
2 Series 2023C Bond authenticated and registered by the City Treasurer and shall maintain a
3 record thereof which shall be available for inspection.

4 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at
5 the office of the City Treasurer or at the designated office of any registrar appointed by the
6 City Treasurer, separate and sufficient books for the registration and transfer of Series 2023C
7 Bonds, which books shall at all times be open to inspection, and upon presentation for such
8 purpose, the City Treasurer shall, under such reasonable regulations as he or she may
9 prescribe, register or transfer or cause to be registered or transferred, on such books, Series
10 2023C Bonds as provided in this Resolution. The City and the City Treasurer may treat the
11 registered owner of each Series 2023C Bond as its absolute owner for all purposes, and the
12 City and the City Treasurer shall not be affected by any notice to the contrary.

13 Section 7. Transfer or Exchange of Series 2023C Bonds. Any Series 2023C Bond
14 may, in accordance with its terms, be transferred upon the books required to be kept pursuant
15 to the provisions of Section 6, by the person in whose name it is registered, in person or by
16 the duly authorized attorney of such person in writing, upon surrender of such Series 2023C
17 Bond for cancellation, accompanied by delivery of a duly executed written instrument of
18 transfer in a form approved by the City Treasurer.

19 Any Series 2023C Bond may be exchanged at the office of the City Treasurer for a like
20 aggregate principal amount of other authorized denominations of the same interest rate and
21 maturity.

22 Whenever any Series 2023C Bond shall be surrendered for transfer or exchange, the
23 designated City officials shall execute (as provided in Section 5) and the City Treasurer shall
24 authenticate and deliver a new Series 2023C Bond of the same interest rate and maturity in a
25 like aggregate principal amount. The City Treasurer shall require the payment by any bond

1 owner requesting any such transfer of any tax or other governmental charge required to be
2 paid with respect to such transfer or exchange.

3 No transfer or exchange of Series 2023C Bonds shall be required to be made by the
4 City Treasurer during the period from the Record Date (as defined in Section 8(b)) next
5 preceding each interest payment date to such interest payment date or after a notice of
6 redemption shall have been mailed with respect to such Series 2023C Bonds.

7 Section 8. Terms of the Series 2023C Bonds; General Redemption Provisions.

8 (a) Date of the Series 2023C Bonds. The Series 2023C Bonds shall be
9 dated the date of their delivery or such other date (the "Dated Date") as is specified in
10 the Bond Award or the Purchase Contract.

11 (b) Payment of the Series 2023C Bonds. The principal of the Series 2023C
12 Bonds shall be payable in lawful money of the United States of America to their
13 owners, upon surrender at maturity or earlier redemption at the office of the City
14 Treasurer. The interest on the Series 2023C Bonds shall be payable in like lawful
15 money to the person whose name appears on the bond registration books of the City
16 Treasurer as the owner as of the close of business on the last day of the month
17 immediately preceding an interest payment date (the "Record Date"), whether or not
18 such day is a Business Day (as defined below).

19 Except as may be otherwise provided in connection with any book-entry-only
20 system applicable to the Series 2023C Bonds, payment of the interest on any Series
21 2023C Bond shall be made by check mailed on the interest payment date to such
22 owner at such owner's address as it appears on the registration books as of the Record
23 Date; provided, that if any interest payment date occurs on a day that banks in
24 California or New York are closed for business or the New York Stock Exchange is
25 closed for business, then such payment shall be made on the next succeeding day that

1 banks in both California and New York are open for business and the New York Stock
2 Exchange is open for business (each, a “Business Day”); and provided, further, that the
3 registered owner of an aggregate principal amount of at least \$1,000,000 of Series
4 2023C Bonds may submit a written request to the City Treasurer on or before a Record
5 Date preceding an interest payment date for payment of interest on the next
6 succeeding interest payment date and thereafter by wire transfer to a commercial bank
7 located within the United States of America.

8 For so long as any Series 2023C Bonds are held in book-entry form by a
9 securities depository selected by the City pursuant to Section 10, payment shall be
10 made to the registered owner of the Series 2023C Bonds designated by such securities
11 depository by wire transfer of immediately available funds.

12 (c) Interest on the Series 2023C Bonds. The Series 2023C Bonds shall bear
13 interest at rates to be determined upon the sale of the Series 2023C Bonds, calculated
14 on the basis of a 360-day year comprised of twelve 30-day months, payable on June
15 15, 2023 (or such other date as may be designated in the Bond Award or Purchase
16 Contract), and semiannually thereafter on June 15 and December 15 of each year.
17 Each Series 2023C Bond shall bear interest from the interest payment date next
18 preceding the date of its authentication unless it is authenticated as of a day during the
19 period from the Record Date next preceding any interest payment date to the interest
20 payment date, inclusive, in which event it shall bear interest from such interest payment
21 date, or unless it is authenticated on or before the first Record Date, in which event it
22 shall bear interest from the Dated Date; provided, that if, at the time of authentication of
23 any Series 2023C Bond, interest is in default on the Series 2023C Bonds, such Series
24 2023C Bond shall bear interest from the interest payment date to which interest has
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1 previously been paid or made available for payment on the Series 2023C Bonds or
2 from the Dated Date if the first interest payment is not made.

3 (d) Optional Redemption. The Series 2023C Bonds shall be subject to
4 optional redemption prior to maturity as shall be provided in the Official Notice of Sale
5 or the Purchase Contract, as applicable.

6 (e) Mandatory Redemption. The Series 2023C Bonds shall be subject to
7 mandatory redemption as shall be designated by the purchaser pursuant to the terms
8 of the Official Notice of Sale or as designated in the Purchase Contract, as applicable.

9 The principal of and interest on the Series 2023C Bonds subject to mandatory
10 redemption shall be paid from the Series 2023C Bond Subaccount established in
11 Section 9, pursuant to Section 9. In lieu of any such mandatory redemption for Series
12 2023C Bonds, at any time prior to the selection of Series 2023C Bonds for mandatory
13 redemption, the City may apply amounts on deposit in the Series 2023C Bond
14 Subaccount to make such payment to the purchase, at public or private sale, of Series
15 2023C Bonds subject to such mandatory redemption, and when and at such prices not
16 in excess of the principal amount thereof (including sales commission and other
17 charges but excluding accrued interest), as the City may determine.

18 (f) Selection of Series 2023C Bonds for Redemption. Whenever less than
19 all of the outstanding Series 2023C Bonds are called for redemption on any date, the
20 Director of Public Finance will select the maturities of the Series 2023C Bonds to be
21 redeemed in the sole discretion of the Director of Public Finance. Whenever less than
22 all of the outstanding Series 2023C Bonds maturing on any one date are called for
23 redemption, the manner of selection of the portion of such Series 2023C Bonds called
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1 for redemption shall be as specified in the Official Statement for the Series 2023C
2 Bonds.

3 (g) Notice of Redemption. The date on which Series 2023C Bonds that are
4 called for redemption are to be presented for redemption is called the “Redemption
5 Date.” The City Treasurer shall mail, or cause to be mailed, notice of any redemption
6 of Series 2023C Bonds, postage prepaid, to the respective registered owners at the
7 addresses appearing on the bond registration books not less than 20 nor more than 60
8 days prior to the Redemption Date. The notice of redemption shall: (i) state the
9 Redemption Date; (ii) state the redemption price; (iii) state the maturity dates of the
10 Series 2023C Bonds to be redeemed and, if less than all of any such maturity is called
11 for redemption, the distinctive numbers of the Series 2023C Bonds of such maturity to
12 be redeemed, and in the case of any Series 2023C Bonds to be redeemed in part only,
13 the respective portions of the principal amount to be redeemed; (iv) state the CUSIP
14 number, if any, of each Series 2023C Bond to be redeemed; (v) require that such
15 Series 2023C Bonds be surrendered by the owners at the office of the City Treasurer
16 or his or her agent; and (vi) give notice that interest on such Series 2023C Bonds or
17 portions of Series 2023C Bonds to be redeemed will cease to accrue after the
18 Redemption Date. Notice of optional redemption may be conditional upon receipt of
19 funds or other event specified in the notice of redemption as provided in Section 8(j)
20 below.

21 The actual receipt by the owner of any Series 2023C Bond of notice of such
22 redemption shall not be a condition precedent to redemption, and failure to receive
23 such notice, or any defect in such notice so mailed, shall not affect the validity of the
24 proceedings for the redemption of such Series 2023C Bonds or the cessation of
25 accrual of interest on such Series 2023C Bonds on the Redemption Date.

1 Notice of redemption also shall be given, or caused to be given by the City
2 Treasurer, by: (i) registered or certified mail, postage prepaid; (ii) confirmed facsimile
3 transmission; (iii) overnight delivery service; or (iv) to the extent acceptable to the
4 intended recipient, email or similar electronic means, to (A) all organizations registered
5 with the Securities and Exchange Commission as securities depositories, and (B) such
6 other services or organizations as may be required in accordance with the Continuing
7 Disclosure Certificate described in Section 18.

8 The notice or notices required for redemption shall be given by the City
9 Treasurer or any agent appointed by the City. A certificate of the City Treasurer or
10 such other appointed agent of the City that notice of redemption has been given to the
11 owner of any Series 2023C Bond to be redeemed in accordance with this Resolution
12 shall be conclusive against all parties.

13 (h) Series 2023C Redemption Account. At the time the Director of Public
14 Finance determines to optionally call and redeem any of the Series 2023C Bonds, the
15 Controller or his or her agent shall establish a redemption account to be described or
16 known as the “General Obligation Bonds, Series 2023C Redemption Account” (the
17 “Series 2023C Redemption Account”), and prior to or on the Redemption Date there
18 must be set aside in the Series 2023C Redemption Account moneys available for the
19 purpose and sufficient to redeem, as provided in this Resolution, the Series 2023C
20 Bonds designated in such notice of redemption, subject to the provisions of Section 8(j)
21 below. Such moneys must be set aside in the Series 2023C Redemption Account
22 solely for the purpose of, and shall be applied on or after the Redemption Date to,
23 payment of the redemption price of the Series 2023C Bonds to be redeemed upon
24 presentation and surrender of such Series 2023C Bonds. Any interest due on or prior
25 to the Redemption Date may be paid from the Series 2023C Bond Subaccount as

1 provided in Section 9 or from the Series 2023C Redemption Account. Moneys held
2 from time to time in the Series 2023C Redemption Account shall be invested by the
3 City Treasurer pursuant to the City's policies and guidelines for investment of moneys
4 in the general fund (the "General Fund") of the City. If, after all of the Series 2023C
5 Bonds have been redeemed and canceled or paid and canceled, there are moneys
6 remaining in the Series 2023C Redemption Account, such moneys shall be transferred
7 to the General Fund of the City or to such other fund or account as required by
8 applicable law; provided, that if such moneys are part of the proceeds of refunding
9 bonds, such moneys shall be transferred pursuant to the resolution authorizing such
10 refunding bonds.

11 (i) Effect of Redemption. When notice of optional redemption has been
12 given substantially as provided in this Resolution, and when the amount necessary for
13 the redemption of the Series 2023C Bonds called for redemption (principal, premium, if
14 any, and accrued interest to such Redemption Date) is set aside for that purpose in the
15 Series 2023C Redemption Account, the Series 2023C Bonds designated for
16 redemption shall become due and payable on the Redemption Date, and upon
17 presentation and surrender of such Series 2023C Bonds at the place specified in the
18 notice of redemption, such Series 2023C Bonds shall be redeemed and paid at the
19 redemption price out of the Series 2023C Redemption Account. No interest will accrue
20 on such Series 2023C Bonds called for redemption after the Redemption Date and the
21 registered owners of such Series 2023C Bonds shall look for payment of such Series
22 2023C Bonds only to the Series 2023C Redemption Account. All Series 2023C Bonds
23 redeemed shall be canceled immediately by the City Treasurer and shall not be
24 reissued.

1 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice
2 of optional redemption given as provided in Section 8(g) may provide that such
3 redemption is conditioned upon: (i) deposit in the Series 2023C Redemption Account of
4 sufficient moneys to redeem the Series 2023C Bonds called for optional redemption on
5 the anticipated Redemption Date, or (ii) the occurrence of any other event specified in
6 the notice of redemption. If conditional notice of redemption has been given
7 substantially as provided in this clause, and on the scheduled Redemption Date (A)
8 sufficient moneys to redeem the Series 2023C Bonds called for optional redemption on
9 the Redemption Date have not been deposited in the Series 2023C Redemption
10 Account, or (B) any other event specified in the notice of redemption as a condition to
11 the redemption has not occurred, then (1) the Series 2023C Bonds for which
12 conditional notice of redemption was given shall not be redeemed on the anticipated
13 Redemption Date and shall remain outstanding for all purposes of this Resolution, and
14 (2) the redemption not occurring shall not constitute a default under this Resolution or
15 the Authorizing Resolution.

16 The City may rescind any optional redemption and notice of it for any reason on
17 any date prior to any Redemption Date by causing written notice of the rescission to be
18 given to the owners of all Series 2023C Bonds so called for redemption. Notice of any
19 such rescission of redemption shall be given in the same manner notice of redemption
20 was originally given.

21 The actual receipt by the owner of any Series 2023C Bond of notice of such
22 rescission shall not be a condition precedent to rescission, and failure to receive such
23 notice or any defect in such notice so mailed shall not affect the validity of the
24 rescission.
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1 Section 9. Series 2023C Bond Subaccount. There is established with the City
2 Treasurer a special subaccount in the General Obligation Bonds (Social Bonds – Affordable
3 Housing, 2019) Series 2023C Bond Account (the “Bond Account”) created pursuant to the
4 Authorizing Resolution to be designated as the “General Obligation Bonds, Series 2023C
5 Bond Subaccount” (the “Series 2023C Bond Subaccount”), to be held separate and apart from
6 all other accounts of the City. All interest earned on amounts on deposit in the Series 2023C
7 Bond Subaccount shall be retained in the Series 2023C Bond Subaccount.

8 On or prior to the date on which any payment of principal of or interest on the
9 Series 2023C Bonds is due, including any Series 2023C Bonds subject to mandatory
10 redemption on such date, the City Treasurer shall allocate to and deposit in the Series 2023C
11 Bond Subaccount, from amounts held in the Bond Account, an amount which, when added to
12 any available moneys contained in the Series 2023C Bond Subaccount, is sufficient to pay
13 principal of and interest on the Series 2023C Bonds on such date.

14 On or prior to the date on which any Series 2023C Bonds are to be redeemed at the
15 option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit
16 in the Series 2023C Redemption Account, from amounts held in the Bond Account pursuant
17 to Section 8 of the Authorizing Resolution, an amount which, when added to any available
18 moneys contained in the Series 2023C Redemption Account, is sufficient to pay principal,
19 interest and premium, if any, with respect to such Series 2023C Bonds on such date. The
20 City Treasurer may make such other provision for the payment of principal of and interest and
21 any redemption premium on the Series 2023C Bonds as is necessary or convenient to permit
22 the optional redemption of the Series 2023C Bonds.

23 Amounts in the Series 2023C Bond Subaccount may be invested in any investment of
24 the City in which moneys in the General Fund of the City are invested. The City Treasurer
25 may (a) commingle any of the moneys held in the Series 2023C Bond Subaccount with other

1 City moneys, or (b) deposit amounts credited to the Series 2023C Bond Subaccount into a
2 separate fund or funds for investment purposes only; provided, that all of the moneys held in
3 the Series 2023C Bond Subaccount shall be accounted for separately notwithstanding any
4 such commingling or separate deposit by the City Treasurer.

5 Section 10. Appointment of Depositories and Other Agents. The City Treasurer is
6 authorized and directed to appoint one or more depositories as he or she may deem desirable
7 and the procedures set forth in Section 5, Section 6, Section 7 and Section 8 relating to
8 registration of ownership of the Series 2023C Bonds and payments and redemption notices to
9 owners of the Series 2023C Bonds may be modified to comply with the policies and
10 procedures of such depository. The City will not have any responsibility or obligation to any
11 purchaser of a beneficial ownership interest in any Series 2023C Bonds or to any participants
12 in such a depository with respect to (a) the accuracy of any records maintained by such
13 securities depository or any participant therein; (b) any notice that is permitted or required to
14 be given to the owners of Series 2023C Bonds under this Resolution; (c) the selection by such
15 securities depository or any participant therein of any person to receive payment in the event
16 of a partial redemption of Series 2023C Bonds; (d) the payment by such securities depository
17 or any participant therein of any amount with respect to the principal or redemption premium,
18 if any, or interest due with respect to Series 2023C Bonds; (e) any consent given or other
19 action taken by such securities depository as the owner of Series 2023C Bonds; or (f) any
20 other matter.

21 The Depository Trust Company (“DTC”) is appointed as depository for the Series
22 2023C Bonds. The Series 2023C Bonds shall be initially issued in book-entry form. Upon
23 initial issuance, the ownership of each Series 2023C Bond shall be registered in the bond
24 register in the name of Cede & Co., as nominee of DTC. So long as each Series 2023C Bond
25 is registered in book-entry form, each Series 2023C Bond shall be registered in the name of

1 Cede & Co. or in the name of such successor nominee as may be designated from time to
2 time by DTC or any successor as depository.

3 The City Treasurer is also authorized and directed to appoint one or more agents as he
4 or she may deem necessary or desirable, to the extent permitted by applicable law and under
5 the supervision of the City Treasurer, such agents may serve as paying agent, fiscal agent,
6 rebate calculation agent, escrow agent or registrar for the Series 2023C Bonds or may assist
7 the City Treasurer in performing any or all of such functions and such other duties as the City
8 Treasurer shall determine. Such agents shall serve under such terms and conditions as the
9 City Treasurer shall determine. The City Treasurer may remove or replace agents appointed
10 pursuant to this paragraph at any time.

11 Section 11. Defeasance Provisions. Payment of all or any portion of the Series 2023C
12 Bonds may be provided for prior to such Series 2023C Bonds' respective stated maturities by
13 irrevocably depositing with the City Treasurer (or any commercial bank or trust company
14 designated by the City Treasurer to act as escrow agent with respect thereto):

15 (a) an amount of cash equal to the principal amount of all of such Series
16 2023C Bonds or a portion thereof, and all unpaid interest thereon to maturity, except
17 that in the case of Series 2023C Bonds which are to be redeemed prior to such Series
18 2023C Bonds' respective stated maturities and in respect of which notice of such
19 redemption shall have been given as provided in Section 8 hereof or an irrevocable
20 election to give such notice shall have been made by the City, the amount to be
21 deposited shall be the principal amount thereof, all unpaid interest thereon to the
22 Redemption Date, and any premium due on such Redemption Date; or

23 (b) Defeasance Securities (as herein defined) not subject to call, except as
24 provided below in the definition thereof, maturing and paying interest at such times and
25 in such amounts; together with interest earnings and cash, if required, as will, without

1 reinvestment, as certified by an independent certified public accountant, be fully
2 sufficient to pay the principal and all unpaid interest to maturity, or to the Redemption
3 Date, as the case may be, and any premium due on the Series 2023C Bonds to be
4 paid or redeemed, as such principal and interest come due; provided, that, in the case
5 of the Series 2023C Bonds which are to be redeemed prior to maturity, notice of such
6 redemption shall be given as provided in Section 8 hereof or an irrevocable election to
7 give such notice shall have been made by the City; then, all obligations of the City with
8 respect to such outstanding Series 2023C Bonds shall cease and terminate, except
9 only the tax covenants under Section 25 and the obligation of the City to pay or cause
10 to be paid from the funds deposited pursuant to clause (a) or (b) of this Section 11, to
11 the owners of such Series 2023C Bonds all sums due with respect thereto; and
12 provided further, that the City shall have received an opinion of nationally recognized
13 bond counsel, that provision for the payment of such Series 2023C Bonds has been
14 made in accordance with this Section 11.

15 For purposes of this Section 11, "Defeasance Securities" shall mean any of the
16 following that at the time are legal investments under the laws of the State of California for the
17 moneys proposed to be invested therein:

18 (i) United States Obligations (as defined below); and

19 (ii) Pre-refunded fixed interest rate municipal obligations meeting the
20 following conditions: (A) the municipal obligations are not subject to redemption
21 prior to maturity, or the trustee or paying agent has been given irrevocable
22 instructions concerning their calling and redemption and the issuer has
23 covenanted not to redeem such obligations other than as set forth in such
24 instructions; (B) the municipal obligations are secured by cash and/or United
25 States Obligations; (C) the principal of and interest on the United States

1 Obligations (plus any cash in the escrow fund or the redemption account) are
2 sufficient to meet the liabilities of the municipal obligations; (D) the United States
3 Obligations serving as security for the municipal obligations are held by an
4 escrow agent or trustee; (E) the United States Obligations are not available to
5 satisfy any other claims, including those against the trustee or escrow agent;
6 and (F) the municipal obligations are rated (without regard to any numerical
7 modifier, plus or minus sign or other modifier), at the time of original deposit to
8 the escrow fund, by any two Rating Agencies (as defined below) not lower than
9 the rating then maintained by such Rating Agencies on such United States
10 Obligations.

11 For purposes of this Section 11, "United States Obligations" means (i) direct and
12 general obligations of the United States of America, or obligations that are unconditionally
13 guaranteed as to principal and interest by the United States of America, including, without
14 limitation, the interest component of Resolution Funding Corporation ("REFCORP") bonds that
15 have been stripped by request to the Federal Reserve Bank of New York in book-entry form
16 or (ii) any security issued by an agency or instrumentality of the United States of America that
17 is selected by the Director of Public Finance that results in the escrow fund being rated by any
18 two Rating Agencies, at the time of the initial deposit to the escrow fund and upon any
19 substitution or subsequent deposit to the escrow fund, not lower than the rating then
20 maintained by the respective Rating Agency on United States Obligations described in clause
21 (i) above.

22 For purposes of this Section 11, "Rating Agencies" shall mean Moody's Investors
23 Service, Fitch Ratings, and S&P Global Ratings, or any other nationally-recognized bond
24 rating agency that is the successor to any of the foregoing rating agencies or that is otherwise
25 established after the date hereof.

1 Section 12. Sale of Series 2023C Bonds By Competitive or Negotiated Sale. The
2 Board of Supervisors authorizes the sale of the Series 2023C Bonds by solicitation of
3 competitive bids or by negotiated sale to one or more underwriters to be appointed in
4 accordance with City policies, if so determined by the Director of Public Finance.

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

6 (a) Official Notice of Sale. The form of proposed Official Notice of Sale
7 inviting bids for the Series 2023C Bonds (the “Official Notice of Sale”) submitted to the
8 Board of Supervisors is approved and adopted as the Official Notice of Sale inviting
9 bids for the Series 2023C Bonds, with such changes, additions and modifications as
10 may be made in accordance with Section 19. The Director of Public Finance is
11 authorized and directed to cause to be mailed or otherwise circulated to prospective
12 bidders for the Series 2023C Bonds copies of the Official Notice of Sale, subject to
13 such corrections, revisions or additions as may be acceptable to the Director of Public
14 Finance.

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

17 (c) Bond Award. As provided in the Official Notice of Sale, the City may
18 reject any and all bids received for any reason. The Controller or the Director of Public
19 Finance is authorized to award the Series 2023C Bonds to the responsible bidder
20 whose bid (i) is timely received and conforms to the Official Notice of Sale, except to
21 the extent informalities and irregularities are waived by the City as permitted by the
22 Official Notice of Sale; and (ii) represents the lowest true interest cost to the City in
23 accordance with the procedures described in the Official Notice of Sale. The award, if
24 made, shall be set forth in a certificate signed by the Controller or the Director of Public
25 Finance setting forth the terms of the Series 2023C Bonds and the original purchasers

1 (the “Bond Award”). The Director of Public Finance shall provide a copy of the Bond
2 Award, if such award is not signed by the Controller, as soon as practicable to the
3 Controller; provided, that failure to provide such copy shall not affect the validity of the
4 Bond Award.

5 Section 14. Publication of Notice of Intention to Sell Bonds. If the Series 2023C Bonds
6 are sold through a solicitation of competitive binds, then the form of proposed Notice of
7 Intention to Sell the Series 2023C Bonds (the “Notice of Intention to Sell Bonds”) submitted to
8 the Board of Supervisors is approved and adopted as the Notice of Intention to Sell the Series
9 2023C Bonds, and the Director of Public Finance is authorized and directed to cause the
10 Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions as may be
11 made in accordance with Section 19, to be published once in *The Bond Buyer* or another
12 financial publication generally circulated throughout the State of California meeting the
13 requirements of Section 53692 of the Government Code at least five (5) days prior to the date
14 fixed for receipt of bids for the Series 2023C Bonds, or as otherwise set forth in Section 53692
15 of the Government Code.

16 Section 15. Authorization of Negotiated Sale; Authorization to Select Underwriters;
17 Form of Purchase Contract Approval. The Director of Public Finance, in consultation with the
18 Controller, or the Controller is hereby authorized to conduct the sale of the Series 2023C
19 Bonds by negotiated sale pursuant to one or more Purchase Contracts (each, a “Purchase
20 Contract”), each by and between the City and the underwriter(s) named therein (the
21 “Underwriters”), if the Controller determines that such manner of sale is in the best financial
22 interest of the City because the City will be able to obtain market and structuring advice from
23 the underwriters and flexibility as to timing of sale and ability to premarket bonds, such
24 determination to be conclusively evidenced by the execution and delivery of such Purchase
25 Contract as hereinafter approved. The form of such Purchase Contract as presented to this

1 Board of Supervisors, a copy of which is on file with the Clerk of the Board of Supervisors, is
2 hereby approved. The Controller or the Director of Public Finance is hereby authorized to
3 execute such Purchase Contract with such changes, additions and modifications as the
4 Controller or the Director of Public Finance may make or approve in accordance with Section
5 19 hereof; provided however, that the Underwriters' discount under any such Purchase
6 Contract shall not exceed 1.0% of the principal amount of the Series 2023C Bonds. In order
7 to facilitate the sale of the Series 2023C Bonds by negotiated sale, the Controller or the
8 Director of Public Finance is hereby authorized and directed to appoint one or more financial
9 institutions to act as underwriter for the Series 2023C Bonds.

10 Section 16. Disposition of Proceeds of Sale. The proceeds of sale of the Series
11 2023C Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,
12 shall be deposited into the Series 2023C Bond Subaccount; (b) premium, if any, shall be
13 deposited into the Series 2023C Bond Subaccount in such amount not to exceed three years
14 of interest on the Series 2023C Bonds; and (c) remaining proceeds of sale shall be deposited
15 into the Project Account established under Resolution No. 448-20.

16 Section 17. Preliminary Official Statement and Official Statement. The form of
17 proposed Preliminary Official Statement describing the Series 2023C Bonds (the "Preliminary
18 Official Statement") submitted to the Board of Supervisors is approved and adopted as the
19 Preliminary Official Statement describing the Series 2023C Bonds, with such additions,
20 corrections and revisions as may be determined to be necessary or desirable made in
21 accordance with Section 19. The Controller or the Director of Public Finance is authorized to
22 cause the distribution of a Preliminary Official Statement deemed final for purposes of
23 Securities and Exchange Commission Rule 15c2-12 promulgated under the Securities
24 Exchange Act of 1934, as amended (the "Rule"), and to sign a certificate to that effect. The
25 Director of Public Finance is authorized and directed to cause to be printed and mailed or

1 electronically distributed to prospective bidders for the Series 2023C Bonds the Preliminary
2 Official Statement in substantially the form of the Preliminary Official Statement approved and
3 adopted by this Resolution, as completed, supplemented, corrected or revised. The
4 Controller or the Director of Public Finance is authorized and directed to approve, execute,
5 and deliver the final Official Statement with respect to the Series 2023C Bonds, which final
6 Official Statement shall be in the form of the Preliminary Official Statement, with such
7 additions, corrections and revisions as may be determined to be necessary or desirable made
8 in accordance with Section 19 and as are permitted under the Rule. The Director of Public
9 Finance is authorized and directed to cause to be printed and mailed or electronically
10 distributed the final Official Statement to all actual initial purchasers of the Series 2023C
11 Bonds.

12 Section 18. Continuing Disclosure Certificate. The form of Continuing Disclosure
13 Certificate (the “Continuing Disclosure Certificate”), to be signed by the City to permit the
14 original purchasers of the Series 2023C Bonds to comply with the Rule, submitted to the
15 Board of Supervisors is approved and adopted as the Continuing Disclosure Certificate, with
16 such additions, corrections and revisions as may be determined to be necessary or desirable
17 made in accordance with Section 19. The Controller is authorized and directed to execute the
18 Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure
19 Certificate to the original purchasers of the Series 2023C Bonds.

20 Section 19. Modification to Documents. Any City official authorized by this Resolution
21 to execute any document is further authorized, in consultation with the City Attorney and co-
22 bond counsel, to approve and make such changes, additions, amendments or modifications to
23 the document or documents such official is authorized to execute as may be necessary or
24 advisable (provided, that such changes, additions, amendments or modifications shall not
25 authorize an aggregate principal amount of Series 2023C Bonds in excess of \$172,000,000 or

1 conflict with the provisions of Section 4). The approval of any change, addition, amendment
2 or modification to any of the aforementioned documents shall be evidenced conclusively by
3 the execution and delivery of the document in question.

4 Section 20. Ratification. All actions previously taken by officials, employees and
5 agents of the City with respect to the sale and issuance of the Series 2023C Bonds,
6 consistent with any documents presented and this Resolution, are approved, confirmed and
7 ratified.

8 Section 21. Relationship to Authorizing Resolution. In the event of any conflict
9 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall
10 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing
11 Resolution, the City is not obligated to transfer money from the General Fund of the City to the
12 Bond Account to pay the principal of or interest on the Series 2023C Bonds.

13 Section 22. Accountability Reports. The Series 2023C Bonds are subject to
14 accountability requirements under the Administrative Code and the 2019 Bond Ordinance.
15 The deadline for submission of the Accountability report(s) under Administrative Code
16 Sections 2.71(a) and 2.71(b) are hereby waived with respect to the Series 2023C Bonds.
17 Accountability report(s) with respect to the Series 2023C Bonds shall be submitted in all other
18 respects in the manner required by the Administrative Code and the 2019 Bond Ordinance.

19 Section 23. Covenants to Maintain Tax-Exempt Status. The following covenants shall
20 be applicable to any Series 2023C Bonds (including any subseries) issued as bonds the
21 interest on which is intended to be excludable from gross income for federal or state income
22 tax purposes:

23 (a) Definitions. When used in this Section, the following terms have the
24 following meanings:

1 “*Closing Date*” means the date on which the Series 2023C Bonds are first
2 authenticated and delivered to the initial purchasers against payment therefor.

3 “*Code*” means the Internal Revenue Code of 1986, as amended by all
4 legislation, if any, effective on or before the Closing Date.

5 “*Computation Date*” has the meaning set forth in Section 1.148-1(b) of the
6 Regulations.

7 “*Final Computation Date*” has the meaning set forth in Section 1.148-3(e)(2) of
8 the Regulations.

9 “*Gross Proceeds*” means any proceeds as defined in Section 1.148-1(b) of the
10 Regulations, and any replacement proceeds as defined in Section 1.148-1(c) of the
11 Regulations, of the Series 2023C Bonds.

12 “*Investment*” has the meaning set forth in Section 1.148-1(b) of the Regulations.

13 “*Nonpurpose Investment*” means any investment property, as defined in
14 Section 148(b) of the Code, in which Gross Proceeds of the Series 2023C Bonds are
15 invested and which is not acquired to carry out the governmental purposes of the
16 Series 2023C Bonds.

17 “*Rebate Amount*” has the meaning set forth in Section 1.148-1(b) of the
18 Regulations.

19 “*Regulations*” means any proposed, temporary, or final Income Tax Regulations
20 issued pursuant to Sections 103 and 141 through 150 of the Code, and 103 of the
21 Internal Revenue Code of 1954, which are applicable to the Series 2023C Bonds. Any
22 reference to any specific Regulation shall also mean, as appropriate, any proposed,
23 temporary or final Income Tax Regulation designed to supplement, amend or replace
24 the specific Regulation referenced.

25 “*Yield*” of:

1 (i) any Investment has the meaning set forth in Section 1.148-5 of the
2 Regulations; and

3 (ii) the Series 2023C Bonds has the meaning set forth in
4 Section 1.148-4 of the Regulations.

5 (b) Not to Cause Interest to Become Taxable. The City shall not use, permit
6 the use of, or omit to use Gross Proceeds or any other amounts (or any property the
7 acquisition, construction or improvement of which is to be financed directly or indirectly
8 with Gross Proceeds) in a manner which if made or omitted, respectively, would cause
9 the interest on any Series 2023C Bond to become includable in the gross income, as
10 defined in Section 61 of the Code, of the owner thereof for federal income tax
11 purposes. Without limiting the generality of the foregoing, unless and until the City
12 receives a written opinion of counsel nationally recognized in the field of municipal
13 bond law to the effect that failure to comply with such covenant will not adversely affect
14 the exemption from federal income tax of the interest on any Series 2023C Bond, the
15 City shall comply with each of the specific covenants in this Section.

16 (c) No Private Use or Private Payments. Except as permitted by Section 141
17 of the Code and the Regulations and rulings thereunder, the City shall at all times prior
18 to the final payment on the Series 2023C Bonds:

19 (i) exclusively own, operate and possess all property, the acquisition,
20 construction or improvement of which is to be financed or refinanced directly or
21 indirectly with Gross Proceeds of the Series 2023C Bonds, and not use or
22 permit the use of such Gross Proceeds (including all contractual arrangements
23 with terms different than those applicable to the general public) or any property
24 acquired, constructed or improved with such Gross Proceeds in any activity
25 carried on by any person or entity (including the United States or any agency,

1 department and instrumentality thereof) other than a state or local government,
2 unless such use is solely as a member of the general public; and

3 (ii) not directly or indirectly impose or accept any charge or other
4 payment by any person or entity who is treated as using Gross Proceeds of the
5 Series 2023C Bonds or any property the acquisition, construction or
6 improvement of which is to be financed or refinanced directly or indirectly with
7 such Gross Proceeds, other than taxes of general application within the City or
8 interest earned on investments acquired with such Gross Proceeds pending
9 application for their intended purposes.

10 (d) No Private Loan. Except to the extent permitted by Section 141 of the
11 Code and the Regulations and rulings thereunder, the City shall not use Gross
12 Proceeds of the Series 2023C Bonds to make or finance loans to any person or entity
13 other than a state or local government. For purposes of the foregoing covenant, such
14 Gross Proceeds are considered to be “loaned” to a person or entity if: (i) property
15 acquired, constructed or improved with such Gross Proceeds is sold or leased to such
16 person or entity in a transaction which creates a debt for federal income tax purposes;
17 (ii) capacity in or service from such property is committed to such person or entity
18 under a take-or-pay, output or similar contract or arrangement; or (iii) indirect benefits,
19 or burdens and benefits of ownership, of such Gross Proceeds or any property
20 acquired, constructed or improved with such Gross Proceeds are otherwise transferred
21 in a transaction which is the economic equivalent of a loan.

22 (e) Not to Invest at Higher Yield. Except to the extent permitted by
23 Section 148 of the Code and the Regulations and rulings thereunder, the City shall not
24 at any time prior to the final stated maturity of the Series 2023C Bonds directly or
25 indirectly invest Gross Proceeds in any Investment, if as a result of such investment the

1 Yield of any Investment acquired with Gross Proceeds, whether then held or previously
2 disposed of, exceeds the Yield of the Series 2023C Bonds.

3 (f) Not Federally Guaranteed. Except to the extent permitted by
4 Section 149(b) of the Code and the Regulations and rulings thereunder, the City shall
5 not take or omit to take any action which would cause the Series 2023C Bonds to be
6 federally guaranteed within the meaning of Section 149(b) of the Code and the
7 Regulations and rulings thereunder.

8 (g) Information Report. The City shall timely file the information required by
9 Section 149(e) of the Code with the Secretary of the Treasury on Form 8038-G or such
10 other form and in such place as the Secretary may prescribe.

11 (h) Rebate of Arbitrage Profits. Except to the extent otherwise provided in
12 Section 148(f) of the Code and the Regulations and rulings thereunder:

13 (i) The City shall account for all Gross Proceeds (including all
14 receipts, expenditures and investments thereof) on its books of account
15 separately and apart from all other funds (and receipts, expenditures and
16 investments thereof) and shall retain all records of accounting for at least six
17 years after the day on which the last outstanding Bond is discharged. However,
18 to the extent permitted by law, the City may commingle Gross Proceeds of the
19 Series 2023C Bonds with other money of the City; provided that the City
20 separately accounts for each receipt and expenditure of Gross Proceeds and
21 the obligations acquired therewith.

22 (ii) Not less frequently than each Computation Date, the City shall
23 calculate the Rebate Amount in accordance with rules set forth in Section 148(f)
24 of the Code and the Regulations and rulings thereunder. The City shall maintain
25 such calculations with its official transcript of proceedings relating to the

1 issuance of the Series 2023C Bonds until six years after the Final Computation
2 Date.

3 (iii) As additional consideration for the purchase of the Series 2023C
4 Bonds by the initial purchasers and the loan of the money represented thereby
5 and in order to induce such purchase by measures designed to ensure the
6 excludability of the interest thereon from gross income for federal income tax
7 purposes, the City shall pay to the United States the amount that when added to
8 the future value of previous rebate payments made for the Series 2023C Bonds
9 equals (i) in the case of a Final Computation Date, 100% of the Rebate Amount
10 on such date; and (ii) in the case of any other Computation Date, 90% of the
11 Rebate Amount on such date. In all cases, the rebate payments shall be made
12 at the times, in the installments, to the place and in the manner as is or may be
13 required by Section 148(f) of the Code and the Regulations and rulings
14 thereunder, and shall be accompanied by Form 8038-T or such other forms and
15 information as is or may be required by Section 148(f) of the Code and the
16 Regulations and rulings thereunder.

17 (iv) The City shall exercise reasonable diligence to assure that no
18 errors are made in the calculations and payments required by paragraphs (ii)
19 and (iii), and if an error is made, to discover and promptly correct such error
20 within a reasonable amount of time thereafter (and in all events within 180 days
21 after discovery of the error), including payment to the United States of any
22 additional Rebate Amount owed to it, interest thereon, and any penalty imposed
23 under Section 1.148-3(h) of the Regulations.

24 (i) Not to Divert Arbitrage Profits. Except to the extent permitted by
25 Section 148 of the Code and the Regulations and rulings thereunder, the City shall not,

1 at any time prior to the final payment on the Series 2023C Bonds, enter into any
2 transaction that reduces the amount required to be paid to the United States pursuant
3 to Section 25(h) above because such transaction results in a smaller profit or a larger
4 loss than would have resulted if the transaction had been at arm's length and had the
5 Yield of the Series 2023C Bonds not been relevant to either party.

6 (j) Elections. The City directs and authorizes the Director of Public Finance
7 and the Controller, either or any combination of them, to make elections permitted or
8 required pursuant to the provisions of the Code or the Regulations, as they deem
9 necessary or appropriate in connection with the Series 2023C Bonds, in the Certificate
10 as to Tax Exemption or similar or other appropriate certificate, form or document.

11 Section 24. Reimbursement. The City declares its official intent to reimburse prior
12 expenditures of the City incurred prior to the issuance and sale of the Series 2023C Bonds in
13 connection with the project or portions thereof to be financed by the Series 2023C Bonds. The
14 Board of Supervisors declares the City's intent to reimburse the City with the proceeds of the
15 Series 2023C Bonds for the expenditures with respect to the project (the "Expenditures" and
16 each an "Expenditure") made on and after that date that is no more than 60 days prior to
17 adoption of this Resolution. The City reasonably expects on the date of adoption of this
18 Resolution that it will reimburse the Expenditures with the proceeds of the Series 2023C
19 Bonds.

20 Each Expenditure was and will be either (a) of a type properly chargeable to a capital
21 account under general federal income tax principles (determined in each case as of the date
22 of the Expenditure), (b) a cost of issuance with respect to the Series 2023C Bonds, (c) a
23 nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a
24 party that is not related to or an agent of the City so long as such grant does not impose any
25 obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the

1 City. The maximum aggregate principal amount of the Series 2023C Bonds expected to be
2 issued for the project is \$172,000,000. The City shall make a reimbursement allocation, which
3 is a written allocation by the City that evidences the City's use of proceeds of the Series
4 2023C Bonds to reimburse an Expenditure, no later than 18 months after the later of the date
5 on which the Expenditure is paid or the project is placed in service or abandoned, but in no
6 event more than three years after the date on which the Expenditure is paid. The City
7 recognizes that exceptions are available for certain "preliminary expenditures," costs of
8 issuance, certain *de minimis* amounts, expenditures by "small issuers" (based on the year of
9 issuance and not the year of expenditure) and expenditures for construction projects of at
10 least 5 years.

11 Section 25. General Authority. The Clerk of the Board of Supervisors, the Mayor, the
12 City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each
13 authorized and directed in the name and on behalf of the City to take any and all steps and to
14 issue, deliver or enter into any and all certificates, requisitions, agreements, notices, consents,
15 and other documents as may be necessary to give effect to the provisions of this Resolution,
16 including but not limited to a private placement agreement and investor letter, tax compliance
17 certificates and letters of representations to any depository or depositories, which they or any
18 of them might deem necessary or appropriate in order to consummate the lawful issuance,
19 sale and delivery of the Series 2023C Bonds. Any such actions are solely intended to further
20 the purposes of this Resolution, and are subject in all respects to the terms of this Resolution.
21 No such actions shall increase the risk to the City or require the City to spend any resources
22 not otherwise granted herein. Final versions of any such documents shall be provided to the

23 ///

24 ///

25

1 Clerk of the Board of Supervisors for inclusion in the official file within 30 days (or as soon
2 thereafter as final documents are available) of execution by all parties.

3 APPROVED AS TO FORM:
4 DAVID CHIU, City Attorney

5 By: /s/ MARK D. BLAKE
6 MARK D. BLAKE
7 Deputy City Attorney

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1 EXHIBIT A
2 FORM OF BOND
3

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

12 Number Principal Amount
13 R-__ UNITED STATES OF AMERICA \$_____
14 STATE OF CALIFORNIA
15 CITY AND COUNTY OF SAN FRANCISCO
16 GENERAL OBLIGATION BONDS
17 (SOCIAL BONDS - AFFORDABLE HOUSING, 2019)
SERIES 2023C

18 Interest Rate Maturity Date Dated Date CUSIP Number
19 _____
20 _____

21 REGISTERED OWNER: Cede & Co.

22 PRINCIPAL AMOUNT: _____

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

1 lawful money of the United States of America, and to pay interest on the Principal Amount in
2 like lawful money from the Interest Payment Date (as defined below) next preceding the date
3 of authentication of this Bond (unless this Bond is authenticated as of the day during the period
4 from the last day of the month immediately preceding any Interest Payment Date (the “Record
5 Date”) to such Interest Payment Date, inclusive, in which event it shall bear interest from such
6 Interest Payment Date, or unless this Bond is authenticated on or before June 15, 2023, in
7 which event it shall bear interest from its Dated Date (specified above) until payment of such
8 Principal Amount, at the Interest Rate per year specified above calculated on the basis of a
9 360-day year comprised of twelve 30-day months, payable on June 15, 2023 and semiannually
10 thereafter on June 15 and December 15 in each year (each, an “Interest Payment Date”);
11 *provided*, that if any Interest Payment Date occurs on a day that banks in California or New
12 York are closed for business or the New York Stock Exchange is closed for business, then such
13 payment shall be made on the next succeeding day that banks in both California and New York
14 are open for business and the New York Stock Exchange is open for business (a “Business
15 Day”). The Principal Amount of this Bond is payable to the Registered Owner of this Bond upon
16 the surrender of this Bond at the office of the Treasurer of the City (the “City Treasurer”) in San
17 Francisco, California. The interest on this Bond is payable to the person whose name appears
18 on the Bond registration books of the City Treasurer as the Registered Owner of this Bond as
19 of the close of business on the Record Date immediately preceding an Interest Payment Date,
20 whether or not such day is a Business Day, such interest to be paid by check mailed on the
21 Interest Payment Date to such Registered Owner at the owner’s address as it appears on such
22 registration books; *provided*, that the Registered Owner of Bonds in an aggregate principal
23 amount of at least \$1,000,000 may submit a written request to the City Treasurer on or before
24 the Record Date preceding any Interest Payment Date for payment of interest by wire transfer
25 to a commercial bank located in the United States of America.

1 This Bond is one of a duly authorized issue of City and County of San Francisco General
2 Obligation Bonds (Social Bonds-Affordable Housing, 2019) Series 2023C (the “Bonds”) of like
3 tenor (except for such variations, if any, as may be required to designate varying numbers,
4 denominations, interest rates and maturities), in the aggregate principal amount of
5 \$_____, which is part of a bond authorization in the aggregate original principal amount
6 of \$425,000,000 authorized by the affirmative votes of more than two-thirds of the voters voting
7 at a special election duly and legally called, held and conducted in the City on November 6,
8 2018 and is issued and sold by the City pursuant to and in strict conformity with the provisions
9 of the Constitution and laws of the State of California, the Charter of the City and a Resolution
10 of Necessity adopted by the Board of Supervisors of the City (the “Board of Supervisors”) on
11 June 12, 2018, and duly approved by the Mayor of the City on June 20, 2018, and Resolution
12 No. _____, adopted by the Board of Supervisors on _____, 20__ and duly approved by
13 the Mayor of the City on _____, 20__ (together with the related Certificate Awarding the
14 Bonds and Fixing Definitive Interest Rates for the Bonds, dated _____, 20__, the
15 “Resolutions”).

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

22 This Bond is transferable by its Registered Owner, in person or by its attorney duly
23 authorized in writing, at the office of the City Treasurer, but only in the manner, subject to the
24 limitations and upon payment of the charges provided in the Resolutions, and upon surrender
25 and cancellation of this Bond. Upon such transfer, a new Bond or Bonds of authorized

1 denomination or denominations for the same interest rate and same aggregate principal amount
2 will be issued to the transferee in exchange for this Bond.

3 No transfer or exchange of the Bonds shall be required to be made by the City Treasurer
4 during the period from the Record Date next preceding each Interest Payment Date to such
5 Interest Payment Date or after a notice of redemption shall have been mailed with respect to
6 such Bonds.

7 Bonds maturing on and before June 15, 20__, will not be subject to optional redemption
8 prior to their respective maturity dates. The Bonds maturing on or after June 15, 20__ will be
9 subject to optional redemption prior to their respective stated maturity dates, at the option of the
10 City, from any source of available funds, as a whole or in part on any date (with the maturities
11 to be redeemed to be determined by the City and by lot within a maturity), on or after June 15,
12 20__, at the redemption price equal to the principal amount of the Bonds redeemed, together
13 with accrued interest to the date fixed for redemption, without premium. If less than all of the
14 outstanding Bonds are to be redeemed, they may be redeemed in any order of maturity as
15 determined by the Director of Finance. If less than all of the outstanding Bonds of a maturity
16 are to be redeemed, the Bonds or portions of Bonds of such maturity to be redeemed shall be
17 selected Director of Public Finance, in authorized denominations of \$5,000 or integral multiples
18 of that amount, from among Bonds of that maturity not previously called for redemption, by lot,
19 in any manner which the Director of Public Finance deems fair.

20 Bonds maturing on June 15, 20__, are subject to mandatory sinking fund redemption on
21 June 15 of each of the years 20__ through 20__, inclusive, and at maturity in the respective
22 amount provided in the [Official Notice of Sale/the Purchase Contract] for the Bonds.

23 Bonds maturing on June 15, 20__, are subject to mandatory sinking fund redemption on
24 June 15 of each of the years 20__ through 20__, inclusive, and at maturity in the respective
25 amount provided in the [Official Notice of Sale/the Purchase Contract] for the Bonds.

1 Notice of the redemption of Bonds which by their terms shall have become subject to
2 redemption shall be given or caused to be given to the Registered Owner of each Bond or
3 portion of a Bond called for redemption not less than 20 or more than 60 days before any date
4 established for redemption of Bonds, by the City Treasurer on behalf of the City, first class mail,
5 postage prepaid, sent to the Registered Owner's last address, if any, appearing on the
6 registration books kept by the City Treasurer. Official notices of redemption will contain the
7 information specified in the Resolutions.

8 Official notice of redemption having been given substantially as aforesaid, the Bonds or
9 portions of Bonds so to be redeemed shall, on the date fixed for redemption, become due and
10 payable at the redemption price therein specified, and from and after such date (unless such
11 redemption and notice of it shall have been rescinded or unless the City shall default in the
12 payment of the redemption price), such Bonds or portions of Bonds shall cease to bear interest.
13 Neither the failure to mail such redemption notice, nor any defect in any notice so mailed, to
14 any particular Registered Owner, shall affect the sufficiency of such notice with respect to the
15 Bonds.

16 Notice of redemption, or notice of rescission of an optional redemption, having been
17 properly given, failure of a Registered Owner to receive such notice shall not be deemed to
18 invalidate, limit or delay the effect of the notice or redemption action described in the notice.

19 Any notice of optional redemption may provide that such redemption is conditional upon
20 occurrence of a specified event, as provided in the Resolutions. In the event that such
21 conditional notice of optional redemption has been given, and on the date fixed for redemption
22 such condition has not been satisfied, the Bonds for which notice of conditional optional
23 redemption was given shall not be redeemed and shall remain Outstanding for all purposes of
24 the Resolutions and the redemption not occurring shall not constitute an event of default under
25 the Resolutions.

1 The City may rescind any optional redemption and notice of it for any reason on any date
2 prior to any Redemption Date by causing written notice of the rescission to be given to the
3 owners of all Bonds so called for redemption. Notice of any such rescission of redemption shall
4 be given in the same manner notice of redemption was originally given.

5 The actual receipt by the owner of any Bond of notice of such rescission shall not be a
6 condition precedent to rescission, and failure to receive such notice or any defect in such notice
7 so mailed shall not affect the validity of the rescission.

8 The City and the City Treasurer may treat the Registered Owner of this Bond as the
9 absolute owner of this Bond for all purposes, and the City and the City Treasurer shall not be
10 affected by any notice to the contrary.

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

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

21 This Bond shall not be entitled to any benefit under the Resolutions, or become valid or
22 obligatory for any purpose, until the certificate of authentication and registration on this Bond
23 shall have been signed by the City Treasurer.

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

4
5 _____
6 Mayor of the
7 City and County of San Francisco

8 Countersigned:

9
10 _____
11 Clerk of the Board of Supervisors

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CERTIFICATE OF REGISTRATION AND AUTHENTICATION

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

Date of Authentication: _____

Treasurer of the
City and County of San Francisco

1 **ASSIGNMENT**

2
3 FOR VALUE RECEIVED the undersigned do(es) hereby sell, assign and transfer unto

4 _____
5 _____

6
7 **(Please print or typewrite Name, Address, and Tax Identification or Social**
8 **Security Number of Assignee/Transferee)**

9 the within-mentioned registered bond and all rights thereunder and hereby irrevocably
10 constitute(s) and appoint(s) _____ attorney to
11 transfer the same on the books of the paying agent with full power of substitution in the
12 premises.

13 Dated:

14 _____
15 NOTICE: The signature to this assignment
16 must correspond with the name as it appears
17 upon the face of the within bond in every
18 particular, without alteration or enlargement
19 or any change whatsoever.

20 Signature Guaranteed:

21 _____
22 Signature(s) must be guaranteed by a national bank
23 or trust company or by a brokerage firm having a
24 membership in one of the major stock exchanges
25 and who is a member of a Medallion Signature
Program.