

NOTICE OF INTENTION TO SELL

\$ _____*
CITY AND COUNTY OF SAN FRANCISCO
GENERAL OBLIGATION BONDS

consisting of

\$ _____*	\$ _____*
GENERAL OBLIGATION BONDS	GENERAL OBLIGATION BONDS
(EARTHQUAKE SAFETY AND EMERGENCY	(EARTHQUAKE SAFETY AND EMERGENCY
RESPONSE BONDS, 2010)	RESPONSE BONDS, 2014)
SERIES 2014C	SERIES 2014D

NOTICE IS HEREBY GIVEN that the City and County of San Francisco (the "City") intends to offer for public sale on:

_____ day, _____, 2014 at 8:30 a.m. (California time)*

by sealed bids at the Controller's Office of Public Finance, 1 Dr. Carlton B. Goodlett Place, City Hall, Room 336, San Francisco, California 94102, and by electronic bids through Ipreo LLC's BIDCOMP™/PARITY® System ("Parity"), \$ _____* aggregate principal amount of City and County of San Francisco General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2014C and \$ _____* aggregate principal amount of City and County of San Francisco General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2014), Series 2014D (collectively, the "Bonds").

The City reserves the right to postpone or cancel the sale of the Bonds, or change the terms thereof, upon notice given through Bloomberg News ("Bloomberg") and/or Parity. In the event that no bid is awarded for the Bonds, the City will reschedule the sale of the Bonds to another date or time by providing notification through Bloomberg and/or Parity.

The Bonds will be offered for public sale subject to the terms and conditions of the Official Notice of Sale dated _____, 2014 relating to the Bonds. Further information regarding the proposed sale of the Bonds, including copies of the Preliminary Official Statement for the Bonds and the Official Notice of Sale, are available through Bloomberg or may be obtained from either of the City's Co-Financial Advisors: Stifel, Nicolaus & Company, Incorporated, One Montgomery Street, 35th Floor, San Francisco, California 94104; telephone (415) 364-6877 (office), Attention: Anna C. Van Degna (e-mail: avandegna@stifel.com); and (ii) TKG & Associates LLC, 48 Colin P. Kelly Jr. Street, 2nd Floor, San Francisco, California 94107; telephone (415) 538-8480 (office), Attention: Charlotte Knight-Marshall (e-mail: ckm@tkgadvisors.net).

The Preliminary Official Statement for the Bonds and the Official Notice of Sale for the Bonds will be posted electronically at Ipreo Prospectus at www.i-dealprospectus.com on or around _____ day, _____, 2014. Failure of any bidder to receive either document shall not affect the legality of the sale.

Other than with respect to postponement or cancellation as described above, the City reserves the right to modify or amend the Official Notice of Sale relating to the Bonds in any respect, as more fully described in the Official Notice of Sale; provided, however, that any such modification or amendment

will be communicated to potential bidders solely through Bloomberg and/or Parity not later than 1:00 p.m. (California time) on the business day preceding the date for receiving bids. Failure of any potential bidder to receive notice of any modification or amendment shall not affect the sufficiency of any such notice or the legality of the sale.

Date: _____, 2014

*Preliminary, subject to change.