

1 [General Obligation Bonds - Earthquake Safety and Emergency Response - Not to Exceed
2 \$57,840,000]

3 **Resolution authorizing and directing the sale of not to exceed \$57,840,000 aggregate**
4 **principal amount of City and County of San Francisco General Obligation Bonds**
5 **(Earthquake Safety and Emergency Response Bonds, 2010), Series 2014C; prescribing**
6 **the form and terms of said bonds; authorizing the execution, authentication, and**
7 **registration of said bonds; providing for the appointment of depositories and other**
8 **agents for said bonds; providing for the establishment of accounts related to said**
9 **bonds; providing for the manner of sale of said bonds by competitive sale; approving**
10 **the forms of Official Notice of Sale and Notice of Intention to Sell Bonds; directing the**
11 **publication of the Notice of Intention to Sell Bonds; approving the form of the**
12 **Preliminary Official Statement and the form and execution of the Official Statement**
13 **relating to the sale of said bonds; approving the form of the Continuing Disclosure**
14 **Certificate; authorizing and approving modifications to documents; declaring the City's**
15 **intent to reimburse certain expenditures; ratifying certain actions previously taken; and**
16 **granting general authority to City officials to take necessary actions in connection with**
17 **the authorization, issuance, sale, and delivery of said bonds.**

18
19 WHEREAS, By Resolution No. 47-10, adopted by the Board of Supervisors (the "Board
20 of Supervisors") of the City and County of San Francisco (the "City") on February 9, 2010, and
21 signed by the Mayor of the City (the "Mayor") on February 26, 2010, it was determined that
22 public interest and necessity demands the construction, acquisition, improvement, and
23 retrofitting of earthquake safety and emergency responsiveness facilities and infrastructure
24 therein described (the "Project"); and

1 WHEREAS, By Ordinance No. 40-10, finally passed by the Board of Supervisors on
2 February 23, 2010, and signed by the Mayor on February 26, 2010 (the “Bond Ordinance”),
3 the Board of Supervisors duly called a special election to be held on June 8, 2010 (the “Bond
4 Election”), for the purpose of submitting to the electors of the City a proposition to incur
5 bonded indebtedness in the amount of \$412,300,000 to finance the Project, and such
6 proposition was approved by not less than a two-thirds vote of the qualified electors of the
7 City voting on such proposition; and

8 WHEREAS, By Resolution No 516-10 (the “Authorizing Resolution”), adopted by the
9 Board of Supervisors on November 2, 2010, and signed by the Mayor on November 5, 2010,
10 the City authorized the issuance of its General Obligation Bonds (Earthquake Safety and
11 Emergency Response Bonds, 2010) (the “Bonds”); and

12 WHEREAS, By Resolution No. 515-10, adopted by the Board of Supervisors on
13 November 2, 2010, and signed by the Mayor on November 5, 2010, the City was authorized
14 to issue two series of Bonds in an aggregate principal amount not to exceed \$85,000,000
15 aggregate principal amount of said General Obligation Bonds (Earthquake Safety and
16 Emergency Response Bonds, 2010) Series 2010E (Tax-Exempt), which Series 2010E Bonds
17 were subsequently issued in the principal amount of \$79,520,000, and said General
18 Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010F
19 (Federally Taxable Build America Bonds), which Series 2010F Bonds were not issued; and

20 WHEREAS, By Resolution No. 17-12, adopted by the Board of Supervisors on January
21 24, 2012, and signed by the Mayor on February 2, 2012, the City was authorized to issue
22 said General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010),
23 Series 2012A in an aggregate principal amount not to exceed \$192,000,000, which Series
24 2012A Bonds were subsequently issued in the aggregate principal amount of \$183,330,000;
25 and

1 WHEREAS, By Resolution No. 231-12, adopted by the Board of Supervisors on June
2 12, 2012, and signed by the Mayor on June 18, 2012, the City was authorized to issue said
3 General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010),
4 Series 2012E in an aggregate principal amount not to exceed \$40,410,000, which Series
5 2012E Bonds were subsequently issued in the aggregate principal amount of \$38,265,000;
6 and

7 WHEREAS, By Resolution No. 155-13, adopted by the Board of Supervisors on
8 May 21, 2013, and signed by the Mayor on May 28, 2013, the City was authorized to issue
9 said General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010),
10 Series 2013B in an aggregate principal amount not to exceed \$31,905,000, which Series
11 2013B Bonds were subsequently issued in the aggregate principal amount of \$31,020,000;
12 and

13 WHEREAS, The City has issued and sold, to date, a total of \$332,135,000 of the
14 Bonds; and there remains \$80,165,000 of authorized and unissued Bonds; and

15 WHEREAS, It is necessary and desirable to issue an additional aggregate principal
16 amount of the Bonds not to exceed \$57,840,000 (the “Series 2014C Bonds”), to finance a
17 portion of the costs of the Project (as defined in the Authorizing Resolution); and

18 WHEREAS, The Series 2014C Bonds are being issued pursuant to the Authorizing
19 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government
20 Code, the Charter of the City (the “Charter”), the Bond Ordinance and the Bond Election; and

21 WHEREAS, The City has paid and expects to pay certain expenditures in connection
22 with the Project to be financed by the Series 2014C Bonds prior to the issuance and sale of
23 the Series 2014C Bonds, and the City intends to reimburse itself and to pay third parties for
24 such prior expenditures from the proceeds of the Series 2014C Bonds; and

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1 WHEREAS, Section 1.150-2 of the Treasury Regulations promulgated under the
2 Internal Revenue Code of 1986 (the “Reimbursement Regulations”) requires the City to
3 declare its reasonable official intent to reimburse prior expenditures with the proceeds of a
4 subsequent borrowing; and

5 WHEREAS, The Reimbursement Regulations require that any reimbursement
6 allocation of proceeds of the Series 2014C Bonds to be made with respect to expenditures
7 incurred prior to the issuance of the Series 2014C Bonds will occur not later than eighteen
8 (18) months after the later of (i) the date on which the expenditure is paid or (ii) the date on
9 which the facilities are placed in service, but in no event later than three (3) years after the
10 expenditure is paid; and

11 WHEREAS, The Citizens' General Obligation Bond Oversight Committee shall conduct
12 an annual review of bond spending and shall provide an annual report on the management of
13 the program to the Mayor and the Board, and, to the extent permitted by law, one-tenth of one
14 percent (0.1%) of the gross proceeds of the Series 2014C Bonds shall be deposited in a fund
15 established by the Controller's Office and appropriated by the Board at the direction of the
16 Citizens' General Obligation Bond Oversight Committee to cover the costs of such Committee
17 and its review process; now, therefore, be it

18 RESOLVED by the Board of Supervisors of the City and County of San Francisco, as
19 follows:

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

21 Section 2. Conditions Precedent. All conditions, things and acts required by law to
22 exist, to happen and to be performed precedent to and in connection with the issuance of the
23 Series 2014C Bonds exist, have happened and have been performed in due time, form and
24 manner in accordance with applicable law, and the City is now authorized pursuant to the
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1 Bond Election, the Charter and applicable law to incur indebtedness in the manner and form
2 provided in this Resolution.

3 Section 3. Documents. The documents presented to the Board and on file with the
4 Clerk of the Board of Supervisors or his or her designee (the “Clerk of the Board of
5 Supervisors”) are contained in File No. _____.

6 Section 4. Issuance and Sale of Series 2014C Bonds; Determination of Certain Terms;
7 Designation. The Board authorizes the issuance and sale of not to exceed \$57,840,000 in
8 aggregate principal amount of Bonds to be designated as “City and County of San Francisco
9 General Obligation Bonds, Series 2014C,” for the purposes set forth in the Bond Election
10 Ordinance and Proposition A approved by the voters at the Bond Election.

11 The Director of Public Finance of the City or designee thereof (the “Director of Public
12 Finance”) is authorized to determine, for the Series 2014C Bonds, the sale date, the interest
13 rates, the definitive principal amount, the maturity dates and the redemption dates, if any, and
14 the terms of any optional or mandatory redemption, subject to the other specific provisions of
15 this Resolution, including the following terms and conditions: (i) the Series 2014C Bonds shall
16 not have a true interest cost in excess of 12% (as such term is defined in the Official Notice of
17 Sale (as defined in Section 17)); and (ii) the Series 2014C Bonds shall not have a final
18 maturity date after June 15, 2035. The Director of Public Finance is further authorized to give
19 the Series 2014C Bonds such additional or other series designation, or to modify such series
20 designation, as may be necessary or appropriate to distinguish the Series 2014C Bonds from
21 every other series of Bonds and from other bonds issued by the City.

22 Section 5. Execution, Authentication and Registration of the Series 2014C Bonds.
23 Each of the Series 2014C Bonds shall be in fully registered form without coupons in
24 denominations of \$5,000 or any integral multiple of that amount. The officers of the City are
25 directed to cause the Series 2014C Bonds to be prepared in sufficient quantity for delivery to

1 or for the account of their purchaser and the Controller is directed to cause the blanks in the
2 Series 2014C Bonds to be completed in accordance with the Authorizing Resolution and the
3 Bond Award (as defined in Section 13), to procure their execution by the proper officers of the
4 City (including by facsimile signature if necessary or convenient) and authentication as
5 provided in this Section, and to deliver the Series 2014C Bonds when so executed and
6 authenticated to said purchaser in exchange for their purchase price, all in accordance with
7 the Authorizing Resolution.

8 The Series 2014C Bonds and the certificate of authentication and registration, to be
9 manually executed by the Treasurer of the City or designee thereof (the "City Treasurer"), and
10 the form of assignment to appear on the Series 2014C Bonds shall be substantially in the
11 form attached as Exhibit A (a copy of which is on file with the Clerk of the Board of
12 Supervisors and which is declared to be a part of this Resolution as if fully set forth in this
13 Resolution), with necessary or appropriate variations, omissions and insertions as permitted
14 or required by this Resolution.

15 Only Series 2014C Bonds bearing a certificate of authentication and registration
16 executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the
17 benefits of the Authorizing Resolution and this Resolution, and such certificate of the City
18 Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the
19 Series 2014C Bonds so authenticated have been duly authenticated and delivered under, and
20 are entitled to the benefits of, the Authorizing Resolution and this Resolution.

21 The Controller shall assign a distinctive letter, or number, or letter and number to each
22 Series 2014C Bond authenticated and registered by the City Treasurer and shall maintain a
23 record thereof which shall be available for inspection.

24 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at
25 the office of the City Treasurer or at the designated office of any registrar appointed by the

1 City Treasurer, separate and sufficient books for the registration and transfer of Series 2014C
2 Bonds, which books shall at all times be open to inspection, and upon presentation for such
3 purpose, the City Treasurer shall, under such reasonable regulations as he or she may
4 prescribe, register or transfer or cause to be registered or transferred, on said books, Series
5 2014C Bonds as provided in this Resolution. The City and the City Treasurer may treat the
6 registered owner of each Series 2014C Bond as its absolute owner for all purposes, and the
7 City and the City Treasurer shall not be affected by any notice to the contrary.

8 Section 7. Transfer or Exchange of Series 2014C Bonds. Any Series 2014C Bond
9 may, in accordance with its terms, be transferred upon the books required to be kept pursuant
10 to the provisions of Section 6, by the person in whose name it is registered, in person or by
11 the duly authorized attorney of such person in writing, upon surrender of such Series 2014C
12 Bond for cancellation, accompanied by delivery of a duly executed written instrument of
13 transfer in a form approved by the City Treasurer.

14 Any Series 2014C Bond may be exchanged at the office of the City Treasurer for a like
15 aggregate principal amount of other authorized denominations of the same interest rate and
16 maturity.

17 Whenever any Series 2014C Bond shall be surrendered for transfer or exchange, the
18 designated City officials shall execute (as provided in Section 5) and the City Treasurer shall
19 authenticate and deliver a new Series 2014C Bond of the same interest rate and maturity in a
20 like aggregate principal amount. The City Treasurer shall require the payment by any bond
21 owner requesting any such transfer of any tax or other governmental charge required to be
22 paid with respect to such transfer or exchange.

23 No transfer or exchange of Series of 2014C Bonds shall be required to be made by the
24 City Treasurer during the period from the Record Date (as defined in Section 8(b)) next
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1 preceding each interest payment date to such interest payment date or after a notice of
2 redemption shall have been mailed with respect to such Series 2014C Bonds.

3 Section 8. Terms of the Series 2014C Bonds; General Redemption Provisions.

4 (a) Date of the Series 2014C Bonds. The Series 2014C Bonds shall be dated the
5 date of their delivery or such other date (the "Dated Date") as is specified in the Bond Award.

6 (b) Payment of the Series 2014C Bonds. The principal of the Series 2014C Bonds
7 shall be payable in lawful money of the United States of America to their owners, upon
8 surrender at maturity or earlier redemption at the office of the City Treasurer. The interest on
9 the Series 2014C Bonds shall be payable in like lawful money to the person whose name
10 appears on the bond registration books of the City Treasurer as the owner as of the close of
11 business on the last day of the month immediately preceding an interest payment date (the
12 "Record Date"), whether or not such day is a Business Day (as defined below).

13 Except as may be otherwise provided in connection with any book-entry only system
14 applicable to the Series 2014C Bonds, payment of the interest on any Series 2014C Bond
15 shall be made by check mailed on the interest payment date to such owner at such owner's
16 address as it appears on the registration books as of the Record Date; provided, that if any
17 interest payment date occurs on a day that banks in California or New York are closed for
18 business or the New York Stock Exchange is closed for business, then such payment shall be
19 made on the next succeeding day that banks in both California and New York are open for
20 business and the New York Stock Exchange is open for business (each, a "Business Day");
21 and provided, further, that the registered owner of an aggregate principal amount of at least
22 \$1,000,000 of Series 2014C Bonds may submit a written request to the City Treasurer on or
23 before a Record Date preceding an interest payment date for payment of interest on the next
24 succeeding interest payment date and thereafter by wire transfer to a commercial bank
25 located within the United States of America.

1 For so long as any Series 2014C Bonds are held in book-entry form by a securities
2 depository selected by the City pursuant to Section 11, payment shall be made to the
3 registered owner of the Series 2014C Bonds designated by such securities depository by wire
4 transfer of immediately available funds.

5 (c) Interest on the Series 2014C Bonds. The Series 2014C Bonds shall bear
6 interest at rates to be determined upon the sale of the Series 2014C Bonds, calculated on the
7 basis of a 360-day year comprised of twelve 30-day months, payable on June 15, 2015 (or
8 such other date as may be designated in the Bond Award), and semiannually thereafter on
9 June 15 and December 15 of each year. Each Series 2014C Bond shall bear interest from the
10 interest payment date next preceding the date of its authentication unless it is authenticated
11 as of a day during the period from the Record Date next preceding any interest payment date
12 to the interest payment date, inclusive, in which event it shall bear interest from such interest
13 payment date, or unless it is authenticated on or before the first Record Date, in which event it
14 shall bear interest from the Dated Date; provided, that if, at the time of authentication of any
15 Series 2014C Bond, interest is in default on the Series 2014C Bonds, such Series 2014C
16 Bond shall bear interest from the interest payment date to which interest has previously been
17 paid or made available for payment on the Series 2014C Bonds or from the Dated Date if the
18 first interest payment is not made.

19 (d) Optional Redemption. The Series 2014C Bonds shall be subject to optional
20 redemption prior to maturity as provided in the Official Notice of Sale or the Bond Award.

21 (e) Mandatory Redemption. The Series 2014C Bonds shall be subject to
22 mandatory redemption at par, by lot, in any year in which the purchaser has designated that
23 the principal amount payable with respect to that year shall constitute a mandatory sinking
24 fund payment as permitted by the Official Notice of Sale. Any Series 2014C Bonds subject to
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1 mandatory redemption shall be designated as such in the Official Notice of Sale or the Bond
2 Award.

3 The principal of and interest on the Series 2014C Bonds subject to mandatory
4 redemption shall be paid from the Series 2014C Bond Account (as defined in Section 9),
5 pursuant to Section 9. In lieu of any such mandatory redemption for Series 2014C Bonds, at
6 any time prior to the selection of Series 2014C Bonds for mandatory redemption, the City may
7 apply amounts on deposit in the Series 2014C Bond Account to make such payment to the
8 purchase, at public or private sale, of Series 2014C Bonds subject to such mandatory
9 redemption, and when and at such prices not in excess of the principal amount thereof
10 (including sales commission and other charges but excluding accrued interest), as the City
11 may determine.

12 (f) Selection of Series 2014C Bonds for Redemption. Whenever less than all of the
13 outstanding Series 2014C Bonds are called for redemption on any date, the City Treasurer
14 will select the maturities of the Series 2014C Bonds to be redeemed in the sole discretion of
15 the City Treasurer. Whenever less than all of the outstanding Series 2014C Bonds maturing
16 on any one date are called for redemption on any one date, the City Treasurer will select the
17 Series 2014C Bonds or portions thereof, in denominations of \$5,000 or any integral multiple
18 thereof, to be redeemed from the outstanding Series 2014C Bonds maturing on such date not
19 previously selected for redemption, by lot, in any manner which the City Treasurer deems fair.

20 (g) Notice of Redemption. The date on which Series 2014C Bonds that are called
21 for redemption are to be presented for redemption is called the "Redemption Date." The City
22 Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2014C Bonds,
23 postage prepaid, to the respective registered owners at the addresses appearing on the bond
24 registration books not less than twenty (20) nor more than sixty (60) days prior to the
25 Redemption Date. The notice of redemption shall (a) state the Redemption Date; (b) state the

1 redemption price; (c) state the maturity dates of the Series 2014C Bonds to be redeemed and,
2 if less than all of any such maturity is called for redemption, the distinctive numbers of the
3 Series 2014C Bonds of such maturity to be redeemed, and in the case of any Series 2014C
4 Bonds to be redeemed in part only, the respective portions of the principal amount to be
5 redeemed; (d) state the CUSIP number, if any, of each Series 2014C Bond to be redeemed;
6 (e) require that such Series 2014C Bonds be surrendered by the owners at the office of the
7 City Treasurer or his or her agent; and (f) give notice that interest on such Series 2014C
8 Bonds or portions of Series 2014C Bonds to be redeemed will cease to accrue after the
9 Redemption Date. Notice of optional redemption may be conditional upon receipt of funds or
10 other event specified in the notice of redemption as provided in subsection (j) of this
11 Section 8.

12 The actual receipt by the owner of any Series 2014C Bond of notice of such
13 redemption shall not be a condition precedent to redemption, and failure to receive such
14 notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings
15 for the redemption of such Series 2014C Bonds or the cessation of accrual of interest on such
16 Series 2014C Bonds on the Redemption Date.

17 Notice of redemption also shall be given, or caused to be given by the City Treasurer,
18 by (i) registered or certified mail, postage prepaid, (ii) confirmed facsimile transmission, (iii)
19 overnight delivery service, or (iv) to the extent acceptable to the intended recipient, email or
20 similar electronic means, to (a) all organizations registered with the Securities and Exchange
21 Commission as securities depositories and (b) such other services or organizations as may
22 be required in accordance with the Continuing Disclosure Certificate described in Section 19.

23 The notice or notices required for redemption shall be given by the City Treasurer or
24 any agent appointed by the City. A certificate of the City Treasurer or such other appointed
25 agent of the City that notice of redemption has been given to the owner of any Series 2014C

1 Bond to be redeemed in accordance with this Resolution shall be conclusive against all
2 parties.

3 (h) Series 2014C Redemption Account. At the time the City Treasurer or the
4 Controller of the City or his or her designee (the "Controller") determines to optionally call and
5 redeem any of the Series 2014C Bonds, the City Treasurer or his or her agent shall establish
6 a redemption account to be described or known as the "General Obligation Bonds, Series
7 2014C Redemption Account" (the "Series 2014C Redemption Account"), and prior to or on the
8 Redemption Date there must be set aside in the Series 2014C Redemption Account moneys
9 available for the purpose and sufficient to redeem, as provided in this Resolution, the Series
10 2014C Bonds designated in said notice of redemption, subject to the provisions of subsection
11 (j) of this Section. Said moneys must be set aside in the Series 2014C Redemption Account
12 solely for the purpose of, and shall be applied on or after the Redemption Date to, payment of
13 the redemption price of the Series 2014C Bonds to be redeemed upon presentation and
14 surrender of such Series 2014C Bonds. Any interest due on or prior to the Redemption Date
15 may be paid from the Series 2014C Bond Account as provided in Section 9 or from the Series
16 2014C Redemption Account. Moneys held from time to time in the Series 2014C Redemption
17 Account shall be invested by the City Treasurer pursuant to the City's policies and guidelines
18 for investment of moneys in the General Fund of the City. If, after all of the Series 2014C
19 Bonds have been redeemed and canceled or paid and canceled, there are moneys remaining
20 in the Series 2014C Redemption Account, said moneys shall be transferred to the General
21 Fund of the City or to such other fund or account as required by applicable law; provided, that
22 if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred
23 pursuant to the resolution authorizing such refunding bonds.

24 (i) Effect of Redemption. When notice of optional redemption has been given
25 substantially as provided in this Resolution, and when the amount necessary for the

1 redemption of the Series 2014C Bonds called for redemption (principal, premium, if any, and
2 accrued interest to such Redemption Date) is set aside for that purpose in the Series 2014C
3 Redemption Account, the Series 2014C Bonds designated for redemption shall become due
4 and payable on the Redemption Date, and upon presentation and surrender of said Series
5 2014C Bonds at the place specified in the notice of redemption, such Series 2014C Bonds
6 shall be redeemed and paid at said redemption price out of said Series 2014C Redemption
7 Account. No interest will accrue on such Series 2014C Bonds called for redemption after the
8 Redemption Date and the registered owners of such Series 2014C Bonds shall look for
9 payment of such Series 2014C Bonds only to the Series 2014C Redemption Account. All
10 Series 2014C Bonds redeemed shall be canceled immediately by the City Treasurer and shall
11 not be reissued.

12 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice of
13 optional redemption given as provided in Section 8(g) may provide that such redemption is
14 conditioned upon: (i) deposit in the Series 2014C Redemption Account of sufficient moneys to
15 redeem the Series 2014C Bonds called for optional redemption on the anticipated
16 Redemption Date, or (ii) the occurrence of any other event specified in the notice of
17 redemption. If conditional notice of redemption has been given substantially as provided in
18 this subsection (j), and on the scheduled Redemption Date (i) sufficient moneys to redeem the
19 Series 2014C Bonds called for optional redemption on the Redemption Date have not been
20 deposited in the Series 2014C Redemption Account, or (ii) any other event specified in the
21 notice of redemption as a condition to the redemption has not occurred, then (y) the Series
22 2014C Bonds for which conditional notice of redemption was given shall not be redeemed on
23 the anticipated Redemption Date and shall remain Outstanding for all purposes of this
24 Resolution, and (z) the redemption not occurring shall not constitute a default under this
25 Resolution or the Authorizing Resolution.

1 The City may rescind any optional redemption and notice of it for any reason on any
2 date prior to any Redemption Date by causing written notice of the rescission to be given to
3 the owners of all Series 2014C Bonds so called for redemption. Notice of any such rescission
4 of redemption shall be given in the same manner notice of redemption was originally given.
5 The actual receipt by the owner of any Series 2014C Bond of notice of such rescission shall
6 not be a condition precedent to rescission, and failure to receive such notice or any defect in
7 such notice so mailed shall not affect the validity of the rescission.

8 Section 9. Series 2014C Bond Account. There is established with the City Treasurer a
9 special subaccount in the General Obligation Bonds (Earthquake Safety and Emergency
10 Response General Obligation Bonds, 2010) Bond Account (the "Bond Account") created
11 pursuant to the Authorizing Resolution to be designated the "General Obligation Bonds,
12 Series 2014C Bond Subaccount" (the "Series 2014C Bond Account"), to be held separate and
13 apart from all other accounts of the City. All interest earned on amounts on deposit in the
14 Series 2014C Bond Account shall be retained in the Series 2014C Bond Account.

15 On or prior to the date on which any payment of principal of or interest on the Series
16 2014C Bonds is due, including any Series 2014C Bonds subject to mandatory redemption on
17 said date, the City Treasurer shall allocate to and deposit in the Series 2014C Bond Account,
18 from amounts held in the Bond Account, an amount which, when added to any available
19 moneys contained in the Series 2014C Bond Account, is sufficient to pay principal of and
20 interest on the Series 2014C Bonds on such date

21 On or prior to the date on which any Series 2014C Bonds are to be redeemed at the
22 option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit
23 in the Series 2014C Redemption Account, from amounts held in the Bond Account pursuant
24 to Section 8 of the Authorizing Resolution, an amount which, when added to any available
25 moneys contained in the Series 2014C Redemption Account, is sufficient to pay principal,

1 interest and premium, if any, with respect to such Series 2014C Bonds on such date. The
2 City Treasurer may make such other provision for the payment of principal of and interest and
3 any redemption premium on the Series 2014C Bonds as is necessary or convenient to permit
4 the optional redemption of the Series 2014C Bonds.

5 Amounts in the Series 2014C Bond Account may be invested in any investment of the
6 City in which moneys in the General Fund of the City are invested. The City Treasurer may (i)
7 commingle any of the moneys held in the Series 2014C Bond Account with other City moneys
8 or (ii) deposit amounts credited to the Series 2014C Bond Account into a separate fund or
9 funds for investment purposes only; provided, that all of the moneys held in the Series 2014C
10 Bond Account shall be accounted for separately notwithstanding any such commingling or
11 separate deposit by the City Treasurer.

12 Section 10. Series 2014C Project Account. There is established with the City
13 Treasurer a special subaccount in the General Obligation Bonds (Earthquake Safety and
14 Emergency Response General Obligation Bonds, 2010) Project Account (the "Project
15 Account") created pursuant to the Authorizing Resolution to be designated the "General
16 Obligation Bonds, Series 2014C Project Subaccount" (the "Series 2014C Project Account"), to
17 be held separate and apart from all other accounts of the City. All interest earned on amounts
18 on deposit in the Series 2014C Project Account shall be retained in the Series 2014C Project
19 Account. Amounts in the Series 2014C Project Account shall be expended in accordance
20 with the provisions of the Authorizing Resolution for the acquisition, construction or
21 reconstruction of the Project (as defined in the Authorizing Resolution).

22 Amounts in the Series 2014C Project Account may be invested in any investment of
23 the City in which moneys in the General Fund of the City are invested. The City Treasurer
24 may (i) commingle any of the moneys held in the Series 2014C Project Account with other
25 City moneys or (ii) deposit amounts credited to the Series 2014C Project Account into a

1 separate fund or funds for investment purposes only; provided, that all of the moneys held in
2 the Series 2014C Project Account (including interest earnings) shall be accounted for
3 separately notwithstanding any such comingling or separate deposit by the City Treasurer.

4 The City Treasurer is authorized to pay or cause to be paid from the proceeds of the
5 Series 2014C Bonds, on behalf of the City, the costs of issuance associated with the Series
6 2014C Bonds. Costs of issuance of the Series 2014C Bonds shall include, without limitation,
7 bond and financial printing expenses, mailing and publication expenses, rating agency fees,
8 the fees and expenses of paying agents, registrars, financial consultants, disclosure counsel
9 and co-bond counsel, and the reimbursement of departmental expenses in connection with
10 the issuance of the Series 2014C Bonds.

11 Section 11. Appointment of Depositories and Other Agents. The City Treasurer is
12 authorized and directed to appoint one or more depositories as he or she may deem desirable
13 and the procedures set forth in Section 6, Section 7 and Section 8 relating to registration of
14 ownership of the Series 2014C Bonds and payments and redemption notices to owners of the
15 Series 2014C Bonds may be modified to comply with the policies and procedures of such
16 depository. The City will not have any responsibility or obligation to any purchaser of a
17 beneficial ownership interest in any Series 2014C Bonds or to any participants in such a
18 depository with respect to (i) the accuracy of any records maintained by such securities
19 depository or any participant therein; (ii) any notice that is permitted or required to be given to
20 the owners of Series 2014C Bonds under this Resolution; (iii) the selection by such securities
21 depository or any participant therein of any person to receive payment in the event of a partial
22 redemption of Series 2014C Bonds; (iv) the payment by such securities depository or any
23 participant therein of any amount with respect to the principal or redemption premium, if any,
24 or interest due with respect to Series 2014C Bonds; (v) any consent given or other action

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1 taken by such securities depository as the owner of Series 2014C Bonds; or (vi) any other
2 matter.

3 The Depository Trust Company (“DTC”) is appointed as depository for the Series
4 2014C Bonds. The Series 2014C Bonds shall be initially issued in book-entry form. Upon
5 initial issuance, the ownership of each Series 2014C Bond shall be registered in the bond
6 register in the name of Cede & Co., as nominee of DTC. So long as each Series 2014C Bond
7 is registered in book-entry form, each Series 2014C Bond shall be registered in the name of
8 Cede & Co. or in the name of such successor nominee as may be designated from time to
9 time by DTC or any successor as depository.

10 The City Treasurer is also authorized and directed to appoint one or more agents as he
11 or she may deem necessary or desirable. To the extent permitted by applicable law and
12 under the supervision of the City Treasurer, such agents may serve as paying agent, fiscal
13 agent, rebate calculation agent, escrow agent or registrar for the Series 2014C Bonds or may
14 assist the City Treasurer in performing any or all of such functions and such other duties as
15 the City Treasurer shall determine. Such agents shall serve under such terms and conditions
16 as the City Treasurer shall determine. The City Treasurer may remove or replace agents
17 appointed pursuant to this paragraph at any time.

18 Section 12. Defeasance Provisions. Payment of all or any portion of the Series 2014C
19 Bonds may be provided for prior to such Series 2014C Bonds’ respective stated maturities by
20 irrevocably depositing with the Treasurer (or any commercial bank or trust company
21 designated by the Treasurer to act as escrow agent with respect thereto):

22 (a) An amount of cash equal to the principal amount of all of such Series 2014C
23 Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the case
24 of Series 2014C Bonds which are to be redeemed prior to such Series 2014C Bonds’
25 respective stated maturities and in respect of which notice of such redemption shall have

1 been given as provided in Section 8 hereof or an irrevocable election to give such notice shall
2 have been made by the City, the amount to be deposited shall be the principal amount
3 thereof, all unpaid interest thereon to the redemption date, and any premium due on such
4 redemption date; or

5 (b) Defeasance Securities (as herein defined) not subject to call, except as provided
6 below in the definition thereof, maturing and paying interest at such times and in such
7 amounts; together with interest earnings and cash, if required, as will, without reinvestment,
8 as certified by an independent certified public accountant, be fully sufficient to pay the
9 principal and all unpaid interest to maturity, or to the redemption date, as the case may be,
10 and any premium due on the Series 2014C Bonds to be paid or redeemed, as such principal
11 and interest come due; provided, that, in the case of the Series 2014C Bonds which are to be
12 redeemed prior to maturity, notice of such redemption shall be given as provided in Section 8
13 hereof or an irrevocable election to give such notice shall have been made by the City; then,
14 all obligations of the City with respect to said outstanding Series 2014C Bonds shall cease
15 and terminate, except only the obligation of the City to pay or cause to be paid from the funds
16 deposited pursuant to paragraphs (a) or (b) of this Section 12, to the owners of said Series
17 2014C Bonds all sums due with respect thereto; provided, that the City shall have received an
18 opinion of nationally recognized bond counsel, that provision for the payment of said Series
19 2014C Bonds has been made in accordance with this Section 12.

20 For purpose of this Section 12, "Defeasance Securities" shall mean any of the following
21 which at the time are legal investments under the laws of the State of California for the
22 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 the

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

13 For purposes of this Section 12, "United States Obligations" shall mean (i) direct and
14 general obligations of the United States of America, or obligations that are unconditionally
15 guaranteed as to principal and interest by the United States of America, including without
16 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds
17 which have been stripped by request to the Federal Reserve Bank of New York in book-entry
18 form or (ii) any security issued by an agency or instrumentality of the United States of America
19 which is selected by the Director of Public Finance that results in the escrow fund being rated
20 by any two of the three Rating Agencies (as defined herein), at the time of the initial deposit to
21 the escrow fund and upon any substitution or subsequent deposit to the escrow fund, no
22 lower than the rating then maintained by the respective Rating Agency on United States
23 Obligations described in (i) herein.

24 For purposes of this Section 12, "Rating Agencies" shall mean Moody's Investors
25 Service Inc. ("Moody's"), Fitch Ratings ("Fitch"), and Standard and Poor's Rating Services, a

1 division of The McGraw-Hill Companies, Inc. (“S&P”), or any other nationally-recognized bond
2 rating agency which is the successor to any of the foregoing rating agencies.

3 For purposes of this Section 12, “Rating Agencies” means Moody’s Investors Service,
4 Inc., Fitch Ratings, and Standard and Poor’s Rating Services, a division of The McGraw-Hill
5 Companies, Inc., or any other nationally recognized bond rating agency that is the successor
6 to any of the foregoing rating agencies or that is otherwise established after the date hereof.

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

8 (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids
9 for the Series 2014C Bonds (the “Official Notice of Sale”) submitted to the Board is approved
10 and adopted as the Official Notice of Sale inviting bids for the Series 2014C Bonds, with such
11 changes, additions and modifications as may be made in accordance with Section 20. The
12 Director of Public Finance is authorized and directed to cause to be mailed or otherwise
13 circulated to prospective bidders for the Series 2014C Bonds copies of the Official Notice of
14 Sale, subject to such corrections, revisions or additions as may be acceptable to the Director
15 of Public Finance.

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

18 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any
19 and all bids received for any reason. The Controller is authorized to award the Series 2014C
20 Bonds to the responsible bidder whose bid (a) is timely received and conforms to the Official
21 Notice of Sale, except to the extent informalities and irregularities are waived by the City as
22 permitted by the Official Notice of Sale, and (b) represents the lowest true interest cost to the
23 City in 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 setting forth the terms of the
25 Series 2014C Bonds and the original purchasers (the “Bond Award”). The Controller shall

1 provide a copy of the Bond Award as soon as practicable to the Clerk of the Board of
2 Supervisors and the Director of Public Finance; provided, that failure to provide such copy
3 shall not affect the validity of the Bond Award.

4 Section 14. Publication of Notice of Intention to Sell Bonds. The form of proposed
5 Notice of Intention to Sell the Series 2014C Bonds (the “Notice of Intention to Sell Bonds”)
6 submitted to the Board is approved and adopted as the Notice of Intention to Sell the Series
7 2014C Bonds, and the Director of Public Finance is authorized and directed to cause the
8 Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions as may be
9 made in accordance with Section 20, to be published once in *The Bond Buyer* or another
10 financial publication generally circulated throughout the State of California.

11 Section 15. Sale of Series 2014C Bonds; Solicitation of Competitive Bids. The Board
12 authorizes the sale of the Series 2014C Bonds by solicitation of competitive bids for the
13 purchase of the Series 2014C Bonds on the date and at the place determined in accordance
14 with the Official Notice of Sale and Section 4.

15 Section 16. Disposition of Proceeds of Sale. The proceeds of sale of the Series
16 2014C Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,
17 shall be deposited into the Series 2014C Bond Account; (b) premium, if any, shall be
18 deposited into the Series 2014C Bond Account; and (iii) remaining proceeds of sale shall be
19 deposited into the Series 2014C Project Account.

20 Section 17. Official Statement. The form of proposed Preliminary Official Statement
21 describing the Series 2014C Bonds (the “Preliminary Official Statement”) submitted to the
22 Board is approved and adopted as the Preliminary Official Statement describing the Series
23 2014C Bonds, with such additions, corrections and revisions as may be determined to be
24 necessary or desirable made in accordance with Section 20. The Controller is authorized to
25 cause the distribution of a Preliminary Official Statement deemed final for purposes of

1 Securities and Exchange Commission Rule 15c2-12 promulgated under the Securities
2 Exchange Act of 1934, as amended (the “Rule”), and to sign a certificate to that effect. The
3 Director of Public Finance is authorized and directed to cause to be printed and mailed or
4 electronically distributed to prospective bidders for the Series 2014C Bonds the Preliminary
5 Official Statement in substantially the form of the Preliminary Official Statement approved and
6 adopted by this Resolution, as completed, supplemented, corrected or revised. The
7 Controller is authorized and directed to approve, execute, and deliver the final Official
8 Statement with respect to the Series 2014C Bonds, which final Official Statement shall be in
9 the form of the Preliminary Official Statement, with such additions, corrections and revisions
10 as may be determined to be necessary or desirable made in accordance with Section 20 and
11 as are permitted under the Rule. The Director of Public Finance is authorized and directed to
12 cause to be printed and mailed or electronically distributed the final Official Statement to all
13 actual initial purchasers of the Series 2014C Bonds.

14 **Section 18. Tax Covenants.**

15 (a) General. The City covenants with the holders of the Series 2014C Bonds that,
16 notwithstanding any other provisions of this Resolution, it shall not take any action, or fail to
17 take any action, if any such action or failure to take action would adversely affect the
18 exclusion from gross income of interest on the Series 2014C Bonds under Section 103 of the
19 Code, and the regulations issued thereunder, as the same may be amended from time to
20 time, and any successor provisions of law. Reference to a particular section of the Code shall
21 be deemed to be a reference to any successor to any such section. The City shall not,
22 directly or indirectly, use or permit the use of proceeds of the Series 2014C Bonds or any of
23 the property financed or refinanced with proceeds of the Series 2014C Bonds, or any portion
24 thereof, by any person other than a governmental unit (as such term is used in Section 141 of
25

1 the Code), in such manner or to such extent as would result in the loss of exclusion of interest
2 on the Series 2014C Bonds from gross income for federal income tax purposes.

3 (b) Use of Proceeds. The City shall not take any action, or fail to take any action, if
4 any such action or failure to take action would cause the Series 2014C Bonds to be "private
5 activity bonds" within the meaning of Section 141 of the Code, and in furtherance thereof,
6 shall not make any use of the proceeds of the Series 2014C Bonds or any of the property
7 financed or refinanced with proceeds of the Series 2014C Bonds, or any portion thereof, or
8 any other funds of the City, that would cause the Series 2014C Bonds to be "private activity
9 bonds" within the meaning of Section 141 of the Code. To that end, so long as any Series
10 2014C Bonds are outstanding, the City, with respect to such proceeds and property and such
11 other funds, will comply with applicable requirements of the Code and all regulations of the
12 United States Department of the Treasury issued thereunder, to the extent such requirements
13 are, at the time, applicable and in effect. The City shall establish reasonable procedures
14 necessary to ensure continued compliance with Section 141 of the Code and the continued
15 qualification of the Series 2014C Bonds as "governmental bonds."

16 (c) Arbitrage. The City shall not, directly or indirectly, use or permit the use of any
17 proceeds of the Series 2014C Bonds, or of any property financed or refinanced by the Series
18 2014C Bonds, or other funds of the City, or take or omit to take any action, that would cause
19 the Series 2014C Bonds to be "arbitrage bonds" within the meaning of Section 148 of the
20 Code. To that end, the City shall comply with all requirements of Section 148 of the Code and
21 all regulations of the United States Department of the Treasury issued thereunder to the
22 extent such requirements are, at the time, in effect and applicable to the Series 2014C Bonds.

23 (d) Federal Guarantee. The City shall not make any use of the proceeds of the
24 Series 2014C Bonds or any other funds of the City, or take or omit to take any other action,
25

1 that would cause the Series 2014C Bonds to be “federally guaranteed” within the meaning of
2 Section 149(b) of the Code.

3 (e) Information Reporting. The City shall take or cause to be taken all necessary
4 action to comply with the information reporting requirement of Section 149(e) of the Code with
5 respect to the Series 2014C Bonds.

6 (f) Hedge Bonds. The City shall not make any use of the proceeds of the Series
7 2014C Bonds or any other amounts or property, regardless of the source, or take any action
8 or refrain from taking any action that would cause the Series 2014C Bonds to be considered
9 “hedge bonds” within the meaning of Section 149(g) of the Code unless the City takes all
10 necessary action to assure compliance with the requirements of Section 149(g) of the Code.

11 (g) Compliance with Tax Certificate. In furtherance of the foregoing tax covenants
12 of this Section 18, the City covenants that it will comply with the provisions of the Tax
13 Certificate to be executed by the City with respect to the Series 2014C Bonds, dated the date
14 of issuance of the Series 2014C Bonds, as such Tax Certificate may be amended from time to
15 time. This covenant shall survive payment in full or defeasance of the Series 2014C Bonds.

16 Section 19. Continuing Disclosure Certificate. The form of Continuing Disclosure
17 Certificate (the “Continuing Disclosure Certificate”), to be signed by the City to permit the
18 original purchasers of the Series 2014C Bonds to comply with the Rule, submitted to the
19 Board is approved and adopted as the Continuing Disclosure Certificate, with such additions,
20 corrections and revisions as may be determined to be necessary or desirable made in
21 accordance with Section 20. The Controller is authorized and directed to execute the
22 Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure
23 Certificate to the original purchasers of the Series 2014C Bonds.

24 Section 20. Modification to Documents. Any City official authorized by this Resolution
25 to execute any document is further authorized, in consultation with the City Attorney and co-

1 bond counsel, to approve and make such changes, additions, amendments or modifications
2 to the document or documents such official is authorized to execute as may be necessary or
3 advisable (provided, that such changes, additions, amendments or modifications shall not
4 authorize an aggregate principal amount of Series 2014C Bonds in excess of \$57,840,000 or
5 conflict with the provisions of Section 4). The approval of any change, addition, amendment
6 or modification to any of the aforementioned documents shall be evidenced conclusively by
7 the execution and delivery of the document in question.

8 Section 21. Ratification. All actions previously taken by officials, employees and
9 agents of the City with respect to the sale and issuance of the Series 2014C Bonds are
10 approved, confirmed and ratified.

11 Section 22. Relationship to Authorizing Resolution. In the event of any conflict
12 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall
13 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing
14 Resolution, the City is not obligated to transfer money from the General Fund of the City to
15 the Bond Account to pay the principal of or interest on the Series 2014C Bonds.

16 Section 23. Reimbursement. The City declares its official intent to reimburse prior
17 expenditures of the City incurred prior to the issuance and sale of the Series 2014C Bonds in
18 connection with the Project or portions thereof to be financed by the Series 2014C Bonds.
19 The Board declares the City's intent to reimburse the City with the proceeds of the Series
20 2014C Bonds for the expenditures with respect to the Project (the "Expenditures" and each an
21 "Expenditure") made on and after that date that is no more than 60 days prior to adoption of
22 this Resolution. The City reasonably expects on the date of adoption of this Resolution that it
23 will reimburse the Expenditures with the proceeds of the Series 2014C Bonds.

24 Each Expenditure was and will be either (a) of a type properly chargeable to a capital
25 account under general federal income tax principles (determined in each case as of the date

1 of the Expenditure), (b) a cost of issuance with respect to the Series 2014C Bonds, (c) a
2 nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a
3 party that is not related to or an agent of the City so long as such grant does not impose any
4 obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the
5 City. The maximum aggregate principal amount of the Series 2014C Bonds expected to be
6 issued for the Project is \$57,840,000. The City shall make a reimbursement allocation, which
7 is a written allocation by the City that evidences the City's use of proceeds of the Series
8 2014C Bonds to reimburse an Expenditure, no later than 18 months after the later of the date
9 on which the Expenditure is paid or the Project is placed in service or abandoned, but in no
10 event more than three years after the date on which the Expenditure is paid. The City
11 recognizes that exceptions are available for certain "preliminary expenditures," costs of
12 issuance, certain de minimis amounts, expenditures by "small issuers" (based on the year of
13 issuance and not the year of expenditure) and expenditures for construction projects of at
14 least 5 years.

15 Section 24. Accountability Reports. The Series 2014C Bonds are subject to
16 accountability requirements under the City's Administrative Code and the Bond Election
17 Ordinance. Accountability report(s) with respect to the Series 2014C Bonds shall be
18 submitted at the time(s) and in the manner required by the Administrative Code and the Bond
19 Election Ordinance.

20 Section 25. Citizens' Oversight Committee. The Series 2014C Bonds are subject to,
21 and incorporate by reference, the applicable provisions of the San Francisco Administrative
22 Code Sections 5.30-5.36 (the "Citizens' General Obligation Bond Oversight Committee"), and,
23 to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of the
24 Series 2014C Bonds shall be deposited into a fund established by the Controller's Office and
25

1 appropriated by the Board at the direction of the Citizens' General Obligation Bond Oversight
2 Committee to cover the costs of such committee.

3 Section 26. CEQA Determination. The Board hereby reaffirms and incorporates by
4 reference the CEQA findings and determinations set forth in Ordinance 40-10 as if set forth in
5 full herein. The use of bond proceeds to finance any identified project or portion of any
6 identified project will be subject, as necessary, to approval of the Board upon completion of
7 planning and any further required environmental review under CEQA for the individual
8 facilities and projects.

9 Section 27. General Authority. The Clerk of the Board of Supervisors, the Mayor, the
10 City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each
11 authorized and directed in the name and on behalf of the City to take any and all steps and to
12 issue, deliver or enter into any and all certificates, requisitions, agreements, notices,
13 consents, and other documents as may be necessary to give effect to the provisions of this
14 Resolution, including but not limited to letters of representations to any depository or
15 depositories, which they or any of them might deem necessary or appropriate in order to
16 consummate the lawful issuance, sale and delivery of the Series 2014C Bonds.

17 APPROVED AS TO FORM:

18 DENNIS J. HERRERA City Attorney

20 By: _____
21 Mark D. Blake
22 Deputy City Attorney

23

24

25

Exhibit A

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 R- UNITED STATES OF AMERICA Amount

STATE OF CALIFORNIA

Amount

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

GENERAL OBLIGATION BONDS

(EARTHQUAKE SAFETY AND EMERGENCY RESPONSE BONDS, 2010),

SFRIFS 2014C

Interest Rate Maturity Date Dated CUSIP Number

% June 15, 2014 . 2014

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT: Dollars

The City and County of San Francisco, State of California (the “**City**”), acknowledges itself indebted to and promises to pay to the Registered Owner specified above or registered

1 assigns, on the Maturity Date specified above, the Principal Amount of this bond specified
2 above in lawful money of the United States of America, and to pay interest on the Principal
3 Amount in like lawful money from the interest payment date next preceding the date of
4 authentication of this bond (unless this bond is authenticated as of the day during the period
5 from the last day of the month next preceding any interest payment date (the “**Record Date**”)
6 to such interest payment date, inclusive, in which event it shall bear from such interest
7 payment date, or unless this bond is authenticated on or before [May 30, 2014], in which
8 event it shall bear interest from its dated date) until payment of such Principal Amount, at the
9 Interest Rate per year specified above calculated on the basis of a 360-day year comprised of
10 twelve 30-day months, payable on [June 15], 2015 and semiannually thereafter on June 15
11 and December 15 in each year; *provided*, that if any interest payment date occurs on a day
12 that banks in California or New York are closed for business or the New York Stock Exchange
13 is closed for business, then such payment shall be made on the next succeeding day that
14 banks in both California and New York are open for business and the New York Stock
15 Exchange is open for business (a “**Business Day**”). The principal of this bond is payable to
16 the Registered Owner of this bond upon the surrender of this bond at the office of the
17 Treasurer of the City (the “**City Treasurer**”). The interest on this bond is payable to the
18 person whose name appears on the bond registration books of the City Treasurer as the
19 Registered Owner of this bond as of the close of business on the Record Date immediately
20 preceding an interest payment date, whether or not such day is a Business Day, such interest
21 to be paid by check mailed on the interest payment date to such Registered Owner at the
22 owner’s address as it appears on such registration books; *provided*, that the Registered
23 Owner of bonds in an aggregate principal amount of at least \$1,000,000 may submit a written
24 request to the City Treasurer on or before the Record Date preceding any interest payment
25 date for payment of interest by wire transfer to a commercial bank located in the United States

1 of America.

2 This bond is one of a duly authorized issue of bonds (the “**Bonds**”) of like tenor (except
3 for such variations, if any, as may be required to designate varying numbers, denominations,
4 interest rates and maturities), in the aggregate principal amount of \$_____, which is
5 part of a bond authorization in the aggregate original principal amount of \$412,300,000
6 authorized by the affirmative votes of more than two-thirds of the voters voting at a special
7 election duly and legally called, held and conducted in the City on June 8, 2010 and is issued
8 and sold by the City pursuant to and in strict conformity with the provisions of the Constitution
9 and laws of the State of California, the Charter of the City and resolutions adopted by the
10 Board of Supervisors of the City (the “**Board of Supervisors**”) on November 2, 2010, and
11 _____, 2014 (collectively, together with the related Certificate of Award, the
12 “**Resolutions**”).

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

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

25 The City Treasurer will not be required to exchange or register the transfer of this bond

1 during the period (a) from the Record Date for an interest payment date to the opening of
2 business on such interest payment date or (b) after notice of redemption of this bond or any
3 portion of this bond has been mailed.

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

6 Bonds maturing on and after June 15, 20__, are subject to optional redemption from
7 any available funds, in whole or in part, on any date on or after June 15, 20__, at a price
8 equal to their principal amount plus in each case accrued interest to the date of redemption,
9 without redemption premium. If less than all of the outstanding Bonds are to be redeemed,
10 they may be redeemed in any order of maturity as determined by the City. If less than all of
11 the outstanding Bonds of a maturity are to be redeemed, the Bonds or portions of Bonds of
12 such maturity to be redeemed shall be selected by the City Treasurer, in authorized
13 denominations of \$5,000 or integral multiples of that amount, from among Bonds of that
14 maturity not previously called for redemption, by lot, in any manner which the City Treasurer
15 deems fair.

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

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

22 Notice of the redemption of Bonds which by their terms shall have become subject to
23 redemption shall be given or caused to be given to the registered owner of each bond or
24 portion of a bond called for redemption not less than 20 or more than 60 days before any date
25 established for redemption of Bonds, by the City Treasurer on behalf of the City, first class

1 mail, postage prepaid, sent to the registered owner's last address, if any, appearing on the
2 registration books kept by the City Treasurer. Official notices of redemption will contain the
3 information specified in the Resolutions.

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

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

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

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

25 The City Treasurer may appoint agents to serve as bond registrar or paying agent, as

provided in the Resolutions.

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

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

IN WITNESS WHEREOF the Board of Supervisors has caused this bond to be executed by the Mayor of the City and to be countersigned by the Clerk of the Board of Supervisors, all as of August __, 2014.

Countersigned:

Mayor of the City and County of San Francisco

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

ASSIGNMENT

The following abbreviations, when used in the inscription on this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

Unif Gift Min Act -

Custodian _____

(Cust)

(Minor)

under Uniform Gifts to Minors Act _____

(State)

TEN COM - as tenants in common

TENENT - as tenants by the entireties

JT TEN - as joint tenants with right of survivorship and not as tenants in common

(Name and Address of Assignee)

the within Bond and does irrevocably constitute and appoint

attorney to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

/s/

Dated:

Signature guaranteed:

Notice: The signature to this assignment must correspond with the name of the registered owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

Notice: The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers, savings and loan associations and credit unions with membership in approved Signature Guarantee Medallion Program).