

1 [Sale of General Obligation Bonds (Healthy, Safe and Vibrant San Francisco, 2024), Series
2 2025F - Not to Exceed \$194,000,000]

3 **Resolution authorizing the issuance and sale of not to exceed \$194,000,000 aggregate**
4 **principal amount of one or more series of City and County of San Francisco General**
5 **Obligation Bonds (Healthy, Safe and Vibrant San Francisco, 2024), Series 2025F**
6 **(“Bonds”) on a tax-exempt or taxable basis; prescribing the form and terms of such**
7 **Bonds and any subseries designation; providing for the appointment of depositories**
8 **and other agents for such Bonds; providing for the establishment of accounts and/or**
9 **subaccounts related to such Bonds; authorizing the sale of such Bonds by competitive**
10 **or negotiated sale or private placement; approving the forms of the Official Notice of**
11 **Sale and Notice of Intention to Sell Bonds and directing the publication of the Notice of**
12 **Intention to Sell Bonds; approving the form of the Purchase Contract; approving the**
13 **form of the Preliminary Official Statement and the execution of the Official Statement**
14 **relating to the sale of such Bonds; approving the form of the Continuing Disclosure**
15 **Certificate; authorizing and approving modifications to such documents; ratifying**
16 **certain actions previously taken, as defined herein; and granting general authority to**
17 **City officials to take necessary actions in connection with the authorization, issuance,**
18 **sale, and delivery of such Bonds, as defined herein.**

19
20 WHEREAS, The Board of Supervisors (“Board of Supervisors”) of the City and County
21 of San Francisco (“City”) on July 16, 2024, adopted Resolution No. 389-24 (“Resolution No.
22 389-24”), which Resolution No. 389-24 was signed by the Mayor of the City (“Mayor”) on
23 July 25, 2024. Under such Resolution No. 389-24, the Board of Supervisors determined and
24 declared that public interest and necessity demand the acquisition or improvement of real
25 property, including facilities to deliver healthcare services and transportation improvements,

1 and related costs necessary or convenient for the foregoing purposes, as further therein
2 described ("Project" or "Projects"); and

3 WHEREAS, By Ordinance No. 186-24 ("2024 Bond Ordinance"), adopted by the Board
4 of Supervisors of the City on July 23, 2024, which 2024 Bond Ordinance was signed by the
5 Mayor on July 25, 2024, the Board of Supervisors duly called an election to be held on
6 November 5, 2024 ("Proposition B Bond Election"), for the purpose of submitting to the
7 qualified voters of the City such proposition ("Proposition B") to incur bonded indebtedness of
8 the City in the aggregate principal amount not to exceed \$390,000,000 to finance the
9 acquisition or improvement of real property, including facilities to deliver healthcare services
10 and transportation improvements, and related costs necessary or convenient for the foregoing
11 purposes and for other matters, and such Proposition B was approved by two-thirds of the
12 qualified voters of the City voting on such proposition, and declaration of such Proposition B
13 Bond Election results was made by the Board of Supervisors pursuant to Resolution No. 562-
14 24 adopted on November 19, 2024, and signed by the Mayor on November 25, 2024; and

15 WHEREAS, The Board of Supervisors adopted Resolution No. [___ - __] on [____],
16 2025 ("Authorizing Resolution"), which was signed by the Mayor on [____], 2025, and such
17 Authorizing Resolution authorized the City to issue its General Obligation Bonds (Healthy,
18 Safe and Vibrant San Francisco, 2024) ("Bonds") in one or more series or subseries, on a tax-
19 exempt or taxable basis and in the not-to-exceed amount of \$390,000,000; and

20 WHEREAS, It is necessary and desirable to deliver a series of the Bonds in one or
21 more subseries on a tax-exempt or a taxable basis, in an aggregate principal amount not to
22 exceed \$194,000,000 ("Series 2025F Bonds"), to finance a portion of the costs of the
23 Projects; and

24 WHEREAS, The Series 2025F Bonds are being issued pursuant to the Authorizing
25 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government

1 Code ("Government Code"), the Charter of the City ("Charter"), the 2024 Bond Ordinance and
2 the Proposition B Bond Election; and

3 WHEREAS, In accordance with Government Code, Section 5852.1, the Board has
4 obtained and disclosed the information required thereby, as more fully set forth in the staff
5 report prepared by the Controller's Office of Public Finance ("Staff Report"); and

6 WHEREAS, Pursuant to the applicable provisions of the San Francisco Administrative
7 Code ("Administrative Code") Sections 5.30-5.36, the Citizens' General Obligation Bond
8 Oversight Committee shall conduct an annual review of bond spending and shall provide an
9 annual report on the management of the program to the Mayor and the Board of Supervisors,
10 and, to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of
11 the Series 2025F Bonds shall be deposited in a fund established by the Office of the City
12 Controller ("Controller") and appropriated by the Board of Supervisors at the direction of the
13 Citizens' General Obligation Bond Oversight Committee to cover the costs of such committee
14 and its review process; now, therefore, be it

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

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

18 Section 2. Conditions Precedent. All conditions, things and acts required by law to
19 exist, to happen and to be performed precedent to and in connection with the issuance of
20 the Series 2025F Bonds exist, have happened and have been performed in due time,
21 form and manner in accordance with applicable law, and the City is now authorized
22 pursuant to the Proposition B Bond Election, the Authorizing Resolution, the Charter and
23 applicable law to incur indebtedness in the manner and form provided in this Resolution.

1 Section 3. Documents. The documents presented to the Board of Supervisors and
2 on file with the Clerk of the Board of Supervisors or designee thereof ("Clerk of the Board
3 of Supervisors") are contained in File No. 250352.

4 Section 4. Issuance and Sale of Series 2025F Bonds; Determination of Certain
5 Terms; Designation. The Board of Supervisors authorizes the issuance and sale of not to
6 exceed \$194,000,000 in aggregate principal amount of Bonds to be designated as "City
7 and County of San Francisco General Obligation Bonds (Healthy, Safe and Vibrant San
8 Francisco, 2024), Series 2025F," for the purposes set forth in the 2024 Bond Ordinance
9 and Proposition B, approved by the voters at the Proposition B Bond Election. Prior to
10 issuance, the Series 2025F Bonds may be subdivided into more than one series and
11 subseries. For purposes of this Resolution, all of such subdivided series in the aggregate
12 are referred to herein as the "Series 2025F Bonds."

13 The Controller's Director of Public Finance of the City ("Director of Public
14 Finance"), the Controller or any designee of either (each, an "Authorized Officer") are
15 authorized to determine, for the Series 2025F Bonds, the sale date, the interest rates, the
16 definitive principal amount, the maturity dates and the redemption dates, if any, and the
17 terms of any optional or mandatory redemption, subject to the other specific provisions of
18 this Resolution, including the following terms and conditions: (a) the Series 2025F Bonds
19 shall not have a true interest cost (as such term is defined in the Official Notice of Sale (as
20 defined in Section 13) or the Purchase Contract (as defined in Section 15) for the Series
21 2025F Bonds) in excess of 12%; and (b) the Series 2025F Bonds shall not have a final
22 maturity date more than 30 years from their date of issuance. The Director of Public
23 Finance is further authorized to give the Series 2025F Bonds such additional or other
24 series designation, or to modify such series designation, as may be necessary or
25

1 appropriate to distinguish the Series 2025F Bonds from every other series of Bonds and
2 from other bonds issued by the City.

3 Section 5. Authentication and Registration of the Series 2025F Bonds. Each of the
4 Series 2025F Bonds shall be in fully registered form without coupons in denominations of
5 \$5,000 or any integral multiple of that amount. The officers of the City are directed to
6 cause the Series 2025F Bonds to be prepared in sufficient quantity for delivery to or for
7 the account of their purchaser and an Authorized Officer is directed to cause the blanks in
8 the Series 2025F Bonds to be completed in accordance with the Authorizing Resolution,
9 this Resolution, and the Bond Award or Purchase Contract (each as defined below), to
10 procure their execution by the proper officers of the City (including by electronic or
11 facsimile signature if necessary or convenient, except that any signature for the Clerk of
12 the Board of Supervisors shall be by manual signature) and authentication as provided in
13 this Section 5, and to deliver the Series 2025F Bonds when so executed and
14 authenticated to the purchaser in exchange for the purchase price, all in accordance with
15 the Authorizing Resolution.

16 The Series 2025F Bonds and the certificate of authentication and registration, to be
17 manually executed by the Treasurer of the City or designee thereof ("City Treasurer"), and
18 the form of assignment to appear on the Series 2025F Bonds shall be substantially in the
19 form attached as Exhibit A (a copy of which is on file with the Clerk of the Board of
20 Supervisors and which is declared to be a part of this Resolution as if fully set forth in this
21 Resolution), with necessary or appropriate variations, omissions and insertions as
22 permitted or required by this Resolution.

23 Only Series 2025F Bonds bearing a certificate of authentication and registration
24 executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to
25 the benefits of the Authorizing Resolution and this Resolution, and such certificate of the

1 City Treasurer, executed as provided in this Resolution, shall be conclusive evidence that
2 the Series 2025F Bonds so authenticated have been duly authenticated and delivered
3 under, and are entitled to the benefits of, the Authorizing Resolution and this Resolution.

4 The Controller shall assign a distinctive letter, or number, or letter and number to
5 each Series 2025F Bond authenticated and registered by the City Treasurer and shall
6 maintain a record thereof which shall be available for inspection.

7 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept,
8 at the office of the City Treasurer or at the designated office of any registrar appointed by
9 the City Treasurer, separate and sufficient books for the registration and transfer of
10 Series 2025F Bonds, which books shall at all times be open to inspection, and upon
11 presentation for such purpose, the City Treasurer shall, under such reasonable
12 regulations as the City Treasurer may prescribe, register or transfer or cause to be
13 registered or transferred, on such books, Series 2025F Bonds as provided in this
14 Resolution. The City and the City Treasurer may treat the registered owner of each Series
15 2025F Bond as its absolute owner for all purposes, and the City and the City Treasurer
16 shall not be affected by any notice to the contrary.

17 Section 7. Transfer or Exchange of Series 2025F Bonds. Any Series 2025F Bond
18 may, in accordance with its terms, be transferred upon the books required to be kept
19 pursuant to the provisions of Section 6, by the person in whose name it is registered, in
20 person or by the duly authorized attorney of such person in writing, upon surrender of
21 such Series 2025F Bond for cancellation, accompanied by delivery of a duly executed
22 written instrument of transfer in a form approved by the City Treasurer.

23 Any Series 2025F Bond may be exchanged at the office of the City Treasurer for a
24 like aggregate principal amount of other authorized denominations of the same interest
25 rate and maturity.

1 Whenever any Series 2025F Bond shall be surrendered for transfer or exchange,
2 the designated City officials shall execute (as provided in Section 5) and the City
3 Treasurer shall authenticate and deliver a new Series 2025F Bond of the same interest
4 rate and maturity in a like aggregate principal amount. The City Treasurer shall require
5 the payment by any bond owner requesting any such transfer of any tax or other
6 governmental charge required to be paid with respect to such transfer or exchange.

7 No transfer or exchange of Series 2025F Bonds shall be required to be made by
8 the City Treasurer during the period from the Record Date (as defined in Section 8(b))
9 next preceding each interest payment date to such interest payment date or after a notice
10 of redemption shall have been mailed with respect to such Series 2025F Bonds.

11 Section 8. Terms of the Series 2025F Bonds; General Redemption Provisions.

12 (a) Date of the Series 2025F Bonds. The Series 2025F Bonds shall be dated
13 the date of their delivery or such other date ("Dated Date") as is specified in the Bond
14 Award or the Purchase Contract.

15 (b) Payment of the Series 2025F Bonds. The principal of the Series 2025F
16 Bonds shall be payable in lawful money of the United States of America to their owners,
17 upon surrender at maturity or earlier redemption at the office of the City Treasurer. The
18 interest on the Series 2025F Bonds shall be payable in like lawful money to the person
19 whose name appears on the bond registration books of the City Treasurer as the owner
20 as of the close of business on the last day of the month immediately preceding an interest
21 payment date ("Record Date"), whether or not such day is a Business Day (as defined
22 below).

23 Except as may be otherwise provided in connection with any book-entry only
24 system applicable to the Series 2025F Bonds, payment of the interest on any Series
25 2025F Bond shall be made by check mailed on the interest payment date to such owner

1 at such owner's address as it appears on the registration books as of the Record Date;
2 provided, that if any interest payment date occurs on a day that banks in California or
3 New York are closed for business or the New York Stock Exchange is closed for
4 business, then such payment shall be made on the next succeeding day that banks in
5 both California and New York are open for business and the New York Stock Exchange is
6 open for business (each, a "Business Day"); and provided, further, that the registered
7 owner of an aggregate principal amount of at least \$1,000,000 of Series 2025F Bonds
8 may submit a written request to the City Treasurer on or before a Record Date preceding
9 an interest payment date for payment of interest on the next succeeding interest payment
10 date and thereafter by wire transfer to a commercial bank located within the United States
11 of America.

12 For so long as any Series 2025F Bonds are held in book-entry form by a securities
13 depository selected by the City pursuant to Section 10, payment shall be made to the
14 registered owner of the Series 2025F Bonds designated by such securities depository by
15 wire transfer of immediately available funds.

16 (c) Interest on the Series 2025F Bonds. The Series 2025F Bonds shall bear
17 interest at rates to be determined upon the sale of the Series 2025F Bonds, calculated on
18 the basis of a 360-day year comprised of twelve 30-day months, payable on December
19 15, 2025 (or such other date as may be designated in the Bond Award or Purchase
20 Contract), and semiannually thereafter on June 15 and December 15 of each year. Each
21 Series 2025F Bond shall bear interest from the interest payment date next preceding the
22 date of its authentication unless it is authenticated as of a day during the period from the
23 Record Date next preceding any interest payment date to the interest payment date,
24 inclusive, in which event it shall bear interest from such interest payment date, or unless it
25 is authenticated on or before the first Record Date, in which event it shall bear interest

1 from the Dated Date; provided, that if, at the time of authentication of any Series 2025F
2 Bond, interest is in default on the Series 2025F Bonds, such Series 2025F Bond shall
3 bear interest from the interest payment date to which interest has previously been paid or
4 made available for payment on the Series 2025F Bonds or from the Dated Date if the first
5 interest payment is not made.

6 (d) Optional Redemption. The Series 2025F Bonds shall be subject to optional
7 redemption prior to maturity as shall be provided in the Official Notice of Sale or the
8 Purchase Contract, as applicable.

9 (e) Mandatory Redemption. The Series 2025F Bonds shall be subject to
10 mandatory redemption as shall be designated by the purchaser pursuant to the terms of
11 the Official Notice of Sale or as designated in the Purchase Contract, as applicable.

12 The principal of and interest on the Series 2025F Bonds subject to mandatory
13 redemption shall be paid from the Series 2025F Bond Subaccount established in Section
14 9, pursuant to Section 9. In lieu of any such mandatory redemption for Series 2025F
15 Bonds, at any time prior to the selection of Series 2025F Bonds for mandatory
16 redemption, the City may apply amounts on deposit in the Series 2025F Bond
17 Subaccount to make such payment to the purchase, at public or private sale, of Series
18 2025F Bonds subject to such mandatory redemption, and when and at such prices not in
19 excess of the principal amount thereof (including sales commission and other charges but
20 excluding accrued interest), as the City may determine.

21 (f) Selection of Series 2025F Bonds for Redemption. Whenever less than all of
22 the outstanding Series 2025F Bonds are called for redemption on any date, the Director of
23 Public Finance will select the maturities of the Series 2025F Bonds to be redeemed in the sole
24 discretion of the Director of Public Finance. Whenever less than all of the outstanding Series
25 2025F Bonds maturing on any one date are called for redemption, the manner of selection of

1 the portion of such Series 2025F Bonds called for redemption shall be as specified in the
2 Official Statement for the Series 2025F Bonds.

3 (g) Notice of Redemption. The date on which Series 2025F Bonds that are
4 called for redemption are to be presented for redemption is called the "Redemption Date."
5 The City Treasurer shall mail, or cause to be mailed, notice of any redemption of Series
6 2025F Bonds, postage prepaid, to the respective registered owners at the addresses
7 appearing on the bond registration books not less than 20 nor more than 60 days prior to
8 the Redemption Date. The notice of redemption shall (i) state the Redemption Date; (ii)
9 state the redemption price; (iii) state the maturity dates of the Series 2025F Bonds to be
10 redeemed and, if less than all of any such maturity is called for redemption, the distinctive
11 numbers of the Series 2025F Bonds of such maturity to be redeemed, and in the case of
12 any Series 2025F Bonds to be redeemed in part only, the respective portions of the
13 principal amount to be redeemed; (iv) state the CUSIP number, if any, of each Series
14 2025F Bond to be redeemed; (v) require that such Series 2025F Bonds be surrendered
15 by the owners at the office of the City Treasurer or his or her agent; and (vi) give notice
16 that interest on such Series 2025F Bonds or portions of Series 2025F Bonds to be
17 redeemed will cease to accrue after the Redemption Date. Notice of optional redemption
18 may be rescinded, or conditional upon receipt of funds or other event specified in the
19 notice of redemption as provided in Section 8(j) below.

20 The actual receipt by the owner of any Series 2025F Bond of notice of such
21 redemption shall not be a condition precedent to redemption, and failure to receive such
22 notice, or any defect in such notice so mailed, shall not affect the validity of the
23 proceedings for the redemption of such Series 2025F Bonds or the cessation of accrual of
24 interest on such Series 2025F Bonds on the Redemption Date.

1 Notice of redemption also shall be given, or caused to be given by the City
2 Treasurer, by (A) registered or certified mail, postage prepaid, (B) confirmed facsimile
3 transmission, (C) overnight delivery service, or (D) to the extent acceptable to the
4 intended recipient, email or similar electronic means, to (1) all organizations registered
5 with the Securities and Exchange Commission as securities depositories and (2) 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 Treasurer
9 or any agent appointed by the City. A certificate of the City Treasurer or such other
10 appointed agent of the City that notice of redemption has been given to the owner of any
11 Series 2025F Bond to be redeemed in accordance with this Resolution shall be
12 conclusive against all parties.

13 (h) Series 2025F Redemption Account. At the time the Director of Public
14 Finance determines to optionally call and redeem any of the Series 2025F Bonds, the
15 Controller or the Controller's agent shall establish a redemption account to be described
16 or known as the "General Obligation Bonds, Series 2025F Redemption Account" ("Series
17 2025F Redemption Account"), and prior to or on the Redemption Date there must be set
18 aside in the Series 2025F Redemption Account moneys available for the purpose and
19 sufficient to redeem, as provided in this Resolution, the Series 2025F Bonds designated
20 in such notice of redemption, subject to the provisions of Section 8(j) below. Such moneys
21 must be set aside in the Series 2025F Redemption Account solely for the purpose of, and
22 shall be applied on or after the Redemption Date to, payment of the redemption price of
23 the Series 2025F Bonds to be redeemed upon presentation and surrender of such Series
24 2025F Bonds. Any interest due on or prior to the Redemption Date may be paid from the
25 Series 2025F Bond Subaccount as provided in Section 9 or from the Series 2025F

1 Redemption Account. Moneys held from time to time in the Series 2025F Redemption
2 Account shall be invested by the City Treasurer pursuant to the City's policies and
3 guidelines for investment of moneys in the general fund ("General Fund") of the City. If,
4 after all of the Series 2025F Bonds have been redeemed and canceled or paid and
5 canceled, there are moneys remaining in the Series 2025F Redemption Account, such
6 moneys shall be transferred to the General Fund of the City or to such other fund or
7 account as required by applicable law; provided, that if such moneys are part of the
8 proceeds of refunding bonds, such moneys shall be transferred pursuant to the resolution
9 authorizing such refunding bonds.

10 (i) Effect of Redemption. When notice of optional redemption has been given
11 substantially as provided in this Resolution, and when the amount necessary for the
12 redemption of the Series 2025F Bonds called for redemption (principal, premium, if any,
13 and accrued interest to such Redemption Date) is set aside for that purpose in the Series
14 2025F Redemption Account, the Series 2025F Bonds designated for redemption shall
15 become due and payable on the Redemption Date, and upon presentation and surrender
16 of such Series 2025F Bonds at the place specified in the notice of redemption, such
17 Series 2025F Bonds shall be redeemed and paid at the redemption price out of the Series
18 2025F Redemption Account. No interest will accrue on such Series 2025F Bonds called
19 for redemption after the Redemption Date and the registered owners of such Series
20 2025F Bonds shall look for payment of such Series 2025F Bonds only to the Series
21 2025F Redemption Account. All Series 2025F Bonds redeemed shall be canceled
22 immediately by the City Treasurer and shall not be reissued.

23 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice of
24 optional redemption given as provided in Section 8(g) may provide that such redemption
25 is conditioned upon: (i) deposit in the Series 2025F Redemption Account of sufficient

1 moneys to redeem the Series 2025F Bonds called for optional redemption on the
2 anticipated Redemption Date, or (ii) the occurrence of any other event specified in the
3 notice of redemption. If conditional notice of redemption has been given substantially as
4 provided in this clause, and on the scheduled Redemption Date (A) sufficient moneys to
5 redeem the Series 2025F Bonds called for optional redemption on the Redemption Date
6 have not been deposited in the Series 2025F Redemption Account, or (B) any other event
7 specified in the notice of redemption as a condition to the redemption has not occurred,
8 then (1) the Series 2025F Bonds for which conditional notice of redemption was given
9 shall not be redeemed on the anticipated Redemption Date and shall remain outstanding
10 for all purposes of this Resolution, and (2) the redemption not occurring shall not
11 constitute a default under this Resolution or the Authorizing Resolution.

12 The City may rescind any optional redemption and notice of it for any reason on
13 any date prior to any Redemption Date by causing written notice of the rescission to be
14 given to the owners of all Series 2025F Bonds so called for redemption. Notice of any
15 such rescission of redemption shall be given in the same manner notice of redemption
16 was originally given.

17 The actual receipt by the owner of any Series 2025F Bond of notice of such
18 rescission shall not be a condition precedent to rescission, and failure to receive such
19 notice or any defect in such notice so mailed shall not affect the validity of the rescission.

20 Section 9. Series 2025F Bond Subaccount. There is established with the City
21 Treasurer a special subaccount in the General Obligation Bonds (Healthy, Safe and
22 Vibrant San Francisco, 2024) Series 2025F Bond Account ("Bond Account") created
23 pursuant to the Authorizing Resolution to be designated as the "General Obligation
24 Bonds, Series 2025F Bond Subaccount" ("Series 2025F Bond Subaccount"), to be held
25 separate and apart from all other accounts of the City. All interest earned on amounts on

1 deposit in the Series 2025F Bond Subaccount shall be retained in the Series 2025F Bond
2 Subaccount.

3 Amounts deposited in the Series 2025F Bond Subaccount pursuant to Section 16
4 hereof, representing capitalized interest on the Bonds, if any, shall be used to make
5 interest payments on the Bonds through and including such date, if any, as may be
6 provided in the Official Statement.

7 On or prior to the date on which any payment of principal of or interest on the
8 Series 2025F Bonds is due, including any Series 2025F Bonds subject to mandatory
9 redemption on such date, the City Treasurer shall allocate to and deposit in the Series
10 2025F Bond Subaccount, from amounts held in the Bond Account, an amount which,
11 when added to any available moneys contained in the Series 2025F Bond Subaccount, is
12 sufficient to pay principal of and interest on the Series 2025F Bonds on such date.

13 On or prior to the date on which any Series 2025F Bonds are to be redeemed at
14 the option of the City pursuant to this Resolution, the City Treasurer may allocate to and
15 deposit in the Series 2025F Redemption Account, from amounts held in the Bond Account
16 pursuant to Section 8 of the Authorizing Resolution, an amount which, when added to any
17 available moneys contained in the Series 2025F Redemption Account, is sufficient to pay
18 principal, interest and premium, if any, with respect to such Series 2025F Bonds on such
19 date. The City Treasurer may make such other provision for the payment of principal of
20 and interest and any redemption premium on the Series 2025F Bonds as is necessary or
21 convenient to permit the optional redemption of the Series 2025F Bonds.

22 Amounts in the Series 2025F Bond Subaccount may be invested in any investment
23 of the City in which moneys in the General Fund of the City are or can be invested. The
24 City Treasurer may (i) commingle any of the moneys held in the Series 2025F Bond
25 Subaccount with other City moneys, or (ii) deposit amounts credited to the Series 2025F

1 Bond Subaccount into a separate fund or funds for investment purposes only; provided,
2 that all of the moneys held in the Series 2025F Bond Subaccount shall be accounted for
3 separately notwithstanding any such commingling or separate deposit by the City
4 Treasurer.

5 Section 10. Appointment of Depositories and Other Agents. The City Treasurer is
6 authorized to appoint one or more securities depositories as the City Treasurer may deem
7 desirable and to modify as necessary the procedures set forth in Section 5, Section 6,
8 Section 7, and Section 8 relating to registration of ownership of the Series 2025F Bonds.
9 Procedures for and payments of and the issuance of redemption notices to owners of the
10 Series 2025F Bonds may be modified to comply with the policies and procedures of such
11 securities depository. The City will not have any responsibility or obligation to any
12 purchaser of a beneficial ownership interest in any Series 2025F Bonds or to any
13 participants in such a securities depository with respect to (a) the accuracy of any records
14 maintained by such securities depository or any participant therein; (b) any notice that is
15 permitted or required to be given to the owners of Series 2025F Bonds under this
16 Resolution; (c) the selection by such securities depository or any participant therein of
17 any person to receive payment in the event of a partial redemption of Series 2025F
18 Bonds; (d) the payment by such securities depository or any participant therein of any
19 amount with respect to the principal or redemption premium, if any, or interest due with
20 respect to Series 2025F Bonds; (e) any consent given or other action taken by such
21 securities depository as the owner of Series 2025F Bonds; or (f) any other matter.

22 The following provision shall apply unless the Bonds are sold pursuant to private
23 placement as authorized by Section 15 hereof: The Depository Trust Company ("DTC") is
24 appointed as securities depository for the Series 2025F Bonds. The Series 2025F Bonds
25 shall be initially issued in book-entry form. Upon initial issuance, the ownership of each

1 Series 2025F Bond shall be registered in the bond register in the name of Cede & Co., as
2 nominee of DTC. So long as each Series 2025F Bond is registered in book-entry form,
3 each Series 2025F Bond shall be registered in the name of Cede & Co. or in the name of
4 such successor nominee as may be designated from time to time by DTC or any
5 successor as securities depository.

6 The City Treasurer is also authorized to appoint one or more agents as the City
7 Treasurer may deem necessary or desirable, to the extent permitted by applicable law
8 and under the supervision of the City Treasurer, such agents may serve as paying agent,
9 fiscal agent, rebate calculation agent, escrow agent, or registrar for the Series 2025F
10 Bonds or may assist the City Treasurer in performing any or all of such functions and
11 such other duties as the City Treasurer shall determine. Such agents shall serve under
12 such terms and conditions as the City Treasurer shall determine. The City Treasurer may
13 remove or replace agents appointed pursuant to this Section 10 at any time.

14 Section 11. Defeasance Provisions. Payment of all or any portion of the Series
15 2025F Bonds may be provided for prior to such Series 2025F Bonds' respective stated
16 maturities by irrevocably depositing with the City Treasurer (or any commercial bank or
17 trust company designated by the City Treasurer to act as escrow agent with respect
18 thereto):

19 (a) An amount of cash equal to the principal amount of all of such Series 2025F
20 Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the
21 case of Series 2025F Bonds which are to be redeemed prior to such Series 2025F Bonds'
22 respective stated maturities and in respect of which notice of such redemption shall have
23 been given as provided in Section 8 hereof or an irrevocable election to give such notice
24 shall have been made by the City, the amount to be deposited shall be the principal
25

1 amount thereof, all unpaid interest thereon to the Redemption Date, and any premium
2 due on such Redemption Date; or

3 (b) Defeasance Securities (as herein defined) not subject to call, except as
4 provided below in the definition thereof, maturing and paying interest at such times and in
5 such amounts; together with interest earnings and cash, if required, as will, without
6 reinvestment, as certified by an independent certified public accountant, be fully sufficient
7 to pay the principal and all unpaid interest to maturity, or to the Redemption Date, as the
8 case may be, and any premium due on the Series 2025F Bonds to be paid or redeemed,
9 as such principal and interest come due; provided, that, in the case of the Series 2025F
10 Bonds which are to be redeemed prior to maturity, notice of such redemption shall be
11 given as provided in Section 8 hereof or an irrevocable election to give such notice shall
12 have been made by the City; then, all obligations of the City with respect to such
13 outstanding Series 2025F Bonds shall cease and terminate, except only the tax
14 covenants under Section 26 and the obligation of the City to pay or cause to be paid from
15 the funds deposited pursuant to clause (a) or (b) of this Section 11, to the owners of such
16 Series 2025F Bonds all sums due with respect thereto; and provided further, that the City
17 shall have received an opinion of nationally recognized bond counsel, that provision for
18 the payment of such Series 2025F Bonds has been made in accordance with this Section
19 11.

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

- 23 (1) United States Obligations (as defined below); and
24 (2) Pre-refunded fixed interest rate municipal obligations meeting the following
25 conditions: (A) the municipal obligations are not subject to redemption prior to maturity, or

1 the trustee or paying agent has been given irrevocable instructions concerning their
2 calling and redemption and the issuer has covenanted not to redeem such obligations
3 other than as set forth in such instructions; (B) the municipal obligations are secured by
4 cash and/or United States Obligations; (C) the principal of and interest on the United
5 States Obligations (plus any cash in the escrow fund or the redemption account) are
6 sufficient to meet the liabilities of the municipal obligations; (D) the United States
7 Obligations serving as security for the municipal obligations are held by an escrow agent
8 or trustee; (E) the United States Obligations are not available to satisfy any other claims,
9 including those against the trustee or escrow agent; and (F) the municipal obligations are
10 rated (without regard to any numerical modifier, plus or minus sign or other modifier), at
11 the time of original deposit to the escrow fund, by any two Rating Agencies (as defined
12 below) not lower than the rating then maintained by such Rating Agencies on such United
13 States Obligations.

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

1 For purposes of this Section 11, "Rating Agencies" shall mean Moody's Investors
2 Service, Inc., Fitch Ratings, S&P Global Ratings, Kroll Bond Rating Agency, LLC, or any
3 other nationally recognized bond rating agency that is the successor to any of the
4 foregoing rating agencies or that is otherwise established after the date hereof.

5 Section 12. Sale of Series 2025F Bonds By Competitive or Negotiated Sale or
6 Private Placement. The Board of Supervisors authorizes the sale of the Series 2025F
7 Bonds by solicitation of competitive bids, by negotiated sale to one or more underwriters
8 to be appointed in accordance with City policies, or privately placed with a purchaser, if
9 so determined by the Director of Public Finance.

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

11 (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting
12 bids for the Series 2025F Bonds ("Official Notice of Sale") submitted to the Board of
13 Supervisors is approved and adopted as the Official Notice of Sale inviting bids for the
14 Series 2025F Bonds, with such changes, additions and modifications as may be made in
15 accordance with Section 19. The Director of Public Finance is authorized and directed to
16 cause to be mailed or otherwise circulated to prospective bidders for the Series 2025F
17 Bonds copies of one or more Official Notice of Sale, subject to such corrections, revisions
18 or additions as may be acceptable to the Director of Public Finance.

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

21 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject
22 any and all bids received for any reason. The Authorized Officer is authorized to award
23 the Series 2025F Bonds to the responsible bidder whose bid (a) is timely received and
24 conforms to the Official Notice of Sale, except to the extent informalities and irregularities
25 are waived by the City as permitted by the Official Notice of Sale; and (b) represents the

1 lowest true interest cost to the City in accordance with the procedures described in the
2 Official Notice of Sale. The award, if made, shall be set forth in one or more certificates
3 signed by the Authorized Officer setting forth the terms of the Series 2025F Bonds and
4 the original purchasers ("Bond Award"). The Director of Public Finance shall provide a
5 copy of the Bond Award, if such award is not signed by the Controller, as soon as
6 practicable to the Controller; provided, that failure to provide such copy shall not affect
7 the validity of the Bond Award.

8 Section 14. Publication of Notice of Intention to Sell Bonds. If the Series 2025F
9 Bonds are sold through a solicitation of competitive bids, then the form of proposed Notice of
10 Intention to Sell the Series 2025F Bonds ("Notice of Intention to Sell Bonds") submitted to
11 the Board of Supervisors is approved and adopted as the Notice of Intention to Sell the
12 Series 2025F Bonds, and the Director of Public Finance is authorized and directed to
13 cause one or more Notices of Intention to Sell Bonds, subject to such corrections,
14 revisions or additions as may be made in accordance with Section 19, to be published
15 once in The Bond Buyer or another financial publication generally circulated throughout
16 the State of California meeting the requirements of Section 53692 of the California
17 Government Code at least five days prior to the date fixed for receipt of bids for the Series
18 2025F Bonds, or as otherwise set forth in Section 53692 of the Government Code.

19 Section 15. Authorization of Negotiated Sale or Private Placement; Authorization
20 to Select Purchaser(s); Form of Purchase Contract Approval. The Authorized Officer is
21 hereby authorized to conduct the sale of the Series 2025F Bonds by negotiated sale
22 pursuant to one or more Purchase Contracts (each, a "Purchase Contract"), each by and
23 between the City and the purchaser(s) named therein ("Purchaser"), if the Controller
24 determines that such manner of sale (negotiated or private placement) is in the best
25 financial interest of the City (in accordance with the criteria set forth in the City's debt policy),

1 such determination to be conclusively evidenced by the execution and delivery of such
2 Purchase Contract as hereinafter approved. The form of such Purchase Contract as
3 presented to this Board of Supervisors, a copy of which is on file with the Clerk of the
4 Board of Supervisors in File No. 250352, is hereby approved. The Authorized Officer is
5 hereby authorized to execute one or more such Purchase Contracts with such changes,
6 additions and modifications as the Authorized Officer may make or approve in accordance
7 with Section 19 hereof (including such changes as may be required for a private placement);
8 provided however, that the purchaser's discount under any such Purchase Contract shall
9 not exceed 1.0% of the principal amount of the Series 2025F Bonds. In order to facilitate
10 the sale of the Series 2025F Bonds by negotiated sale or private placement, the
11 Authorized Officer is hereby authorized to appoint one or more financial institutions to act
12 as underwriter or placement agent for the Series 2025F Bonds in accordance with City
13 policies and procedures, including, but not limited to, the City's policy to provide locally
14 disadvantaged minority business enterprises and women enterprises an equal opportunity
15 to participate in the performance of all City contracts or to sell the bonds directly to a
16 purchaser with sufficient knowledge and experience in financial matters to evaluate the
17 risks and merits of an investment in the Bonds.

18 For purposes of Section 53508.9 of the Government Code, the Board hereby finds
19 the following to be true and correct: (1) a negotiated sale of the Series 2025F Bonds may
20 be in the best financial interest of the City if the Authorized Officer determines that the
21 City would be able to obtain market and structuring advice from the underwriters and
22 flexibility as to timing of sale and ability to premarket bonds; (2) co-bond counsel to the
23 City with respect to the Series 2025F Bonds shall be Squire Patton Boggs (US) LLP and
24 Amira Jackmon, Attorney at Law; (3) the underwriters with respect to a negotiated sale of
25 the Series 2025F Bonds shall be disclosed at the public meeting first occurring after the

1 underwriters have been selected; (4) the municipal advisor with respect to the Series
2 2025F Bonds shall be Fieldman, Rolapp & Associates, Inc.; and (5) the estimated costs of
3 issuance of the Bonds shall be as set forth in the Staff Report.

4 Section 16. Disposition of Proceeds of Sale. The proceeds of sale of the Series
5 2025F Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if
6 any, shall be deposited into the Series 2025F Bond Subaccount; (b) premium, if any, shall
7 be deposited into the Series 2025F Bond Subaccount in such amount not to exceed three
8 years of interest on the Series 2025F Bonds; and (c) remaining proceeds of sale shall be
9 deposited into the Series 2025F Project Account.

10 Section 17. Preliminary Official Statement and Official Statement. The form of
11 proposed Official Statement describing the Series 2025F Bonds ("Official Statement")
12 submitted to the Board of Supervisors is approved and adopted as the Official Statement
13 describing the Series 2025F Bonds, with such additions, corrections and revisions as may
14 be determined to be necessary or desirable made in accordance with Section 19. The
15 Authorized Officer is authorized to cause the distribution of one or more Official
16 Statements in preliminary form deemed final for purposes of Securities and Exchange
17 Commission Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as
18 amended ("Rule"), except for such information permitted to be excluded therefrom by the
19 Rule ("Preliminary Official Statement") and to sign a certificate to that effect. The Director
20 of Public Finance is authorized to cause to be printed and mailed or electronically
21 distributed to prospective purchasers of the Series 2025F Bonds the Preliminary Official
22 Statement in said form. The Authorized Officer is authorized and directed to approve,
23 execute, and deliver one or more final Official Statements, which final Official Statement
24 shall be in the form approved hereby, with such additions, corrections and revisions as
25 may be determined to be necessary or desirable made in accordance with Section 19 and

1 such information permitted to be excluded from the Preliminary Official Statement under
2 the Rule. The Director of Public Finance is authorized and directed to cause to be printed
3 and mailed or electronically distributed the final Official Statement to all actual initial
4 purchasers of the Series 2025F Bonds.

5 Section 18. Continuing Disclosure Certificate. The form of Continuing Disclosure
6 Certificate ("Continuing Disclosure Certificate"), to be signed by the City to permit the
7 original purchasers of the Series 2025F Bonds to comply with the Rule, submitted to the
8 Board of Supervisors is approved and adopted as the Continuing Disclosure Certificate,
9 with such additions, corrections, and revisions as may be determined to be necessary or
10 desirable made in accordance with Section 19. The Controller is authorized to execute
11 one or more Continuing Disclosure Certificates on behalf of the City and deliver the
12 Continuing Disclosure Certificate(s) to the original purchasers of the Series 2025F Bonds.

13 Section 19. Modification to Documents. Any City official authorized by this
14 Resolution to execute any document is further authorized, in consultation with the City
15 Attorney and co-bond counsel, to approve and make such changes, additions,
16 amendments or modifications to the document or documents such official is authorized to
17 execute as may be necessary or advisable (provided, that such changes, additions,
18 amendments, or modifications shall not authorize an aggregate principal amount of Series
19 2025F Bonds in excess of \$194,000,000 or conflict with the provisions of Section 4). The
20 approval of any change, addition, amendment or modification to any of the
21 aforementioned documents shall be evidenced conclusively by the execution and delivery
22 of the document in question.

23 Section 20. Ratification. All actions previously taken by officials, employees and
24 agents of the City with respect to the sale and issuance of the Series 2025F Bonds,

1 consistent with any documents presented and this Resolution, are approved, confirmed
2 and ratified.

3 Section 21. Relationship to Authorizing Resolution. In the event of any conflict
4 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall
5 control. Without limiting the foregoing and notwithstanding the provisions of the
6 Authorizing Resolution, the City is not obligated to transfer money from the General Fund
7 of the City to the Bond Account to pay the principal of or interest on the Series 2025F
8 Bonds.

9 Section 22. Accountability Reports. The Series 2025F Bonds are subject to
10 accountability requirements under the City's Administrative Code and the 2024 Bond
11 Ordinance. The deadline for submission of the Accountability report(s) under
12 Administrative Code, Sections 2.71(a) and 2.71(b) are hereby waived with respect to the
13 Series 2025F Bonds. Accountability report(s) with respect to the Series 2025F Bonds
14 shall be submitted in all other respects in the manner required by the Administrative Code
15 and the 2024 Bond Ordinance.

16 Section 23. Covenants to Maintain Tax-Exempt Status. The following covenants
17 shall be applicable to any Series 2025F Bonds (including any subseries) issued as bonds
18 the interest on which is intended to be excludable from gross income for federal or state
19 income tax purposes ("Tax Exempt Bonds"):

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

22 "*Closing Date*" means the date on which the Tax Exempt Bonds are first
23 authenticated and delivered to the initial purchasers against payment therefor.

24 "*Code*" means the Internal Revenue Code of 1986, as amended by all legislation, if
25 any, effective on or before the Closing Date.

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

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

5 “*Gross Proceeds*” means any proceeds as defined in Section 1.148-1(b) of the
6 Regulations, and any replacement proceeds as defined in Section 1.148-1(c) of the
7 Regulations, of the Tax Exempt Bonds.

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

9 “*Nonpurpose Investment*” means any investment property, as defined in Section
10 148(b) of the Code, in which Gross Proceeds of the Tax Exempt Bonds are invested and
11 which is not acquired to carry out the governmental purposes of the Tax Exempt Bonds.

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

14 “*Regulations*” means any proposed, temporary, or final Income Tax Regulations
15 issued pursuant to Sections 103 and 141 through 150 of the Code, and 103 of the Internal
16 Revenue Code of 1954, which are applicable to the Tax Exempt Bonds. Any reference to
17 any specific Regulation shall also mean, as appropriate, any proposed, temporary, or final
18 Income Tax Regulation designed to supplement, amend, or replace the specific
19 Regulation referenced.

20 “*Yield*” of:

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

23 (ii) the Tax Exempt Bonds has the meaning set forth in Section 1.148-4 of the
24 Regulations.

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

12 (c) No Private Use or Private Payments. Except as permitted by Section 141 of
13 the Code and the Regulations and rulings thereunder, the City shall at all times prior to
14 the final payment on the Tax Exempt Bonds:

15 (i) exclusively own, operate and possess all property, the acquisition,
16 construction, or improvement of which is to be financed or refinanced directly or
17 indirectly with Gross Proceeds of the Tax Exempt Bonds, and not use or permit the
18 use of such Gross Proceeds (including all contractual arrangements with terms
19 different than those applicable to the general public) or any property acquired,
20 constructed, or improved with such Gross Proceeds in any activity carried on by
21 any person or entity (including the United States or any agency, department. or
22 instrumentality thereof) other than a state or local government, unless such use is
23 solely as a member of the general public; and

24 (ii) not directly or indirectly impose or accept any charge or other
25 payment by any person or entity who is treated as using Gross Proceeds of the Tax

1 Exempt Bonds or any property the acquisition, construction, or improvement of
2 which is to be financed or refinanced directly or indirectly with such Gross
3 Proceeds, other than taxes of general application within the City or interest earned
4 on investments acquired with such Gross Proceeds pending application for their
5 intended purposes.

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

18 (e) Not to Invest at Higher Yield. Except to the extent permitted by Section 148
19 of the Code and the Regulations and rulings thereunder, the City shall not at any time
20 prior to the final stated maturity of the Tax Exempt Bonds directly or indirectly invest
21 Gross Proceeds in any Investment, if as a result of such investment the Yield of any
22 Investment acquired with Gross Proceeds, whether then held or previously disposed of,
23 exceeds the Yield of the Tax Exempt Bonds.

24 (f) Not Federally Guaranteed. Except to the extent permitted by Section 149(b)
25 of the Code and the Regulations and rulings thereunder, the City shall not take or omit to

1 take any action which would cause the Tax Exempt Bonds to be federally guaranteed
2 within the meaning of Section 149(b) of the Code and the Regulations and rulings
3 thereunder.

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

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

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

17 (ii) Not less frequently than each Computation Date, the City shall
18 calculate the Rebate Amount in accordance with rules set forth in Section 148(f) of
19 the Code and the Regulations and rulings thereunder. The City shall maintain such
20 calculations with its official transcript of proceedings relating to the issuance of the
21 Tax Exempt Bonds until six years after the Final Computation Date.

22 (iii) As additional consideration for the purchase of the Tax Exempt Bonds
23 by the initial purchasers and the loan of the money represented thereby and in
24 order to induce such purchase by measures designed to ensure the excludability of
25 the interest thereon from gross income for federal income tax purposes, the City

1 shall pay to the United States the amount that when added to the future value of
2 previous rebate payments made for the Tax Exempt Bonds equals (i) in the case of
3 a Final Computation Date, 100% of the Rebate Amount on such date; and (ii) in the
4 case of any other Computation Date, 90% of the Rebate Amount on such date. In
5 all cases, the rebate payments shall be made at the times, in the installments, to
6 the place, and in the manner as is or may be required by Section 148(f) of the
7 Code and the Regulations and rulings thereunder, and shall be accompanied by
8 Form 8038-T or such other forms and information as is or may be required by
9 Section 148(f) of the Code and the Regulations and rulings thereunder.

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

17 (i) Not to Divert Arbitrage Profits. Except to the extent permitted by Section 148
18 of the Code and the Regulations and rulings thereunder, the City shall not, at any time
19 prior to the final payment on the Tax Exempt Bonds, enter into any transaction that
20 reduces the amount required to be paid to the United States because such transaction
21 results in a smaller profit or a larger loss than would have resulted if the transaction had
22 been at arm's length and had the Yield of the Tax Exempt Bonds not been relevant to
23 either party.

24 (j) Elections. The City directs and authorizes the Director of Public Finance and
25 the Controller, either solely or in combination, to make elections permitted or required

1 pursuant to the provisions of the Code or the Regulations, as they deem necessary or
2 appropriate in connection with the Tax Exempt Bonds, in the Certificate as to Tax
3 Exemption or similar or other appropriate certificate, form or document.

4 Section 24. Reimbursement. The City declares its official intent to reimburse prior
5 expenditures of the City incurred prior to the issuance and sale of the Tax Exempt Bonds
6 in connection with the Project or portions thereof to be financed by the Tax Exempt
7 Bonds. The Board of Supervisors declares the City's intent to reimburse the City with the
8 proceeds of the Tax Exempt Bonds for the expenditures with respect to the Project
9 ("Expenditures" and each an "Expenditure") made on and after that date that is no more
10 than 60 days prior to adoption of this Resolution. The City reasonably expects on the date
11 of adoption of this Resolution that it will reimburse the Expenditures with the proceeds of
12 the Tax Exempt Bonds.

13 Each Expenditure was and will be either (a) of a type properly chargeable to a
14 capital account under general federal income tax principles (determined in each case as
15 of the date of the Expenditure), (b) a cost of issuance with respect to the Series 2025F
16 Bonds, (c) a nonrecurring item that is not customarily payable from current revenues, or
17 (d) a grant to a party that is not related to or an agent of the City so long as such grant
18 does not impose any obligation or condition (directly or indirectly) to repay any amount to
19 or for the benefit of the City. The maximum aggregate principal amount of the Tax Exempt
20 Bonds expected to be issued for the Project is \$194,000,000. The City shall make a
21 reimbursement allocation, which is a written allocation by the City that evidences the
22 City's use of proceeds of the Tax Exempt Bonds to reimburse an Expenditure, no later
23 than 18 months after the later of the date on which the Expenditure is paid or the Project
24 is placed in service or abandoned, but in no event more than three years after the date on
25 which the Expenditure is paid. The City recognizes that exceptions are available for

1 certain “preliminary expenditures,” costs of issuance, certain *de minimis* amounts,
2 expenditures by “small issuers” (based on the year of issuance and not the year of
3 expenditure) and expenditures for construction projects of at least 5 years.

4 Section 25. City Services Auditor Fee. To the extent permitted by law, one-fifth of
5 one percent (0.2%) of the amount of gross proceeds of the Tax-Exempt Bonds deposited
6 into the Series 2025A Project Account, as established by the Authorizing Resolution, shall
7 be applied to pay the City Services Auditor Fee.

8 Section 26. General Authority. The Clerk of the Board of Supervisors, the Mayor,
9 the City Treasurer, the Controller, the Director of Public Finance, and the City Attorney
10 are each authorized and directed in the name and on behalf of the City to take any and all
11 steps and to issue, deliver, or enter into any and all certificates, requisitions, agreements,
12 notices, consents and other documents as may be necessary to give effect to the
13 provisions of this Resolution, including but not limited to a private placement agreement
14 and investor letter, tax compliance certificates, and letters of representations to any
15 depository or depositories, which they or any of them might deem necessary or
16 appropriate in order to consummate the lawful issuance, sale and delivery of the Series
17 2025F Bonds. Any such actions are solely intended to further the purposes of this
18 Resolution, and are subject in all respects to the terms of this Resolution. No such actions
19 shall increase the risk to the City or require the City to spend any resources not otherwise
20 granted herein. Final versions of any such documents shall be provided to the Clerk of the

21 ///
22 ///
23 ///
24 ///
25 ///

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

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

7 By: /s/ Mark D. Blake
8 MARK D. BLAKE
9 Deputy City Attorney

10 n:\financ\as2025\1300182\01840429.docx

EXHIBIT A
FORM OF BOND

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

Number	UNITED STATES OF AMERICA	Principal Amount
R-__	STATE OF CALIFORNIA	\$_____

CITY AND COUNTY OF SAN FRANCISCO
GENERAL OBLIGATION BONDS
(Healthy, Safe and Vibrant San Francisco, 2024),
SERIES 2025F

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>	<u>CUSIP Number</u>
____%	June 15, 20__	_____, 2025	_____

REGISTERED OWNER: [Cede & Co.]

PRINCIPAL AMOUNT: _____

1 The City and County of San Francisco, State of California ("City"), acknowledges itself indebted
2 to and promises to pay to the Registered Owner specified above or registered assigns, on the
3 Maturity Date specified above, the Principal Amount of this Bond specified above in lawful
4 money of the United States of America, and to pay interest on the Principal Amount in like lawful
5 money from the Interest Payment Date (as defined below) next preceding the date of
6 authentication of this Bond (unless this Bond is authenticated as of the day during the period
7 from the last day of the month immediately preceding any Interest Payment Date ("Record
8 Date") to such Interest Payment Date, inclusive, in which event it shall bear interest from such
9 Interest Payment Date, or unless this Bond is authenticated on or before November 30, 2025,
10 in which event it shall bear interest from its Dated Date (specified above) until payment of such
11 Principal Amount, at the Interest Rate per year specified above calculated on the basis of a
12 360-day year comprised of twelve 30-day months, payable on December 15, 2025 and
13 semiannually thereafter on June 15 and December 15 in each year (each, an "Interest Payment
14 Date"); *provided*, that if any Interest Payment Date occurs on a day that banks in California or
15 New York are closed for business or the New York Stock Exchange is closed for business, then
16 such payment shall be made on the next succeeding day that banks in both California and New
17 York are open for business and the New York Stock Exchange is open for business (a "Business
18 Day"). The Principal Amount of this Bond is payable to the Registered Owner of this Bond upon
19 the surrender of this Bond at the office of the Treasurer of the City ("City Treasurer") in San
20 Francisco, California. The interest on this Bond is payable to the person whose name appears
21 on the Bond registration books of the City Treasurer as the Registered Owner of this Bond as
22 of the close of business on the Record Date immediately preceding an Interest Payment Date,
23 whether or not such day is a Business Day, such interest to be paid by check mailed on the
24 Interest Payment Date to such Registered Owner at the owner's address as it appears on such
25 registration books; *provided*, that the Registered Owner of Bonds in an aggregate principal

1 amount of at least \$1,000,000 may submit a written request to the City Treasurer on or before
2 the Record Date preceding any Interest Payment Date for payment of interest by wire transfer
3 to a commercial bank located in the United States of America.

4 This Bond is one of a duly authorized issue of City and County of San Francisco General
5 Obligation Bonds (Healthy, Safe and Vibrant San Francisco, 2024) Series 2025F ("Bonds") of
6 like tenor (except for such variations, if any, as may be required to designate varying numbers,
7 denominations, interest rates and maturities), in the aggregate principal amount of
8 \$_____, which is part of a bond authorization in the aggregate original principal
9 amount of \$390,000,000 authorized by the affirmative votes of more than two-thirds of the
10 voters voting at a special election duly and legally called, held and conducted in the City on
11 November 5, 2024 and is issued and sold by the City pursuant to and in strict conformity with
12 the provisions of the Constitution and laws of the State of California, the Charter of the City and
13 a Resolution of Necessity adopted by the Board of Supervisors of the City ("Board of
14 Supervisors") on July 16, 2024, and duly approved by the Mayor of the City on July 25, 2024,
15 and Resolution No. _____, adopted by the Board of Supervisors on _____, 20____
16 and duly approved by the Mayor of the City on _____, 20____ (together with the related
17 [Certificate Awarding the Bonds and Fixing Definitive Interest Rates for the Bonds][Purchase
18 Contract], dated _____, 20____, the "Resolutions").

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

1 This Bond is transferable by its Registered Owner, in person or by its attorney duly
2 authorized in writing, at the office of the City Treasurer, but only in the manner, subject to the
3 limitations and upon payment of the charges provided in the Resolutions, and upon surrender
4 and cancellation of this Bond. Upon such transfer, a new Bond or Bonds of authorized
5 denomination or denominations for the same interest rate and same aggregate principal amount
6 will be issued to the transferee in exchange for this Bond.

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

11 [Bonds maturing on and before June 15, 20__, will not be subject to optional redemption
12 prior to their respective maturity dates. The Bonds maturing on or after June 15, 20__ will be
13 subject to optional redemption prior to their respective stated maturity dates, at the option of the
14 City, from any source of available funds, as a whole or in part on any date (with the maturities
15 to be redeemed to be determined by the City and by lot within a maturity), on or after June 15,
16 20__, at the redemption price equal to the principal amount of the Bonds redeemed, together
17 with accrued interest to the date fixed for redemption, without premium. If less than all of the
18 outstanding Bonds are to be redeemed, they may be redeemed in any order of maturity as
19 determined by the Director of Finance. If less than all of the outstanding Bonds of a maturity
20 are to be redeemed, the Bonds or portions of Bonds of such maturity to be redeemed shall be
21 selected Director of Public Finance, in authorized denominations of \$5,000 or integral multiples
22 of that amount, from among Bonds of that maturity not previously called for redemption, by lot,
23 in any manner which the Director of Public Finance deems fair.]
24
25

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

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

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

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

22 Notice of redemption, or notice of rescission of an optional redemption, having been
23 properly given, failure of a Registered Owner to receive such notice shall not be deemed to
24 invalidate, limit or delay the effect of the notice or redemption action described in the notice.
25

1 Any notice of optional redemption may provide that such redemption is conditional upon
2 occurrence of a specified event, as provided in the Resolutions. In the event that such
3 conditional notice of optional redemption has been given, and on the date fixed for redemption
4 such condition has not been satisfied, the Bonds for which notice of conditional optional
5 redemption was given shall not be redeemed and shall remain Outstanding for all purposes of
6 the Resolutions and the redemption not occurring shall not constitute an event of default under
7 the Resolutions.

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

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

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

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

20 The Board of Supervisors certifies, recites and declares that the total amount of
21 indebtedness of the City, including the amount of this Bond, is within the limit provided by law,
22 that all acts, conditions and things required by law to be done or performed precedent to and in
23 the issuance of this Bond have been done and performed in strict conformity with the laws
24 authorizing the issuance of this Bond, that this Bond is in the form prescribed by order of the
25 Board of Supervisors duly made and entered on its minutes, and the money for the payment of

1 principal of this Bond, and the payment of interest thereon, shall be raised by taxation upon the
2 taxable property of the City as provided in the Resolutions.

3 This Bond shall not be entitled to any benefit under the Resolutions, or become valid or
4 obligatory for any purpose, until the certificate of authentication and registration on this Bond
5 shall have been signed by the City Treasurer.
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1 IN WITNESS WHEREOF the Board of Supervisors has caused this Bond to be executed
2 by the [Mayor][Controller][City Administrator] of the City and to be countersigned by the Clerk
3 of the Board of Supervisors, all as of _____.

4 _____
5 [Mayor][Controller][City Administrator] of the
6 City and County of San Francisco

7
8 Countersigned:

9
10 _____
11 Clerk of the Board of Supervisors

CERTIFICATE OF REGISTRATION AND AUTHENTICATION

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 City Treasurer with full power of substitution in the
12 premises.

13 Dated: _____

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

19 Signature Guaranteed:
20 _____
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.

