

PRELIMINARY OFFICIAL STATEMENT DATED [_____] 202[]

NEW ISSUE – BOOK-ENTRY ONLY

RATINGS: **Moody's:** "[____]"
 S&P: "[____]"
 Fitch: "[____]"
(See "RATINGS" herein)

In the opinion of Squire Patton Boggs (US) LLP and Husch Blackwell LLP, as Co-Special Counsel, under existing law, (i) assuming continuing compliance with certain covenants and the accuracy of certain representations, interest on the 202[] [A] Certificates is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; (ii) interest on the 202[] [B] Certificates is not excluded from gross income for federal income tax purposes; and (iii) interest on the Certificates is exempt from State of California personal income taxes. Interest on the Certificates may be subject to certain federal taxes imposed only on certain corporations. For a more complete discussion of the tax aspects, see "TAX MATTERS" herein.



\$[PAR AMOUNT [A]]*
CITY AND COUNTY OF SAN FRANCISCO
CERTIFICATES OF PARTICIPATION
SERIES 202[] [A]
(MULTIPLE CAPITAL
IMPROVEMENT PROJECTS)
(TAX-EXEMPT)

\$[PAR AMOUNT [B]]*
CITY AND COUNTY OF SAN FRANCISCO
CERTIFICATES OF PARTICIPATION
SERIES 202[] [B]
(MULTIPLE CAPITAL
IMPROVEMENT PROJECTS)
(FEDERALLY TAXABLE)

**evidencing proportionate interests of the Owners thereof in a Project Lease,
including the right to receive Base Rental payments to be made by the
CITY AND COUNTY OF SAN FRANCISCO**

Dated: Date of Delivery

Due: [April] 1, as shown on the inside front cover page[s]

This cover page contains certain information for general reference only. It is not intended to be a summary of the security for or the terms of the Certificates. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The City and County of San Francisco Certificates of Participation, Series 202[] [A] (Multiple Capital Improvement Projects) (Tax-Exempt) (the "202[] [A] Certificates") and the City and County of San Francisco Certificates of Participation, Series 202[] [B] (Multiple Capital Improvement Projects) (Federally Taxable) (the "202[] [B] Certificates," and together with the 202[] [A] Certificates, the "Certificates") will be sold to provide funds to: (i) finance and refinance certain capital improvement projects within City and County of San Francisco (the "City"), as further described herein, including through the retirement of certain commercial paper notes of the City issued for such purpose, and (ii) pay costs of execution and delivery of the Certificates. See "PLAN OF FINANCE" and "ESTIMATED SOURCES AND USES OF FUNDS."

The Certificates will be executed and delivered pursuant to a Trust Agreement, dated as of May 1, 2009, as previously supplemented and amended and to be supplemented and amended by that certain [nTH] Supplement to Trust Agreement, to be dated as of [_____] 1, 202[] and relating to the 202[] [A] Certificates and that certain [nTH] Supplement to Trust Agreement, to be dated as of [_____] 1, 202[] and relating to the 202[] [B] Certificates (as supplemented and amended, the "Trust Agreement"), by and between the City and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association (as trustee, the "Trustee"), and in accordance with the Charter of the City (the "Charter"). See "THE CERTIFICATES – Authority for Execution and Delivery." The Certificates evidence the principal and interest components of the Base Rental (as defined herein) payable by the City pursuant to a Project Lease, dated as of May 1, 2009, as previously supplemented and amended and to be supplemented and amended by that certain [nTH] Supplement to Project Lease, to be dated as of [_____] 1, 202[] and relating to the 202[] [A] Certificates and that certain [nTH] Supplement to Project Lease, to be dated as of [_____] 1, 202[] and relating to the 202[] [B] Certificates (as so supplemented and amended, the "Project Lease"), by and between the Trustee, as lessor, and the City, as lessee. The City has covenanted in the Project Lease to take such action as may be necessary to include and maintain all Base Rental and Additional Rental (as defined herein) payments in its annual budget and to make necessary annual appropriations sufficient, in both time and amount, to pay, when due, the scheduled principal and interest represented by the Certificates. See "SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES – Covenant to Budget and Appropriate; Right to Re-Let." The obligation of the City to pay Base Rental is in consideration for its use and occupancy of the site and facilities subject to the Project Lease (as further described herein, the "Leased Property"), and such obligation may be abated in whole or in part if there is substantial interference with the City's use and occupancy of the Leased Property or any portion thereof. See "CERTAIN RISK FACTORS – Abatement." The Leased Property will generally consist of the site and facilities of [(i) certain portions of the City's Laguna Honda Hospital, (ii) the San Bruno Complex and (iii) the One South Van Ness Avenue Property], each as further described herein. See "THE LEASED PROPERTY" herein. **Neither the Certificates nor the Base Rental payments are secured by any mortgage or deed of trust on the Leased Property or any portion thereof.** See "SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES" herein.

The Certificates will be delivered in fully registered form and registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). Individual purchases of the Certificates will be made in book entry form only, in the principal amount of \$5,000 and integral multiples thereof. Principal and interest with respect to the Certificates will be paid by the Trustee to DTC, which will in turn remit such payments to the participants in DTC for subsequent disbursement to the beneficial owners of the Certificates. See "THE CERTIFICATES – Form and Registration." Interest evidenced and represented by the Certificates is payable on [April] 1 and [October] 1 of each year, commencing [_____] 1, 202[]. Principal will be paid as shown on the inside front cover page[s] hereof. See "THE CERTIFICATES – Payment of Principal and Interest."

The Certificates are subject to prepayment prior to maturity as described herein. See "THE CERTIFICATES – Prepayment of the Certificates."

THE OBLIGATION OF THE CITY TO MAKE BASE RENTAL OR ADDITIONAL RENTAL PAYMENTS UNDER THE PROJECT LEASE DOES NOT CONSTITUTE AN OBLIGATION FOR WHICH THE CITY IS OBLIGATED TO LEVY OR PLEDGE ANY FORM OF TAXATION OR FOR WHICH THE CITY HAS LEVIED OR PLEDGED ANY FORM OF TAXATION. NEITHER THE CERTIFICATES NOR THE OBLIGATION OF THE CITY TO MAKE BASE RENTAL OR ADDITIONAL RENTAL PAYMENTS CONSTITUTES AN INDEBTEDNESS OF THE CITY, THE STATE OR ANY OF ITS POLITICAL SUBDIVISIONS WITHIN THE MEANING OF ANY CONSTITUTIONAL OR STATUTORY DEBT LIMITATION OR RESTRICTION. THE CITY SHALL BE OBLIGATED TO MAKE BASE RENTAL PAYMENTS SUBJECT TO THE TERMS OF THE PROJECT LEASE AND NEITHER THE CITY NOR ANY OF ITS OFFICERS SHALL INCUR ANY LIABILITY OR ANY OTHER OBLIGATION WITH RESPECT TO THE EXECUTION AND DELIVERY OF THE CERTIFICATES. SEE "CERTAIN RISK FACTORS."

* Preliminary, subject to change.

PRELIMINARY OFFICIAL STATEMENT DATED [____], 202[]

[BIDS FOR THE PURCHASE OF THE [CERTIFICATES] WILL BE RECEIVED BY THE CITY AT [8:00] A.M. PACIFIC TIME ON [____] 202[]*, AS PROVIDED IN THE OFFICIAL NOTICE OF SALE INVITING BIDS DATED [____] 202[]. See "SALE OF THE CERTIFICATES" herein.]

MATURITY SCHEDULE[S]
(See inside front cover page[s])

The Certificates are offered when, as and if executed and received by the [Underwriters] [initial purchaser] of the Certificates, subject to the approval of the validity of the Project Lease by Squire Patton Boggs (US) LLP, San Francisco, California and Husch Blackwell LLP, Oakland, California, Co-Special Counsel, and certain other conditions. Certain legal matters will be passed upon for the City by the City Attorney and by Hawkins Delafield & Wood LLP, San Francisco, California and Stradling Yocca Carlson & Rauth, LLP, Newport Beach, California, Co-Disclosure Counsel. [Certain legal matters will be passed upon for the Underwriters by [____], [City], [State]]. It is expected that the Certificates in book-entry form will be available for delivery through DTC on or about [____], 202[].

[UNDERWRITER]

[UNDERWRITER]

Dated: [____], 202[]

MATURITY SCHEDULE[S]*

**\$[PAR AMOUNT [A]]
CITY AND COUNTY OF SAN FRANCISCO
CERTIFICATES OF PARTICIPATION
SERIES 202[_][A]
(MULTIPLE CAPITAL
IMPROVEMENT PROJECTS)
(TAX-EXEMPT)**

(Base CUSIP[†] Number: 79765G)

Certificate Payment Date ([April] 1)	Principal Amount	Interest Rate	Yield ¹	Price ¹	CUSIP [†] Suffix
--	------------------	---------------	--------------------	--------------------	------------------------------

\$ _____ % Term Certificate due [April] 1, 20 __; Yield: _____ %; Price: _____; CUSIP[†]: 79765G ____

* Preliminary, subject to change.

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¹ [Reoffering yields and prices are furnished by the initial purchaser of the Certificates. The City takes no responsibility for the accuracy thereof.]

\$[PAR AMOUNT [B]]*
CITY AND COUNTY OF SAN FRANCISCO
CERTIFICATES OF PARTICIPATION
SERIES 202[][B]
(MULTIPLE CAPITAL
IMPROVEMENT PROJECTS)
(FEDERALLY TAXABLE)

(Base CUSIP[†] Number: 79765G)

Certificate Payment Date ([April] 1)	Principal Amount	Interest Rate	Price ¹	CUSIP [†] Suffix
--	------------------	---------------	--------------------	------------------------------

\$ _____ % Term Certificate due [April] 1, 20__; Price: _____; CUSIP[†]: 79765G ____

* Preliminary, subject to change.

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¹ [Reoffering prices are furnished by the initial purchaser of the Certificates. The City takes no responsibility for the accuracy thereof.]

No dealer, broker, salesperson or other person has been authorized by the City to give any information or to make any representations other than those contained herein and, if given or made, such other information or representation must not be relied upon as having been authorized by the City. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Certificates by any person, in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Official Statement is not to be construed as a contract with the purchaser or purchasers of the Certificates. Statements contained in this Official Statement which involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact.

The information set forth herein, other than that provided by the City, has been obtained from sources that are believed to be reliable, but is not guaranteed as to accuracy or completeness. The information and expressions of opinion herein are subject to change without notice and neither delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof.

[The Underwriters (as defined in "UNDERWRITING" herein) have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.]

This Official Statement is submitted in connection with the execution and sale of the Certificates referred to herein and may not be reproduced or used, in whole or in part, for any other purpose, unless authorized in writing by the City. All summaries of the documents and laws are made subject to the provisions thereof and do not purport to be complete statements of any or all such provisions.

In connection with the offering of the Certificates, the [Underwriters] [initial purchaser] of the Certificates may over-allot or effect transactions which stabilize or maintain the market price of the Certificates at levels above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time. The [Underwriters] [initial purchaser] of the Certificates may offer and sell the Certificates to certain dealers and dealer banks at yields higher or prices lower than the initial public offering yields and prices stated on the inside front cover page[s] hereof. Such initial public offering yields and prices may be changed from time to time by the [Underwriters] [initial purchaser] of the Certificates.

This Official Statement contains forecasts, projections, estimates and other forward-looking statements that are based on current expectations. The words "expects," "forecasts," "projects," "intends," "anticipates," "estimates," "assumes" and analogous expressions are intended to identify forward-looking statements. Such forecasts, projections and estimates are not intended as representations of fact or guarantees of results. Any such forward-looking statements inherently are subject to a variety of risks and uncertainties that could cause actual results or performance to differ materially from those that have been forecast, estimated or projected. Such risks and uncertainties include, among others, changes in social and economic conditions, federal, state and local statutory and regulatory initiatives, litigation, population changes, seismic events and various other events, conditions and circumstances, many of which are beyond the control of the City. These forward-looking statements speak only as of the date of this Official Statement. The City disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes in the expectations of the City with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

The execution and sale of the Certificates have not been registered under the Securities Act of 1933 in reliance upon the exemption provided thereunder by Section 3(a)2 for the issuance and sale of municipal securities.

The City maintains a website and social media accounts. The information presented on such website and social media accounts is **not** incorporated by reference as part of this Official Statement and should not be relied upon in making investment decisions with respect to the Certificates. Various other websites referred to in this Official Statement also are not incorporated herein by such references.



CITY AND COUNTY OF SAN FRANCISCO

MAYOR

Daniel Lurie

BOARD OF SUPERVISORS

Rafael Mandelman, *Board President, District 8*

Connie Chan, *District 1*
Stephen Sherrill, *District 2*
Danny Sauter, *District 3*
Joel Engardio, *District 4*
Bilal Mahmood, *District 5*

Matt Dorsey, *District 6*
Myrna Melgar, *District 7*
Jackie Fielder, *District 9*
Shamann Walton, *District 10*
Chyanne Chen, *District 11*

CITY ATTORNEY

David Chiu

CITY TREASURER

José Cisneros

OTHER CITY AND COUNTY OFFICIALS

Carmen Chu, *City Administrator*
Greg Wagner, *Controller*
Anna Van Degna, *Director, Controller's Office of Public Finance*

PROFESSIONAL SERVICES

Co-Special Counsel

Squire Patton Boggs (US) LLP
San Francisco, California

Husch Blackwell LLP
Oakland, California

Municipal Advisor

KNN Public Finance, LLC
Berkeley, California

Co-Disclosure Counsel

Hawkins Delafield & Wood LLP
San Francisco, California

Stradling Yocca Carlson & Rauth, LLP
Newport Beach, California

Trustee

U.S. Bank Trust Company, National Association
San Francisco, California



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OFFICIAL STATEMENT

\$[PAR AMOUNT [A]]*
CITY AND COUNTY OF SAN FRANCISCO
CERTIFICATES OF PARTICIPATION
SERIES 202[][A]
(MULTIPLE CAPITAL
IMPROVEMENT PROJECTS)
(TAX-EXEMPT)

\$[PAR AMOUNT [B]]*
CITY AND COUNTY OF SAN FRANCISCO
CERTIFICATES OF PARTICIPATION
SERIES 202[][B]
(MULTIPLE CAPITAL
IMPROVEMENT PROJECTS)
(FEDERALLY TAXABLE)

evidencing proportionate interests of the Owners thereof in a Project Lease,
including the right to receive Base Rental payments to be made by the
CITY AND COUNTY OF SAN FRANCISCO

INTRODUCTION

This Official Statement, including the cover page and the appendices hereto, is provided to furnish information in connection with the offering by the City and County of San Francisco (the “City”) of its City and County of San Francisco Certificates of Participation, Series 202[][A] (Multiple Capital Improvement Projects) (Tax-Exempt) (the “202[][A] Certificates”) and the City and County of San Francisco Certificates of Participation, Series 202[][B] (Multiple Capital Improvement Projects) (Federally Taxable) (the “202[][B] Certificates,” and together with the 202[][A] Certificates, the “Certificates”). Any capitalized term not defined herein will have the meaning given to such term in APPENDIX C: “SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – Definitions of Certain Terms.” The references to any legal documents, instruments and the Certificates in this Official Statement do not purport to be comprehensive or definitive, and reference is made to each such document for complete details of all terms and conditions.

This Introduction is designed to give an overview of the transaction and serve as a guide to the contents of this Official Statement.

Overview of the Transaction. The City, exercising its Charter powers to convey and lease property for City purposes, has conveyed the Leased Property (as defined hereafter) to U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association (as trustee, the “Trustee”), under the Property Lease, dated as of May 1, 2009 (the “Original Property Lease”), by and between the City, as lessor, and the Trustee, as lessee, as previously supplemented and amended and to be supplemented and amended by that certain [nTH] Supplement to Property Lease, to be dated as of [] 1, 202[] and relating to the 202[][A] Certificates (the “[nTH] Supplement to Property Lease”) and that certain [nTH] Supplement to Property Lease, to be dated as of [] 1, 202[] and relating to the 202[][B] Certificates (the “[nTH] Supplement to Property Lease”) (as so supplemented and amended, the “Property Lease”), at a nominal annual rent. The Trustee has leased the Leased Property back to the City for the City’s use under the Project Lease (the “Original Project Lease”), dated as of May 1, 2009, by and between the Trustee, as lessor, and the City, as lessee, as previously supplemented and amended and to be supplemented and amended by that certain [nTH] Supplement to Project Lease, to be dated as of [] 1, 202[] and relating to the 202[][A] Certificates (the “[nTH] Supplement to Project Lease”) and that certain [nTH] Supplement to Project Lease, to be dated as of [] 1, 202[] and relating to the 202[][B] Certificates (the “[nTH] Supplement to Project Lease”) (as so supplemented and amended, the “Project Lease”).

The Leased Property will generally consist of the site and facilities of [(i) certain portions of the City’s Laguna Honda Hospital (including the South Residence building, the North Residence building and the Pavilion building), (ii) the San Bruno Complex and (iii) the One South Van Ness Avenue Property,] each as further described herein. See “THE LEASED PROPERTY.” The City will be obligated under the Project Lease to pay Base Rental and Additional Rental (each as defined in APPENDIX C: “SUMMARY OF

* Preliminary, subject to change.

CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS”) payments to the Trustee each year during the term of the Project Lease (subject to certain conditions under which Base Rental may be “abated” as discussed herein). Each payment of Base Rental will consist of principal and interest components, and when received by the Trustee in each rental period, will be deposited with the Trustee for payment of the Certificates. The Trustee will execute and deliver the “certificates of participation” in the Project Lease, representing proportional interests in the principal and interest components of the Base Rental payments it will receive from the City. The Trustee will apply the Base Rental payments it receives to pay principal and interest with respect to each Certificate when due according to the Trust Agreement (the “Original Trust Agreement”), dated as of May 1, 2009, by and between the City and the Trustee, as previously supplemented and amended and to be supplemented and amended by that certain [nTH] Supplement to Trust Agreement, to be dated as of [_____] 1, 202[_____] relating to the 202[_____] [A] Certificates (the “[nTH] Supplement to Trust Agreement”) and that certain [nTH] Supplement to Trust Agreement, to be dated as of [_____] 1, 202[_____] relating to the 202[_____] [B] Certificates (the “[nTH] Supplement to Trust Agreement”) (as so supplemented and amended, the “Trust Agreement”), which governs the security and terms of payment of the Certificates. **Neither the Certificates nor the Base Rental payments are secured by any mortgage or deed of trust on the Leased Property or any portion thereof.** See “SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES” herein.

The money received from the sale of the Certificates will be applied by the Trustee, at the City’s direction, to (i) finance and refinance certain capital improvement projects within City, as further described herein, including through the retirement of certain commercial paper notes of the City issued for such purpose, and (ii) pay costs of execution and delivery of the Certificates. See “PLAN OF FINANCE” herein.

The Certificates will be delivered as Additional Certificates under the Trust Agreement and will be secured by Base Rental payments relating to the Leased Property on a parity basis with certain outstanding certificates of participation of the City (as further described below, the “Prior Parity Certificates”). As of [_____] 1, 202[_____] 1, the Prior Parity Certificates consist of the following certificates of participation of the City: (i) the \$116,460,000 City and County of San Francisco Refunding Certificates of Participation Series 2019-R1 (Multiple Capital Improvement Projects) (the “2019-R1 Certificates”), outstanding in the aggregate principal amount of \$[_____] , (ii) the \$70,640,000 City and County of San Francisco Refunding Certificates of Participation Series 2020-R1 (Multiple Capital Improvement Projects) (the “2020-R1 Certificates”), outstanding in the aggregate principal amount of \$[_____] , (iii) the \$76,020,000 City and County of San Francisco Certificates of Participation Series 2021A (Multiple Capital Improvement Projects) (the “2021A Certificates”), outstanding in the aggregate principal amount of \$[_____] , (iv) the \$103,410,000 City and County of San Francisco Certificates of Participation Series 2023A (Affordable Housing and Community Facilities Projects) (Federally Taxable) (the “2023A Certificates”), outstanding in the aggregate principal amount of \$[_____] , (v) the \$80,040,000 City and County of San Francisco Certificates of Participation Series 2023B (Multiple Capital Improvement Projects) (Tax-Exempt) (the “2023B Certificates”), outstanding in the aggregate principal amount of \$[_____] , (vi) the \$214,585,000 City and County of San Francisco Refunding Certificates of Participation Series 2024-R1 (Multiple Capital Improvement Projects) (Tax-Exempt) (the “2024-R1 Certificates”), outstanding in the aggregate principal amount of \$[_____] , and (vii) the \$123,345,000 City and County of San Francisco Certificates of Participation Series 2024A (Multiple Capital Improvement Projects) (the “2024A Certificates”), outstanding in the aggregate principal amount of \$[_____] . As of [_____] 1, 202[_____] 1, the Prior Parity Certificates were outstanding in the aggregate principal amount of \$[_____] .

As of the date hereof, the City has authorized the execution and delivery of Additional Certificates to be executed and delivered under the Trust Agreement to finance various projects of the City. Under these existing authorizations, \$[_____] remained unissued as of [_____] 1, 202[_____] 1, including up to \$[_____] of such existing authorization attributable to the authorization for the Certificates. See “SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES – Parity Obligations” and APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Capital Financing and Bonds – Board Authorized and Unissued Long-Term Certificates of Participation” for additional information on these authorizations. The City may decide not to execute and deliver all or any

portion of the Additional Certificates remaining under these authorizations. The City may also authorize the execution and delivery of other Additional Certificates in the future.

Guide to this Official Statement. The Project is described in the section “PLAN OF FINANCE.” The Leased Property is described in the section “THE LEASED PROPERTY.” The application of the proceeds of sale of the Certificates is described in the sections “PLAN OF FINANCE” and “ESTIMATED SOURCES AND USES OF FUNDS.” The terms of the Certificates, payment thereof and security therefor are described in the sections “THE CERTIFICATES,” “SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES,” and other sections in the front portion of this Official Statement. Current information about the City, its finances and its governance is provided in APPENDIX A. The City’s most recent annual comprehensive financial report appears in APPENDIX B. A summary of the Project Lease, the Property Lease, and the Trust Agreement are provided in APPENDIX C.

This Official Statement speaks only as of its date, and the information contained herein is subject to change. Except as required by the Continuing Disclosure Certificate to be executed by the City, the City has no obligation to update the information in this Official Statement. See “CONTINUING DISCLOSURE” and APPENDIX D: “FORM OF CONTINUING DISCLOSURE CERTIFICATE” herein.

Quotations from and summaries and explanations of the Certificates, the Trust Agreement, the Project Lease, the Property Lease, the Ordinances (as defined herein) providing for the execution and delivery of the Certificates, other legal documents and provisions of the constitution and statutes of the State of California (the “State”), the City’s Charter and ordinances, and other documents described herein, do not purport to be complete, and reference is made to said laws and documents for the complete provisions thereof. Copies of those documents and information concerning the Certificates are available from the City through the Office of Public Finance, 1 Dr. Carlton B. Goodlett Place, Room 338, San Francisco, CA 94102-4682. Reference is made herein to various other documents, reports, websites and other materials which were either prepared by parties other than the City, or were not prepared, reviewed and approved by the City with a view towards making an offering of public securities, and, therefore, such materials are not incorporated herein by such references and are not deemed a part of this Official Statement.

THE CITY AND COUNTY OF SAN FRANCISCO

General. The City is the economic and cultural center of the San Francisco Bay Area and northern California. The limits of the City encompass over 93 square miles, of which 49 square miles are land, with the balance consisting of tidelands and a portion of the San Francisco Bay (the “Bay”). The City is located at the northern tip of the San Francisco Peninsula, bounded by the Pacific Ocean to the west, the Bay and the San Francisco-Oakland Bay Bridge to the east, the entrance to the Bay and the Golden Gate Bridge to the north, and San Mateo County to the south. Silicon Valley is about an hour’s drive to the south, and the Napa-Sonoma wine country is about an hour’s drive to the north. The California Department of Finance estimates the City’s population as of [January 1, 2024 was 843,071].

The San Francisco Bay Area consists of the nine counties contiguous to the Bay: Alameda, Contra Costa, Marin, Napa, San Francisco, San Mateo, Santa Clara, Solano and Sonoma Counties (collectively, the “Bay Area”). The economy of the Bay Area includes a wide range of industries, supplying local needs as well as the needs of national and international markets. Major business sectors in the Bay Area include technology, retail, entertainment and the arts, conventions and tourism, service businesses, banking, professional and financial services, corporate headquarters, international and wholesale trade, multimedia and advertising, healthcare, higher education and agriculture. The California State Supreme Court is also based in San Francisco.

The City benefits from a highly skilled, educated and professional labor force. The City estimates the per capita personal income of the City for fiscal year 2023-24 was \$167,542. The San Francisco Unified School District (“SFUSD”), which is a separate legal entity from the City, operates approximately 64

elementary schools, 8 alternative learning schools serving grades transitional kindergarten through eight, 13 middle schools, 14 high schools, 11 early education schools, 6 County and Court schools, 3 continuation schools as of the 2024-25 academic year. SFUSD estimates that approximately 5,930 students will be enrolled at 11 fiscally independent charter schools that operate within SFUSD's boundaries for which SFUSD is the charter-approving agency. Higher education institutions located in the City include the University of San Francisco, California State University – San Francisco, University of California – San Francisco (a medical school and health science campus), the UC College of the Law, San Francisco (formerly University of California Hastings College of the Law), the University of the Pacific's School of Dentistry, Golden Gate University, City College of San Francisco (a public community college), the California College of the Arts, the San Francisco Conservatory of Music, and the Academy of Art University.

San Francisco International Airport ("SFO"), located 14 miles south of downtown San Francisco in an unincorporated area of San Mateo County, is owned by the City and is operated by the San Francisco Airport Commission (the "Airport Commission"), and is a principal commercial service airport for the Bay Area and one of the nation's principal gateways for Pacific Rim traffic. The City is also served by the Bay Area Rapid Transit District ("BART," an electric rail commuter service linking the City with the East Bay and the San Francisco Peninsula, including SFO), Caltrain (a conventional commuter rail line linking the City with the San Francisco Peninsula), and bus and ferry services between the City and residential areas to the north, east and south of the City. San Francisco Municipal Railway ("Muni"), operated by the San Francisco Municipal Transportation Agency ("SFMTA"), provides bus and streetcar service within the City. The Port of San Francisco (the "Port"), which administers 7.5 miles of Bay waterfront held in "public trust" by the Port on behalf of the people of the State, promotes a balance of maritime-related commerce, fishing, recreational, industrial and commercial activities, and natural resource protection.

Government. San Francisco is a city and county chartered pursuant to Article XI, Sections 3, 4, 5 and 6 of the Constitution of the State of California and is the only consolidated city and county in the State. Voters approved the City's current Charter at the November 1995 election. The City is governed by a Board of Supervisors elected from 11 districts to serve four-year terms, and a Mayor who serves as chief executive officer, elected citywide to a four-year term. [The City's FY25 & FY26 Original Budget (as defined in Appendix A) for fiscal years 2024-25 and 2025-26 totals approximately \$15.9 billion and \$15.6 billion, respectively. The General Fund portion of the FY25 & FY26 Original Budget is approximately \$6.9 billion in fiscal year 2024-25 and \$7.1 billion in fiscal year 2025-26, with the balance allocated to all other funds, including enterprise fund departments, such as the Airport Commission, SFMTA, the Port Commission and the San Francisco Public Utilities Commission ("SFPUC").] *[Budget details to be updated based on June budget release]* According to the Controller of the City (the "Controller"), at the start of fiscal year 2024-25, total net assessed valuation of taxable property in the City was approximately \$351.3 billion.

More detailed information about the City's governance, organization and finances may be found in APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES" and in APPENDIX B: "ANNUAL COMPREHENSIVE FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE FISCAL YEAR ENDED JUNE 30, 2024."

THE CERTIFICATES

Authority for Execution and Delivery

The Certificates will be executed and delivered pursuant to the Trust Agreement. Each Certificate will represent a proportionate interest in the right of the Trustee to receive Base Rental payments (comprising principal and interest components) payable by the City pursuant to the Project Lease. The City will be obligated under the Project Lease to pay the Base Rental in consideration for its use and occupancy of the Leased Property. The Leased Property will be leased by the City to the Trustee pursuant to the Property Lease.

The Original Trust Agreement, the Original Property Lease, and the Original Project Lease were approved by the Board of Supervisors of the City by its Resolution No. 351-08, adopted on July 29, 2008 and signed by the Mayor on August 5, 2008. The [nTH] Supplement to Trust Agreement, the [nTH] Supplement to Property Lease and the [nTH] Supplement to Project Lease relating to the 202[][A] Certificates and the [nTH] Supplement to Trust Agreement, the [nTH] Supplement to Property Lease and the [nTH] Supplement to Project Lease relating to the 202[][B] Certificates were approved by the Board of Supervisors of the City by its Ordinance No. [], finally passed on [], 2025 and signed by the Mayor on [], 2025 (the "Ordinance"). The Ordinance authorized the execution and delivery of the Certificates as Additional Certificates under the Trust Agreement. Under Section 9.108 of the Charter of the City, the City is authorized to enter into lease-financing agreements with a public agency or nonprofit corporation only with the assent of the majority of the voters voting upon a proposition for the purpose. The lease-financing arrangements with the Trustee for the Certificates do not fall under this provision, because the Trustee is neither a public agency nor a nonprofit corporation. The City has obtained a judgment in the Superior Court for the City and County of San Francisco validating the Original Project Lease, the Original Property Lease, the Original Trust Agreement and certain other matters. No judicial validation action has been pursued or is expected to be pursued with respect to the validity of the [nTH] Supplement to Project Lease, the [nTH] Supplement to Property Lease or the [nTH] Supplement to Trust Agreement relating to the 202[][A] Certificates and the [nTH] Supplement to Project Lease, the [nTH] Supplement to Property Lease or the [nTH] Supplement to Trust Agreement relating to the 202[][B] Certificates. See "VALIDATION ACTION" herein.

Payment of Principal and Interest

The principal evidenced and represented by the Certificates will be payable on [April 1] of each year shown on the inside front cover page[s] hereof, or upon prepayment prior thereto, and will evidence and represent the sum of the portions of the Base Rental payments designated as principal components coming due on each [April 1] of each such year. Payment of the principal and premium, if any, of the Certificates upon prepayment or on the Certificate Payment Date will be made upon presentation and surrender of such Certificates at the Principal Office of the Trustee. Principal and premium will be payable in lawful money of the United States of America.

Interest evidenced and represented by the Certificates will be payable on [April 1] and [October] 1 of each year, commencing on [] 1, 202[] (each, an "Interest Payment Date") and continuing to and including their Certificate Payment Dates or on prepayment prior thereto, and will evidence and represent the sum of the portions of the Base Rental payments designated as interest components coming due on or prior to each of such dates in each year. Interest with respect to the Certificates will be calculated on the basis of a 360-day year composed of twelve 30-day months. Interest evidenced and represented by each Certificate will accrue from the Interest Payment Date next preceding the date of execution and delivery thereof, unless (i) it is executed after a Regular Record Date and before the close of business on the immediately following Interest Payment Date, in which event interest represented thereby will be payable from such Interest Payment Date; or (ii) it is executed prior to the close of business on the first Regular Record Date, in which event interest represented thereby will be payable from the date of delivery; provided, however, that if at the time of execution of any Certificate interest thereon is in default, such interest will be payable from the Interest Payment Date to which interest has previously been paid or made available for payment or, if no interest has been paid or made available for payment, from the date of delivery.

Interest evidenced and represented by the Certificates will be payable in lawful money of the United States of America. Payments of interest represented by the Certificates will be made on each Interest Payment Date by check of the Trustee sent by first-class mail, postage prepaid, or by wire transfer to any Owner of \$1,000,000 or more of Certificates to the account in the United States of America specified by such Owner in a written request delivered to the Trustee on or prior to the Regular Record Date for such Interest Payment Date, to the Owner thereof on the Regular Record Date; provided, however, that payments of defaulted interest will be payable to the person in whose name such Certificate is registered at the close of business on a special

record date fixed therefor by the Trustee, which will not be more than 15 days and not less than 10 days prior to the date of the proposed payment of defaulted interest.

Form and Registration

The Certificates will be executed and delivered in the aggregate principal amount shown on the cover hereof.

The Certificates will be delivered in fully registered form, dated their date of delivery, and registered in the name of Cede & Co., as nominee of The Depository Trust Company (“DTC”), who will act as securities depository for the Certificates. Individual purchases of the Certificates will be made in book-entry form only in the principal amount of \$5,000 or any integral multiple thereof. Principal and interest evidenced and represented by the Certificates will be paid by the Trustee to DTC which will in turn remit such principal and interest to the participants in DTC for subsequent disbursement to the beneficial owners of the Certificates. Beneficial owners of the Certificates will not receive physical certificates representing their interest in the Certificates. For further information concerning the Book-Entry Only System, see APPENDIX E: “DTC AND THE BOOK-ENTRY ONLY SYSTEM.”

Prepayment of the Certificates*

Optional Prepayment. The 202[][A] Certificates with a Certificate Payment Date on or before [] 1, 20[] will not be subject to optional prepayment prior to their respective stated Certificate Payment Dates. The 202[][A] Certificates with a Certificate Payment Date on or after [] 1, 20[] are subject to optional prepayment prior to their respective Certificate Payment Dates, in whole or in part on any date on or after [] 1, 20[], at the option of the City, in the event the City exercises its option under the Project Lease to prepay the principal component of the Base Rental payments, at a Prepayment Price equal to 100% of the principal amount represented by the 202[][A] Certificates to be prepaid plus accrued interest to the date fixed for prepayment, without premium.

The 202[][B] Certificates with a Certificate Payment Date on or before [] 1, 20[] will not be subject to optional prepayment prior to their respective stated Certificate Payment Dates. The 202[][B] Certificates with a Certificate Payment Date on or after [] 1, 20[] are subject to optional prepayment prior to their respective Certificate Payment Dates, in whole or in part on any date on or after [] 1, 20[], at the option of the City, in the event the City exercises its option under the Project Lease to prepay the principal component of the Base Rental payments, at a Prepayment Price equal to 100% of the principal amount represented by the 202[][B] Certificates to be prepaid plus accrued interest to the date fixed for prepayment, without premium.

Special Mandatory Prepayment. The Certificates will be subject to mandatory prepayment prior to their respective Certificate Payment Dates, in whole or in part on any date, at a Prepayment Price equal to the principal amount thereof plus accrued but unpaid interest to the prepayment date, without premium, from amounts deposited in the Base Rental Fund pursuant to the Trust Agreement following an event of damage, destruction or condemnation of the Leased Property or any portion thereof or loss of the use or possession of the Leased Property or any portion thereof due to a title defect. Such mandatory prepayment of Base Rental will be applied pro rata among all certificates of participation outstanding under the Trust Agreement, including the Outstanding Certificates.

Mandatory Sinking Account Installment Prepayment. The 202[][A] Certificates with a Certificate Payment Date of [April] 1, 20__ are subject to sinking account installment prepayment prior to their stated final Certificate Payment Date, in part, by lot, on each [April] 1, beginning [April] 1, 20__, in the amounts set

* Preliminary, subject to change.

forth below, from scheduled payments of the principal component of Base Rental payments, at the principal of such 202[][A] Certificates to be prepaid, plus accrued interest to the prepayment date, without premium:

Sinking Account Prepayment Date ([April] 1)	Sinking Account Installment Amount
<hr/>	<hr/>

† Certificate Payment Date.

The 202[][B] Certificates with a Certificate Payment Date of [April] 1, 20__ are subject to sinking account installment prepayment prior to their stated final Certificate Payment Date, in part, by lot, on each [April] 1, beginning [April] 1, 20__, in the amounts set forth below, from scheduled payments of the principal component of Base Rental payments, at the principal of such 202[][B] Certificates to be prepaid, plus accrued interest to the prepayment date, without premium:

Sinking Account Prepayment Date ([April] 1)	Sinking Account Installment Amount
<hr/>	<hr/>

† Certificate Payment Date.

Selection of Certificates for Prepayment. Whenever provision is made in the Trust Agreement for the prepayment of Certificates (other than from Sinking Account Installments) and less than all of the Outstanding Certificates are to be prepaid, the City will direct the principal amount of the Certificates scheduled to be paid on each Certificate Payment Date to be prepaid. Within a maturity, the Trustee, with the consent of the City, will select Certificates for prepayment by lot in any manner that the Trustee in its sole discretion deems fair and appropriate; provided, however, that the portion of any Certificate to be prepaid will be in Authorized Denominations and all Certificates to remain Outstanding after any prepayment in part will be in Authorized Denominations.

Notice of Prepayment. Notice of prepayment will be given to the respective Owners of Certificates designated for prepayment by Electronic Notice or first-class mail, postage prepaid, at least 30 but not more than 45 days before any prepayment date, at their addresses appearing on the registration books maintained by the Trustee; provided, however, that so long as the DTC book-entry only system is used for any Certificates, notice with respect thereto will be given to DTC, as nominee of the registered Owner, in accordance with its operational requirements. Notice will also be given as required by the Continuing Disclosure Certificate. See “CONTINUING DISCLOSURE” herein.

Each notice of prepayment will specify: (i) the Certificates or designated portions thereof (in the case of prepayment of the Certificates in part but not in whole) which are to be prepaid, (ii) the date of prepayment, (iii) the place or places where the prepayment will be made, including the name and address of the Trustee, (iv) the prepayment price, (v) the CUSIP numbers (if any) assigned to the Certificates to be prepaid, (vi) the Certificate numbers of the Certificates to be prepaid in whole or in part and, in the case of any Certificate to be prepaid in part only, the amount of such Certificate to be prepaid, and (vii) the original issue date and stated Certificate Payment Date of each Certificate to be prepaid in whole or in part. Such Prepayment Notice will

further state that on the specified date there will become due and payable with respect to each Certificate or portion thereof being prepaid the prepayment price, together with interest represented thereby accrued but unpaid to the prepayment date, and that from and after such date, if sufficient funds are available for prepayment, interest with respect thereto will cease to accrue and be payable. Neither failure to receive any notice nor any defect therein will affect the sufficiency of the proceedings for such prepayment.

Conditional Notice of Prepayment; Cancellation of Optional Prepayment. The City may direct the Trustee to provide a conditional notice of prepayment and such notice will specify its conditional status.

If the Certificates are subject to optional prepayment, and the Trustee does not have on deposit moneys sufficient to prepay the principal, plus the applicable premium, if any, represented by the Certificates proposed to be prepaid on the date fixed for prepayment, and interest with respect thereto, on or prior to such date, the prepayment will be canceled, and in such case, the City, the Trustee and the Owners will be restored to their former positions and rights under the Trust Agreement. Such a cancellation of an optional prepayment at the election of the City will not constitute a default under the Trust Agreement, and the Trustee and the City will have no liability from such cancellation. In the event of such cancellation, the Trustee will send notice of such cancellation to the Owners in the same manner as the related notice of prepayment. Neither the failure to receive such cancellation notice nor any defect therein will affect the sufficiency of such cancellation.

In the event the City gives notice to the Trustee of its intention to exercise its prepayment option, but fails to deposit with the Trustee on or prior to the prepayment date an amount equal to the prepayment price, the City will continue to pay the Base Rental payments as if no such notice had been given.

Purchase of Certificates. Unless expressly provided otherwise in the Trust Agreement, money held in the Base Rental Fund under the Trust Agreement in respect of principal may be used to reimburse the City for the purchase of Certificates that would otherwise be subject to prepayment from such moneys upon the delivery of such Certificates to the Trustee for cancellation at least ten days prior to the date on which the Trustee is required to select Certificates for prepayment. The purchase price of any Certificates purchased by the City under the Trust Agreement shall not exceed the applicable prepayment price of the Certificates that would be prepaid but for the operation of provisions of the Trust Agreement as described in this paragraph. Any such purchase must be completed prior to the time notice would otherwise be required to be given to prepay such Certificates. All Certificates so purchased shall be surrendered to the Trustee for cancellation and applied as a credit against the obligation to prepay such Certificates from such moneys.

PLAN OF FINANCE

A portion of the proceeds of the Certificates will be used to finance and refinance the Project, which will generally consist of certain capital improvement projects of the City, including through the retirement of certain commercial paper notes of the City issued for such purposes. The Project includes, but is not limited to, [City street resurfacing and curb ramp improvements]. The City plans to also use the proceeds of the Certificates to pay costs in connection with the execution and delivery of the Certificates. See “ESTIMATED SOURCES AND USES OF FUNDS” herein. The Project is not being leased under the Project Lease. See “LEASED PROPERTY” herein.

THE LEASED PROPERTY

Upon the execution of the [nTH] Supplement to Property Lease, [nTH] Supplement to Project Lease, the [nTH] Supplement to Property Lease, and the [nTH] Supplement to Project Lease, the Leased Property (as further described below, the “Leased Property”) will generally consist of the site and facilities of: [(i) the Pavilion building (formerly known as the Link building), the North Residence building (formerly known as the East Residence building) and the South Residence building on the campus of Laguna Honda Hospital, together with certain limited rights of ingress and egress and appurtenant rights (collectively, the “Laguna Honda Hospital Portion” of the Leased Property), (ii) that certain jail facility of the City located in San Bruno,

California (the “San Bruno Complex”) and (iii) One South Van Ness Avenue, San Francisco, California (the “One South Van Ness Avenue Property”)]. The Leased Property does not include the Project. See “PLAN OF FINANCE” herein.

Laguna Honda Hospital Portion. Laguna Honda Hospital was established in 1866 as an almshouse for the City’s poor and homeless. Laguna Honda Hospital is currently located at 375 Laguna Honda Boulevard in the City, and is operated by the City’s Department of Public Health. In 2009, the City completed its Laguna Honda Hospital Replacement Program which included the construction of the Pavilion building, the North Residence building and the South Residence building. Together, these three buildings provide up to 660 patients, regardless of their ability to pay, with long-term care, including but not limited to skilled nursing, AIDS-related services, dementia services, hospice, rehabilitation and acute care. The City also provides adult day health care and senior nutrition programs through these facilities. The 62-acre Laguna Honda Hospital site is on property owned by the City and located on the western slopes of Twin Peaks, near the geographic center of the City, and the Laguna Honda Hospital Portion of the Leased Property represents only a portion of such site.

The Pavilion building is a 149,039-square foot, four-story building, housing offices, clinics and the mezzanine and space for other associated support activities of Laguna Honda Hospital. The Pavilion building is designed to accommodate 60 beds on one of its floors. The North Residence building is a 208,377-square foot, six-story building serving as hospital facilities. The North Residence building is designed to accommodate 420 beds on six floors. The South Residence building is a 156,993-square foot, six-story building serving as hospital facilities. The South Residence building is designed to accommodate 300 beds on five of its floors.

See “CERTAIN RISK FACTORS – Abatement” and APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Budgetary Risks – Laguna Honda Hospital Medicaid and Medicare Recertification.”

San Bruno Complex. The San Bruno Complex sits on 158 acres of land located at 1 Moreland Drive, San Bruno, California. The San Bruno Complex is the City’s largest jail facility and was constructed as a replacement facility for the then-existing jail on the site. The San Bruno Complex was completed in 2005. The 768-bed facility consists of 295,277 square feet, including a guard tower, an administrative services area, an attorney visiting area, staff exercise areas and locker rooms, a maintenance area and central plant, and a kitchen and laundry facility sufficient to accommodate both jail facilities.

One South Van Ness Avenue Property. The One South Van Ness Avenue Property is located on the southeast corner of Van Ness Avenue and Market Street in San Francisco and has approximately 65,000 square feet of site area. An approximately 648,975 square foot, eight-story office building (plus mezzanine and basement) with a multi-level enclosed parking garage with capacity for approximately 120 automobiles (together, the “One South Van Ness Avenue Building”) are situated on the site. Currently, the management of the parking garage at the One South Van Ness Avenue Building is contracted to Ace Parking Management, Inc. The One South Van Ness Avenue Building was built in 1960 and renovated in 1990.

The City currently leases 16,892 square feet on the first floor of the One South Van Ness Avenue Building to Bank of America N.A. The current lease term will expire on June 30, 2028. Under the lease, Bank of America N.A. has five-year renewal options, provided the extensions shall not extend beyond June 30, 2053. There are no other renewal options under the lease. The City currently provides 16,856 square feet on the fifth floor to the Office of Community Investment and Infrastructure under a Memorandum of Understanding.

[The City also allocates space to the following City departments under renewable Work Orders: the City's 311 Center - 16,937 square feet on the second floor; the Department of Human Resources - 62,478 square feet on the fourth floor; the Department of Telecommunications and Information Services - 36,604

square feet on the first and second floors; the Mayor's Office of Economic Workforce Development - 16,856 square feet on the fifth floor; the Mayor's Office of Housing and Community Development - 26,200 square feet on the fifth floor; the Office of Police Accountability - 17,761 square feet on the eighth floor; and the San Francisco Municipal Transportation Agency - 248,760 square feet on the first, third, sixth, seventh and eighth floors, basement and basement storage. The City also provides 16,597 square feet to tenants as common building amenities that can be rented on an as-needed basis. There are currently no vacancies and no anticipated changes in tenant composition.] *[Updates to use mix?]*

A Phase I environmental site assessment for the One South Van Ness Avenue Property dated June 8, 2004 indicated that (i) the One South Van Ness Avenue Property contains two decommissioned 10,000-gallon diesel underground storage tanks which were filled with concrete slurry, closed in place in 1997, and received a notice of completion from the San Francisco Department of Public Health ("SFPDPH"), and (ii) based on the date of construction, asbestos containing materials and lead-containing paint may be present in the One South Van Ness Avenue Property. Based on these conclusions, the assessment (i) stated that because the underground storage tanks were decommissioned in 1997 in accordance with applicable standards and to the approval of SFPDPH, the issue is now considered a historical recognized environmental condition and a de minimis condition, (ii) recommended continued implementation of an existing operating and maintenance plan to manage any remaining known or assumed asbestos containing materials, (iii) recommended that prior to any significant remodeling or demolition, asbestos containing materials, if present, should be managed properly, and (iv) recommended that prior to any significant renovation or demolition activities, testing for lead-containing paint coatings should be performed in the areas to be disturbed so lead-containing paint, if present, can be properly managed. The City has been actively monitoring and managing the foregoing environmental conditions; however, the presence of hazardous materials on the One South Van Ness Avenue Property or any of the other Leased Property could result in substantial interference with the City's right to use and occupy the Leased Property. See "SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES – Base Rental Payments; Additional Rental" and "CERTAIN RISK FACTORS – Abatement." No other Phase I environmental site assessments have been conducted on the One South Van Ness Avenue Property since June 8, 2004.

Certain information regarding the Leased Property is summarized below.

Summary of Certain Information Regarding the Leased Property

Facility	Address	Construction/ Major Renovation Date	Gross Square Feet (Building)	Estimated Value ⁽¹⁾
Laguna Honda Hospital ⁽²⁾	375 Laguna Honda Blvd., San Francisco, CA	2009	513,409	[\$800,000,000] ⁽³⁾
San Bruno Complex	1 Moreland Drive, San Bruno, CA	2005	295,277	[208,000,000] ⁽⁴⁾
One South Van Ness Avenue Property	1 South Van Ness, San Francisco, CA	1990	648,975	[95,000,000] ⁽⁵⁾
Total				<u>[\$1,103,000,000]</u>

⁽¹⁾ Such estimated values do not necessarily reflect the fair market value, or the actual sales price upon a sale or actual rent upon commercial leasing of the Leased Property. Neither the Certificates nor the Base Rental payments are secured by any mortgage or deed of trust on the Leased Property or any portion thereof. See "SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES" herein.

⁽²⁾ Includes the North Residence, South Residence, and the Pavilion Building.

- (3) Based on the City's estimated valuation as of [October 16, 2024] using an income approach.
 (4) Based on the City's estimated valuation as of [October 16, 2024] using an income and cost/replacement approach.
 (5) Based on the City's estimated valuation as of [October 16, 2024] using a sales comparison approach.
Source: City and County of San Francisco.

The Project Lease will require the City to deliver to the Trustee, on the date of execution and delivery of the Certificates, evidence of the commitment of a title insurance company to issue a CLTA or ALTA policy of title insurance (with no survey required) which policy, when combined with the policy or policies of title insurance issued in connection with the execution and delivery of the Prior Parity Certificates, shall be in an aggregate amount at least equal to the initial aggregate principal amount of the Certificates and the then-outstanding aggregate principal amounts of the Prior Parity Certificates, inclusive, showing a leasehold interest in the Leased Property in the name of the Trustee and naming the insured parties as the City and the Trustee, for the benefit of the Owners of the Certificates and such outstanding Prior Parity Certificates. See APPENDIX C: "SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Project Lease – Insurance," "– [nTH] Supplement to Project Lease" and "– [nTH] Supplement to Project Lease."

The City may designate additional property as Leased Property, or substitute other improved real property for all or part of the Leased Property under the conditions set forth in the Project Lease. There is no requirement that any substitute property be of the same or a similar nature or function as the then existing Leased Property, and there is no requirement that any substitute property have a market value or fair rental value as great as the then existing Leased Property or such portion thereof that is sought to be released from the Project Lease. See "SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES – Substitution, Release, and Addition of Leased Property" and APPENDIX C: "SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Project Lease – Addition, Release and Substitution."

The lease term with respect to the Leased Property or a designated portion thereof will end on [April 1], 20[], unless such term is extended or sooner terminated as provided in the Project Lease.

ESTIMATED SOURCES AND USES OF FUNDS

Following is a table of estimated sources and uses of funds with respect to the Certificates:

	<u>202[][A] Certificates</u>	<u>202[][B] Certificates</u>	<u>Total</u>
<u>Estimated Sources of Funds:</u>			
Par Amount			
[Net] Original Issue Premium			
Total Sources			
<u>Estimated Uses of Funds:</u>			
Repayment of Commercial Paper			
Deposit into Project Accounts ⁽¹⁾			
Costs of Delivery ⁽²⁾			
Total Uses			

(1) Of the amount deposited in the Project Accounts, \$_____ of the proceeds of the Certificates (which total represents 0.2% of the Project Accounts for project costs) will be used to pay the Controller's City Services Auditor fee.

(2) Includes amounts for administrative costs to the City for the issuance of the Certificates, Underwriters' Discount, legal fees, Trustee/Escrow Agent fees and expenses, municipal advisory fees, rating agency fees, appraisals and property condition report fees, title insurance fees, printing costs and any other delivery costs, and rounding amounts.

CERTIFICATE PAYMENT SCHEDULE

The Trust Agreement requires that Base Rental payments payable by the City pursuant to the Project Lease on each [March] 25 and [September] 25 be deposited in the Base Rental Fund maintained by the Trustee. Pursuant to the Trust Agreement, the Trustee will apply amounts in the Base Rental Fund as necessary, on [April] 1 and [October] 1 of each year, commencing on [] 1, 202[], to make interest payments or principal and interest payments, as applicable, with respect to the Certificates as the same become due and payable, as shown in the table below.

The Prior Parity Certificates are currently outstanding and payable from Base Rental payments required to be made with respect to the Leased Property under the Project Lease. The following table shows total annual Base Rental payments due with respect to the Certificates and the Prior Parity Certificates secured by Base Rental payments under the Project Lease:

Payment Date	202[][A] Certificates			202[][B] Certificates			Parity Certificates Debt Service ⁽¹⁾	Total Fiscal Year Annual Debt Service
	Principal	Interest	Total	Principal	Interest	Total		
10/1/2024							\$22,683,392.78	
4/1/2025							44,408,905.83	
10/1/2025							26,515,000.00	
4/1/2026							40,570,450.00	
10/1/2026							26,187,200.00	
4/1/2027							40,867,625.00	
10/1/2027							25,839,250.00	
4/1/2028							41,233,975.00	
10/1/2028							25,537,025.00	
4/1/2029							41,504,850.00	
10/1/2029							25,235,550.00	
4/1/2030							41,801,450.00	
10/1/2030							24,924,925.00	
4/1/2031							42,120,025.00	
10/1/2031							24,588,750.00	
4/1/2032							33,195,150.00	
10/1/2032							24,348,312.50	
4/1/2033							33,393,187.50	
10/1/2033							24,101,156.25	
4/1/2034							33,631,731.25	
10/1/2034							16,963,743.75	
4/1/2035							31,678,143.75	
10/1/2035							16,657,193.75	
4/1/2036							29,808,743.75	
10/1/2036							16,369,043.75	
4/1/2037							27,808,671.88	
10/1/2037							16,124,646.88	
4/1/2038							28,036,946.88	
10/1/2038							15,878,246.88	
4/1/2039							28,279,887.51	
10/1/2039							15,625,212.51	
4/1/2040							28,528,593.76	
10/1/2040							15,409,543.76	
4/1/2041							28,730,775.01	
10/1/2041							15,191,725.01	
4/1/2042							16,122,675.00	
10/1/2042							15,330,575.00	
4/1/2043							15,981,531.25	
10/1/2043							15,485,781.25	
4/1/2044							15,828,675.00	
10/1/2044							138,900.00	
4/1/2045							7,083,900.00	
Total							\$1,059,751,067.44	

- ⁽¹⁾ Includes debt service on the 2019-R1 Certificates, the 2020-R1 Certificates, the 2021A Certificates, the 2023A Certificates, the 2023B Certificates, the 2024-R1 Certificates and the 2024A Certificates.

SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES

Source of Payment

The Certificates will evidence and represent proportionate interests in the Base Rental payments required to be made by the City to the Trustee under the Project Lease so long as the City has use and occupancy of the Leased Property. The Project Lease has a final termination date of [April 1], 20[], or upon early payment of all of the certificates of participation executed and delivered under the Trust Agreement, including the Certificates, unless extended upon an event of abatement. See “– Abatement of Base Rental Payments” below.

Pursuant to the Trust Agreement, the City will grant to the Trustee, for the benefit of the Owners, a first and exclusive lien on, and security interest in, its rights with respect to and its interest in and to all amounts on hand from time to time in the funds and accounts established under the Trust Agreement (excluding amounts on deposit in the Rebate Fund pursuant to the Trust Agreement) including all Base Rental payments received by the Trustee from the City pursuant to the Project Lease, and any additional property that may from time to time be subjected to the lien of the Trust Agreement by the City or anyone on its behalf, subject only to the provisions of the Trust Agreement, the Property Lease and the Project Lease. The City will pay to the Trustee the Base Rental payments to the extent required under the Project Lease, which Base Rental payments are designed to be sufficient, in both time and amount, to pay, when due, the scheduled principal and interest represented by the Certificates.

Parity Obligations

The Certificates are being delivered as Additional Certificates under the Trust Agreement and will be secured by Base Rental payments relating to the Leased Property on a parity basis with the Prior Parity Certificates described under “INTRODUCTION” and “CERTIFICATE PAYMENT SCHEDULE,” and any Additional Certificates that may hereafter be issued pursuant to the requirements set forth in the Trust Agreement and the Project Lease. As of [], 202[], the Prior Parity Certificates were outstanding in the aggregate principal amount of \$[].

As of the date hereof, the City has authorized the execution and delivery of Additional Certificates to be executed and delivered under the Trust Agreement to finance various projects of the City. Under these existing authorizations, \$[] remained unissued as of [], 202[], including \$[] of such existing authorization attributable to the authorization for the Certificates. See APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Capital Financing and Bonds – Board Authorized and Unissued Long-Term Certificates of Participation” for additional information on these authorizations. Any Additional Certificates to be issued under these authorizations will be secured by Base Rental payments relating to the Leased Property on a parity basis with the Certificates and the Prior Parity Certificates.

The City may decide not to execute and deliver all or a portion of the Additional Certificates remaining under these authorizations. The City may also authorize the execution and delivery of other Additional Certificates in the future.

The City may designate additional property as components of the Leased Property, or substitute other improved real property for all or part of the Leased Property, under the conditions set forth in the Project Lease. See “THE LEASED PROPERTY” herein and “– Substitution, Release, and Addition of Leased Property” below.

Covenant to Budget and Appropriate; Right to Re-Let

The City has covenanted in the Project Lease to take such action as may be necessary to include all Rental Payments in its annual budget and to make the necessary annual appropriations for such Rental Payments. The Project Lease provides that such covenants on the part of the City are deemed and construed to be ministerial duties imposed by law.

If the City breaches its covenant in the Project Lease to include all Rental Payments in the applicable annual budget and the City fails to remedy such breach with all reasonable dispatch within 60 days after written notice from the Trustee, or if such breach cannot be remedied within such 60-day period, the City fails to institute corrective action within such 60 day period and diligently pursue such action to completion, the Trustee may either re-let the Leased Property for the account of the City or may retain the Project Lease and hold the City liable for all Rental Payments on an annual basis. Notwithstanding any other provision of the Project Lease or the Trust Agreement, in no event will the Trustee have any right to accelerate the payment of any Base Rental under the Project Lease, and the remedy to re-let the Leased Property is subject to applicable laws regarding the use of the Leased Property, including but not limited to applicable laws relating to the use of property financed with general obligation bonds or federal or State grants. See “CERTAIN RISK FACTORS – Limited Recourse on Default; Re-letting of the Leased Property.”

The obligation of the City to make Rental Payments is an obligation payable from any legally available funds of the City. For a discussion of the budget and finances of the City, see APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – City Budget” and APPENDIX B: “ANNUAL COMPREHENSIVE FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE YEAR ENDED JUNE 30, 2024.” For a discussion of the City’s investment policy regarding pooled cash, see APPENDIX G: “CITY AND COUNTY OF SAN FRANCISCO OFFICE OF THE TREASURER INVESTMENT POLICY.”

Limited Obligation

The obligation of the City to make Base Rental or Additional Rental payments under the Project Lease does not constitute an obligation for which the City is obligated to levy or pledge any form of taxation or for which the City has levied or pledged any form of taxation. Neither the Certificates nor the obligation of the City to make Base Rental or Additional Rental payments constitutes an indebtedness of the City, the State or any of its political subdivisions within the meaning of any constitutional or statutory debt limitation or restriction. See “CERTAIN RISK FACTORS – Rental Payments Not a Debt of the City.”

Base Rental Payments; Additional Rental

Base Rental Payments. The City agrees in the Project Lease that it will make Base Rental payments to the Trustee from any legally available funds of the City. The Trustee is required by the Trust Agreement to deposit in the Base Rental Fund all Base Rental payments and certain other amounts received and required to be deposited therein, including investment earnings. The total Rental Payment due in any Fiscal Year will not be in excess of the total fair rental value of the Leased Property for such Fiscal Year. The Project Lease provides that the City’s obligation to make Rental Payments in the amount and on the terms and conditions specified in the Project Lease is absolute and unconditional without any right of set-off or counterclaim, and without abatement, subject only to the provisions of the Project Lease regarding rental abatement. See “– Abatement of Base Rental Payments” and “CERTAIN RISK FACTORS – Abatement.”

The Base Rental payments are payable by the City on [March] 25 and [September] 25 of each year during the term of the Project Lease, commencing with respect to the Certificates on [_____] 25, 202[], provided that any such payment will be for that portion of the applicable period that the City has use and occupancy of all or a portion of the Leased Property. In the event that during any such period the City does not have use and occupancy of all or a portion of the Leased Property due to material damage to, destruction of or

condemnation of the Leased Property or defects in the title to the Leased Property, Base Rental payments are subject to abatement. See “– Abatement of Base Rental Payments” and “CERTAIN RISK FACTORS – Abatement.” The obligation of the City to make Base Rental payments is payable solely from annual appropriations of the City from any legally available funds of the City. The City has covenanted in the Project Lease to take such action as may be necessary to include all Base Rental and Additional Rental due under the Project Lease in its annual budget and to make necessary annual appropriations for all such Base Rental and Additional Rental, subject to the abatement provisions under the Project Lease. See “– Covenant to Budget and Appropriate; Right to Re-Let” above.

Additional Rental. Additional Rental payments due from the City to the Trustee under the Project Lease include, among other things, all taxes and insurance premiums, all fees, costs and expenses of the Trustee in connection with the Trust Agreement not otherwise paid or provided for out of the proceeds of the sale of the Certificates, deposits required to be made to the Rebate Fund, if any, all other fees, costs and expenses of the Trustee incurred from time to time in administering the Project Lease and the Trust Agreement, and amounts required to replace, maintain and repair the Leased Property pursuant to the Project Lease.

Abatement of Base Rental Payments

Rental Payments will be subject to abatement during any period in which there is substantial interference with the right to the City’s use and occupancy of the Leased Property or any portion thereof, by reason of material damage, destruction or condemnation of the Leased Property or any portion thereof, or due to defects in title to the Leased Property, or any portion thereof, except to the extent of (i) available amounts held by the Trustee in the Base Rental Fund, (ii) amounts, if any, received in respect of rental interruption insurance, and (iii) amounts, if any, otherwise legally available to the City for Rental Payments or to the Trustee for payments in respect of the Certificates. The amount of annual rental abatement will be such that the resulting Rental Payments in any Project Lease Year during which such interference continues, excluding amounts described in clauses (i), (ii) and (iii) above, do not exceed the annual fair rental value of the portions of the Leased Property with respect to which there has not been substantial interference. Abatement will commence with such damage, destruction, condemnation or discovery of such title defect and end with the restoration of the Leased Property or portion thereof to tenantable condition or correction of the title defect, as applicable. In the event of abatement, the term of the Project Lease may be extended until all amounts due under the Project Lease and the Trust Agreement are fully paid, but in no event later than [_____] 1, 20[____]*. See “CERTAIN RISK FACTORS – Abatement.”

In order to mitigate the risk that an abatement event will cause a disruption in payment of Base Rental, the Project Lease requires the City to maintain rental interruption insurance with third party providers in an amount not less than the aggregate Base Rental payable by the City pursuant to the Property Lease for a period of at least 24 months (such amounts to be adjusted annually on or prior to October 1 of each year, to reflect the actual scheduled Base Rental payments due pursuant to the Project Lease for the next succeeding 24 months). Pursuant to the Project Lease, rental interruption insurance is required to insure only against loss of rental income from the Leased Property caused by fire, lightning, explosion, windstorm, hail, riot, civil commotion, vandalism, malicious mischief, aircraft, vehicle damage, smoke and such other hazards as are normally covered by the City’s all risk property insurance on the Leased Property. The City is not required to maintain earthquake or flood insurance (or rental interruption insurance relating to such coverage) under the Project Lease except as described under “– Insurance with Respect to the Leased Property” below, and the City does not currently have earthquake or flood insurance on the Leased Property. During any period of abatement with respect to all or any part of the Leased Property, the Trustee is required to use the proceeds of the rental interruption insurance to make payments of principal and interest represented by the Certificates and other certificates of participation executed and delivered under the Trust Agreement. The City is also required by the Project Lease to use insurance proceeds to replace or repair Leased Property destroyed or damaged to the

* Preliminary, subject to change.

extent that there is substantial interference with the City's use and occupancy thereof, or to prepay certificates of participation outstanding under the Trust Agreement such that resulting Rental Payments are sufficient to pay all amounts due under the Project Lease and the Trust Agreement with respect to such certificates of participation remaining Outstanding. See "-- Replacement, Maintenance and Repairs" below. In lieu of abatement of Rental Payments, the City in its sole discretion may elect, but is not obligated, to substitute property for the damaged, condemned or destroyed Leased Property, or portion thereof, pursuant to the substitution provisions of the Project Lease. See "-- Substitution, Release and Addition of Leased Property" below.

No Reserve Account for the Certificates

[No reserve account will be established for the Certificates.] The Trust Agreement allows a Reserve Account to be established for Additional Certificates.

The City has established a Reserve Account for the 2012A Certificates (the "2012A Reserve Account") and the 2021A Certificates (the "2021A Reserve Account"). Upon the prepayment of the 2012A Certificates using a portion of the proceeds of the Certificates, the 2012A Reserve Account will be terminated. Any amounts remaining in the 2012A Reserve Account will not be available for the payment of Base Rental payments due with respect to the Certificates. See "PLAN OF FINANCE" and "ESTIMATED SOURCES AND USES OF FUNDS." Amounts in the 2021A Reserve Account are not available for the payment of Base Rental payments due with respect to the Certificates. The Trust Agreement allows a Reserve Account to be established for Additional Certificates. See "-- Additional Certificates" below.

Replacement, Maintenance and Repairs

The Project Lease requires the City, at its own expense and as determined and specified by the Director of Real Estate of the City, to maintain or cause to be maintained the Leased Property in good order, condition and repair during the term of the Project Lease. The Trust Agreement requires that if the Leased Property or any portion thereof is damaged or destroyed or taken by eminent domain, the City must elect to either prepay the Certificates and the other certificates of participation executed and delivered under the Trust Agreement or replace or repair the affected portion of the Leased Property in accordance with the Project Lease, provided, however, that the City's obligation to repair or replace any portion of the Leased Property pursuant to the Project Lease will be subject to the availability of proceeds of insurance or condemnation for such purpose. Under the Project Lease, the City must replace any portion of the Leased Property that is destroyed or damaged or taken by eminent domain, to such an extent that there is substantial interference with its right to the use and occupancy of the Leased Property or any portion thereof that would result in an abatement of Rental Payments or any portion thereof pursuant to the Project Lease; provided, however, that the City is not required to repair or replace any such portion of the Leased Property if there is applied to the prepayment of Outstanding certificates of participation executed and delivered under the Trust Agreement, including the Certificates, insurance or condemnation proceeds or other legally available funds are sufficient to prepay: (i) all Outstanding certificates of participation executed and delivered under the Trust Agreement, including the Certificates, and to pay all other amounts due under the Project Lease and under the Trust Agreement or (ii) any portion of the Certificates and other certificates of participation executed and delivered under the Trust Agreement such that the resulting Rental Payments payable in any Project Lease Year following such partial prepayment are sufficient to pay in the then current and any future Project Lease Year the principal and interest evidenced and represented by all certificates of participation to remain Outstanding under the Trust Agreement, including the Certificates, and all other amounts due under the Project Lease and under the Trust Agreement to the extent they are due and payable in such Project Lease Year. See APPENDIX C: "SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS -- The Project Lease."

Insurance with Respect to the Leased Property

The Project Lease requires the City to maintain or cause to be maintained throughout the term of the Project Lease: (i) general liability insurance against damages occasioned by reason of the construction of improvements to or operation of the Leased Property with minimum coverage limits of \$5,000,000 combined single limit for bodily and personal injury and property damage per occurrence, which general liability insurance may be maintained as part of or in conjunction with excess coverage or any other liability insurance coverage carried by the City; (ii) all risk property insurance on all structures constituting any part of the Leased Property in an amount equal to the Outstanding principal amount of certificates of participation executed and delivered under the Trust Agreement, including the Certificates (to the extent commercially available), with such insurance covering, as nearly as practicable, loss or damage by fire, lightning, explosion, windstorm, hail, riot, civil commotion, vandalism, malicious mischief, aircraft, vehicle damage, smoke and such other hazards as are normally covered by such insurance; (iii) to the extent commercially available, earthquake insurance in an amount equal to the lesser of the Outstanding principal amount of the certificates of participation executed and delivered under the Trust Agreement, including the Certificates; provided that no such earthquake insurance is required if the Risk Manager files a written recommendation annually with the Trustee that such insurance is not obtainable in reasonable amounts at reasonable cost on the open market from reputable insurance companies; (iv) boiler and machinery insurance, comprehensive form, insuring against accidents to pressure vessels and mechanical and electrical equipment, with a property damage limit not less than \$5,000,000 per accident; and (v) rental interruption insurance in an amount not less than the aggregate Base Rental payable by the City pursuant to the Project Lease for a period of at least 24 months (such amount may be adjusted annually on or prior to October 1 of each year, to reflect the actual scheduled Base Rental payments due under the Project Lease for the next succeeding 24 months) to insure against loss of rental income from the Leased Property caused by perils covered by the insurance described in (ii) and (iii) above (such insurance shall not be subject to any deductible). All policies of insurance required under the Project Lease may provide for a deductible amount that is commercially reasonable as determined by the City Risk Manager.

The City is also required under the Project Lease to deliver to the Trustee, on the date of execution and delivery of the Certificates, evidence of the commitment of a title insurance company to issue a CLTA or ALTA policy of title insurance (with no survey required) which policy, when combined with the policy or policies of title insurance issued in connection with the execution and delivery of the Prior Parity Certificates, shall be in an aggregate amount at least equal to the initial aggregate principal amount of the Certificates and the then-outstanding aggregate principal amounts of the Prior Parity Certificates, inclusive, showing a leasehold interest in the Leased Property in the name of the Trustee and naming the insured parties as the City and the Trustee, for the benefit of the Owners of the Certificates and such outstanding Prior Parity Certificates. See APPENDIX C: "SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Project Lease – Insurance," "[nTH] Supplement to Project Lease" and "[nTH] Supplement to Project Lease."

[The City is not required to maintain earthquake or flood insurance (or rental interruption insurance relating to such coverage) under the Project Lease except as provided above, and the City does not currently have earthquake or flood insurance on the Leased Property or any portion thereof.]

THE CITY MAY SELF-INSURE AGAINST ANY OF THE RISKS REQUIRED TO BE INSURED AGAINST IN THE LEASE, EXCEPT FOR RENTAL INTERRUPTION INSURANCE AND TITLE INSURANCE. The City may self-insure for all exposures for which the Project Lease permits self-insurance.

Eminent Domain

If the Leased Property, or so much thereof as to render the remainder of the Leased Property unusable for the City's purposes under the Project Lease, is taken under the power of eminent domain, the Project Lease will terminate as of the later of the day possession is taken and the date of entry of the interlocutory judgment

and in either case, after payment of any Additional Rental owed under the Project Lease. Notwithstanding the foregoing, the City may, at its option, but is not obligated to, apply the proceeds relating to the condemnation to the replacement of the condemned Leased Property, and in the event there has been an abatement of Rental Payments pursuant to the Project Lease, then Rental Payments will again begin to accrue with respect thereto upon replacement of the Leased Property. If less than a substantial portion of the Leased Property is taken under the power of eminent domain and the remainder is useable for the City's purposes, the Project Lease will continue in full force and effect as to the remaining portions of the Leased Property, subject only to the rental abatement provisions of the Project Lease.

The City will, within 90 days of the conclusion of the eminent domain proceeding, notify the Trustee in writing of whether the Leased Property will be replaced or the Certificates, and other certificates of participation issued pursuant to the Trust Agreement and then Outstanding, will be prepaid in part. The proceedings of any condemnation award will as soon as possible be deposited with the Trustee and, to the extent necessary, will be applied to prepay Certificates and such other Outstanding certificates of participation or applied to the cost of replacement of the Leased Property. See APPENDIX C: "SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – Trust Agreement – Eminent Domain" and "– The Project Lease – Eminent Domain."

Substitution, Release, and Addition of Leased Property

If no Event of Default has occurred and is continuing under the Project Lease, the Project Lease may be modified or amended at any time, and the Trustee may consent thereto without the consent of the Owners, if such amendment is to modify or amend the description of the Leased Property or to release from the Project Lease any portion of the Leased Property, or to add other property and improvements to the Leased Property or substitute other property and improvements for the Leased Property, upon satisfaction of the conditions to such amendment and substitution in the Project Lease. See "THE LEASED PROPERTY" and APPENDIX C: "SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Project Lease – Addition, Release and Substitution."

Additional Certificates

As described in "– Parity Obligations" above, the City has authorized the execution and delivery of Additional Certificates to be executed and delivered under the Trust Agreement to finance various projects of the City in a total aggregate principal amount of up to \$[_____]. Under these existing authorizations, \$[_____] remained unissued as of [____], 202[], including \$[_____] of such existing authorization attributable to the authorization for the Certificates. The City may decide not to execute and deliver the Additional Certificates remaining under these authorizations. The City may also authorize the execution and delivery of other Additional Certificates in the future.

In addition, the City may from time to time amend the Trust Agreement and the Project Lease to authorize one or more series of Additional Certificates secured by Base Rental payments under the Project Lease on a parity basis with the Outstanding Certificates and Prior Parity Certificates, provided that, among other requirements, the Base Rental payable under the Project Lease, as amended, is sufficient to pay all principal of and interest with respect to the Outstanding Certificates, the Outstanding Prior Parity Certificates and such Additional Certificates, and that the Base Rental thereunder is not in excess of the fair rental value of the Leased Property in each Project Lease Year. See APPENDIX C: "SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Project Lease – Rental Payments." The City may designate additional property as Leased Property, or substitute other improved real property for all or part of the Leased Property, under the conditions set forth in the Project Lease. See "THE LEASED PROPERTY" herein.

CERTAIN RISK FACTORS

The following risk factors should be considered, along with all other information in this Official Statement, by potential investors in evaluating the risks inherent in the purchase of the Certificates. The following discussion is not meant to be a comprehensive or definitive list of the risks associated with an investment in the Certificates. The order in which this information is presented does not necessarily reflect the relative importance of the various issues. Any one or more of the risk factors discussed below, among others, could lead to a decrease in the market value and/or in the liquidity of the Certificates. There can be no assurance that other risk factors not discussed herein will not become material in the future.

New information about the City's finances and operations and events impacting the City, both expected and unexpected, is frequently available throughout the year and the City cannot predict with certainty the timing or ultimate outcome of such matters or the impact of such matters on the City's finances. Such information and events expected in the coming weeks include, but are not limited to, [____], which is expected in [____], 202[]. See "City Long-Term Financial Challenges," below, and see APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES" attached hereto.

Rental Payments Not a Debt of the City

The obligation of the City to make Base Rental or Additional Rental payments does not constitute an obligation of the City to levy or pledge any form of taxation or for which the City has levied or pledged any form of taxation. The obligation of the City to make Base Rental or Additional Rental payments does not constitute an indebtedness of the City, the State or any of its political subdivisions within the meaning of any constitutional or statutory debt limitation or restriction.

The Certificates will represent and will be payable solely from Base Rental payments made by the City pursuant to the Project Lease and amounts held in the Base Rental Fund to be established pursuant to the Trust Agreement, subject to the provisions of the Trust Agreement permitting the application of such amounts for the purposes and on the terms and conditions set forth therein. The City will be obligated to make Rental Payments subject to the terms of the Project Lease, and neither the City nor any of its officers will incur any liability or any other obligation with respect to the delivery of the Certificates.

City Long-Term Financial Challenges

[Discussion to be updated]

The following discussion highlights certain challenges facing the City and is not meant to be an exhaustive discussion of challenges facing the City (see, for example, "– Seismic Risks" and "– Climate Change, Risk of Sea Level Rise and Flooding Damage" below). See also APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES" attached hereto.

[The City continues to face material financial challenges, including actual and projected revenue losses, resulting from a variety of factors, including continuing remote work by a significant portion of the workforce (which has led to vacancies and declining property taxes for certain office buildings, lower real estate property transfer taxes, and reductions in taxes based on employees physically located in the City), continued weakness in the local hospitality and convention industries (resulting in declines in hotel and sales taxes from pre-pandemic levels), reduced funding to the City in State budgets, potential losses from litigation challenging the City's business taxes, uncertainty about receipt of outstanding FEMA reimbursements and general economic conditions. The City has experienced the largest increase in office vacancy among major urban office markets in the United States, from 5.6% in the fourth quarter of 2019 to 34.5% in the third quarter of 2024. As further described in Appendix A hereto, the conditions discussed above have contributed to projected budget deficits (absent corrective actions) in the hundreds of millions of dollars in future fiscal years, rising to approximately \$1.47 billion in fiscal year 2029-30.]

[In December 2024, the Mayor’s Office issued budget instructions (the “FY26 Mayor’s Budget Instructions”), which contained a preview summary of the findings in the December 2024 Five-Year Plan (as defined and described below), including the projected deficits described therein. The FY26 Mayor’s Budget Instructions noted that, since the COVID pandemic, the City has relied heavily on one-time sources to balance recent budgets. These one-time sources include federal disaster relief, and use of General Fund reserves and fund balance. The FY26 Mayor’s Budget Instructions noted that there is significant uncertainty with respect to receiving outstanding FEMA reimbursements. These one-time sources are expected to be depleted by the end of fiscal year 2027-28. The FY26 Mayor’s Budget Instructions also identify particular risks including revenue losses to the City which may result from State financial difficulties, federal policies implemented by the incoming federal administration, and declining property values resulting from assessment appeals. In addition business tax appeals threaten over \$400 million in business tax revenue. The FY26 Mayor’s Budget Instructions also noted that health care costs escalation has increased, office vacancies remain elevated, and the hospitality industry recovery is slowing. As a result of the foregoing, the FY26 Mayor’s Budget Instructions to departments direct ongoing, permanent spending reductions to the General Fund of 15% starting in fiscal year 2025-26, a re-examination of all contractual services and non-personnel expenditures, elimination of positions that are currently vacant, the consideration of future hiring freezes, and cessation of overnight and air travel for City employees. See Appendix A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Periodic Financial Reporting; Recent Reports” and “ – City Budget – December 2024 Five-Year Plan and FY26 Mayor’s Budget Instructions.”]

[On December 18, 2024, the Mayor’s Office, Controller’s Office and Board of Supervisors Budget and Legislative Analyst’s Office issued the “Proposed Five-Year Financial Plan Fiscal Years 2025-26 through 2029-30” (the “December 2024 Five-Year Plan”). The City anticipates significant budget deficits in each of the next five years without proactive measures taken to address the imbalance between revenues and expenditures. The December 2024 Five-Year Plan projects that, over the next five years, the City’s revenue outlook will improve, supported by recent changes in San Francisco’s tax structure and modest economic growth. However, this improvement will be tempered by post-pandemic economic realities and the depletion of one-time funding sources. At the same time, the cost of City services is projected to grow significantly, surpassing revenue growth each year of the five-year period. The December 2024 Five-Year Plan states that City must develop and implement strategies to bridge the gap between projected revenues and expenditures, and that these strategies must be incorporated into the fiscal year 2025-26 and 2026-27 two-year budget and extended across the five-year period reflected in the December 2024 Five-Year Plan. The December 2024 Five-Year Plan notes that, unlike the significant budget shortfalls that followed the 2001 and 2008 recessions, the current outlook highlights longer-term structural challenges, even without the occurrence of another recession. See APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Periodic Financial Reporting; Recent Reports” and “ – City Budget – December 2024 Five-Year Plan and FY26 Mayor’s Budget Instructions.”]

Significant capital investments are proposed in the City’s most recently adopted 10-year capital plan for fiscal years 2024-2033, which sets forth approximately \$41.4 billion of capital needs for all City departments. However, identified funding resources are below those necessary to maintain and enhance the City’s physical infrastructure. As a result, over \$6.7 billion in capital needs, including enhancements, are deferred from the capital plan’s 10-year horizon.]

In addition, the City faces long-term challenges with respect to the management of pension and post-employment retirement obligations. The City has taken major steps to address long-term unfunded liabilities for employee pension and other post-employment benefits, including retiree health obligations, yet significant liabilities remain. In recent years, the City and voters have adopted changes that should mitigate these unfunded liabilities over time, including adoption of lower-cost benefit tiers, increases to employee and employer contribution requirements, and establishment of a trust fund to set-aside funding for future retiree health costs. The financial benefit from these changes will phase in over time, however, leaving ongoing financial challenges for the City in the shorter term. Further, the size of these liabilities is based on a number of assumptions, including but not limited to assumed investment returns and actuarial assumptions. It is possible

that actual results will differ materially from current assumptions, and such changes in investment returns or other actuarial assumptions could increase budgetary pressures on the City.

Further, while the City has adopted a number of measures to better position its operating budget for future economic downturns, these measures may not be sufficient. See APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – City Budget” and “ – Budgetary Risks.”

There is no assurance that other challenges not discussed in this Official Statement may not become material to investors in the future. For more information, see APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES” and in APPENDIX B: “ANNUAL COMPREHENSIVE FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE FISCAL YEAR ENDED JUNE 30, 2024.”

Additional Obligations

The City may from time to time amend the Trust Agreement and the Project Lease to authorize one or more series of Additional Certificates secured by Base Rental payments under the Project Lease on a parity basis with the Outstanding Certificates and Prior Parity Certificates. See APPENDIX C: “SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Project Lease” and “ – Trust Agreement.”

In addition, subject to certain City Charter restrictions, the City may incur other obligations, which may constitute additional charges against its revenues, without the consent of the Owners of the Certificates. To the extent that the City incurs additional obligations, the funds available to make payments of Base Rental may be decreased. The City is currently liable for other obligations payable from its general revenues. See APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Capital Financing and Bonds.” See also APPENDIX B: “ANNUAL COMPREHENSIVE FINANCIAL REPORT OF THE CITY AND COUNTY OF SAN FRANCISCO FOR THE FISCAL YEAR ENDED JUNE 30, 2024.”

Abatement

The obligation of the City under the Project Lease to make Base Rental payments is in consideration for the use and right of occupancy of the Leased Property. Under certain circumstances, the City’s obligation to make Base Rental payments and Additional Rental payments will be abated during any period in which there is substantial interference with the right to the use and occupancy of the Leased Property or any portion thereof by the City, by reason of material damage, destruction or condemnation of the Leased Property or any portion thereof, or due to defects in title to the Leased Property, or any portion thereof. See “SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES – Abatement of Base Rental Payments.”

Under the Project Lease, in the case of abatement relating to the Leased Property, the amount of annual rental abatement would be such that the resulting Rental Payments in any Project Lease Year during which such interference continues do not exceed the annual fair rental value of the portions of the Leased Property with respect to which there has not been substantial interference, as evidenced by a certificate of a City Representative. Such abatement would continue for the period commencing with the date of such damage, destruction, condemnation or discovery of such title defect and ending with the restoration of the Leased Property or portion thereof to tenantable condition or correction of the title defect; and the term of the Project Lease will be extended by the period during which the rental is abated under the Project Lease, except that such extension will in no event extend beyond [_____] 1, 20[____]*. Proceeds of rental interruption insurance may be used by the Trustee to make payments with respect to the Certificates in the event Base Rental payments received by the Trustee are insufficient to pay principal or interest represented by the Certificates as

* Preliminary, subject to change.

such amounts become due. See “SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES – Insurance with Respect to the Leased Property” and “– Replacement, Maintenance and Repairs” for additional provisions governing damage to the Leased Property.

It is not possible to predict the circumstances under which such an abatement of Base Rental Payments may occur. In addition, there is no statute, case or other law specifying how such an abatement of rental should be measured. For example, it is not clear whether fair rental value is established as of commencement of the Project Lease or at the time of the abatement. If the latter, it may be that the value of the Leased Property is substantially higher or lower than its value at the time of execution and delivery of the Certificates. Abatement, therefore, could have an uncertain and material adverse effect on the security for and payment of the Certificates.

If damage, destruction, condemnation or title defect with respect to the Leased Property or any portion thereof results in abatement of Base Rental payments and the resulting Base Rental payments, and any available insurance proceeds, are insufficient to make all payments with respect to the Certificates during the period that the Leased Property, or portion thereof, is being restored, then all or a portion of such payments may not be made and no remedy is available to the Trustee or the Owners under the Project Lease or Trust Agreement for nonpayment under such circumstances. Failure to pay principal of, premium, if any, or interest with respect to the Certificates as a result of abatement of the City’s obligation to make Rental Payments under the Project Lease is not an event of default under the Trust Agreement or the Project Lease.

Notwithstanding the provisions of the Project Lease and the Trust Agreement specifying the extent of abatement in the event of the City’s failure to have use and possession of the Leased Property, such provisions may be superseded by operation of law, and, in such event, the resulting Base Rental payments of the City may not be sufficient to pay all of that portion of the remaining principal and interest with respect to the Certificates.

In March 2022, the City had a series of disputes with the Centers for Medicare and Medicaid Services (“CMS”), an agency within the federal Department of Health & Human Services, over conditions at Laguna Honda Hospital which potentially put federal funding at risk. In May 2023, the City, CMS, and the California Department of Public Health (“CDPH”) reached an agreement in principle to settle ongoing administrative proceedings and federal court litigation. This settlement allowed Laguna Honda Hospital to continue to receive Medicare and Medicaid payments while addressing the quality improvements needed to ensure resident health and safety. The CDPH and the State’s Department of Health Care Services approved Laguna Honda Hospital’s recertification for Medicaid in August 2023 and CMS approved Laguna Honda Hospital’s recertification for Medicare in June 2024. Laguna Honda Hospital is now fully recertified and will continue to receive Medicare and Medicaid payment. Laguna Honda Hospital will continue to be reviewed for compliance with conditions of participation in Medicare and Medicaid programs as is normal for facilities regulated by CMS and CDPH. See “CERTAIN RISK FACTORS – Abatement” and APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Budgetary Risks – Laguna Honda Hospital Medicaid and Medicare Recertification.”

Any loss of reimbursements from CMS would have had a material adverse impact on Laguna Honda Hospital’s finances and operations. However, such loss of reimbursements would not have revoked Laguna Honda Hospital’s license from CDPH to operate as a hospital, nor would it have interfered with the City’s right to use and occupy Laguna Honda Hospital, including the Laguna Honda Hospital Portion of the Leased Property. As such, the City believes that had CMS terminated its contract with the City, such termination would not have caused the abatement of Base Rental payments as described in this section. See “CERTAIN RISK FACTORS – Abatement” and APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Budgetary Risks – Laguna Honda Hospital Medicaid and Medicare Recertification.”

Limited Recourse on Default; Re-letting of the Leased Property

The Project Lease and the Trust Agreement provide that, if there is a default by the City, the Trustee may, subject to applicable laws regarding use of such property, take possession of and re-let the Leased Property for the account of the City. The Leased Property is unique, and re-letting any component thereof might prove to be difficult or impossible. The remedy to re-let the Leased Property is subject to applicable laws regarding the use of the Leased Property, including but not limited to applicable laws relating to the use of property financed with general obligation bonds or federal or State grants. Portions of Laguna Honda Hospital have been improved with the proceeds of voter-approved general obligation bonds, and it is unclear whether any re-letting would be permitted to result in use of the Laguna Honda Hospital Portion of the Leased Property that is inconsistent with the public hospital purposes for which those bonds were approved. Further, certain improvements to Laguna Honda Hospital were funded by federal fund grants, which might impact the remedy of re-letting, as further described below. See “SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES – Covenant to Budget and Appropriate; Right to Re-Let.” The amounts received from any such re-letting may be insufficient to pay the scheduled principal and interest represented by the Certificates when due. In addition, the Trust Agreement provides that no remedies such as re-letting may be exercised so as to cause the interest with respect to the Certificates to be includable in gross income for federal income tax purposes or subject to State personal income taxes. The enforcement of any remedies provided for in the Project Lease and in the Trust Agreement could prove to be both expensive and time consuming.

The Project Lease provides that any remedies on default will be exercised by the Trustee. Upon the occurrence and continuance of the City’s failure to deposit with the Trustee any Base Rental and/or Additional Rental payments when due, or if the City breaches any other terms, covenants or conditions contained in the Project Lease, the Property Lease or in the Trust Agreement (and does not remedy such breach with all reasonable dispatch within 60 days after notice thereof or, if such breach cannot be remedied within such 60-day period, the City fails to take corrective action within such 60-day period and diligently pursue the same to completion), the Trustee may proceed (and, upon written request of the Owners of not less than a majority in aggregate principal amount of Certificates then outstanding, shall proceed), without any further notice: (i) to re-enter the Leased Property and eject all parties in possession therefrom and, without terminating the Project Lease, re-let the Leased Property as the agent and for the account of the City upon such terms and conditions as the Trustee may deem advisable, or (ii) in lieu of the above, so long as the Trustee does not terminate the Project Lease or the City’s possession of the Leased Property, to enforce all of its rights and remedies under the Project Lease, including the right to recover Base Rental payments as they become due by pursuing any remedy available in law or in equity.

The construction and renovation of Laguna Honda Hospital was financed, in part, by federal grant funds awarded by the U.S. Department of Health and Human Services, pursuant to the Public Health Service Act. As a result of such funding, Laguna Honda Hospital is subject to the recovery provisions of the Public Health Service Act, which may limit the remedy of re-letting the Laguna Honda Hospital Portion of the Leased Property under the Project Lease.

Enforcement of Remedies

The enforcement of any remedies provided in the Project Lease and the Trust Agreement could prove both expensive and time consuming. The rights and remedies provided in the Project Lease and the Trust Agreement may be limited by and are subject to the limitations on legal remedies against cities and counties in the State, including State constitutional limits on expenditures and limitations on the enforcement of judgments against funds needed to serve the public welfare and interest; by federal bankruptcy laws, as now or hereafter enacted; applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditors’ rights generally, now or hereafter in effect; equity principles which may limit the specific enforcement under State law of certain remedies; the exercise by the United States of America of the powers delegated to it by the Constitution; the reasonable and necessary exercise, in certain exceptional situations, of the police powers inherent in the sovereignty of the State and its governmental bodies in the

interest of serving a significant and legitimate public purpose, and the limitations on remedies against municipal corporations in the State. Bankruptcy proceedings, or the exercise of powers by the federal or State government, if initiated, could subject the Owners of the Certificates to judicial discretion and interpretation of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation, or modification of their rights.

The legal opinions to be delivered concurrently with the delivery of the Certificates will be qualified, as to the enforceability of the Certificates, the Trust Agreement, the Project Lease and other related documents, by bankruptcy, insolvency, reorganization, moratorium, arrangement, fraudulent conveyance and other laws relating to or affecting creditors' rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases, and to the limitations on legal remedies against charter cities and counties in the State. See “– Bankruptcy” and APPENDIX F: “PROPOSED FORM OF CO-SPECIAL COUNSEL OPINION” herein.

No Acceleration on Default

In the event of a default, there is no remedy of acceleration of any Base Rental payments under the Project Lease. Certificate owners would have to sue for payment of unpaid Base Rental in each rental period as and when it becomes due. Any suit for money damages would be subject to the legal limitations on remedies against cities and counties in the State, including a limitation on enforcement of judgments against funds needed to serve the public welfare and interest.

Release and Substitution of the Leased Property

The Project Lease permits the release of portions of the Leased Property or the substitution of other real property for all or a portion of the Leased Property. See APPENDIX C: “SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS – The Project Lease – Addition, Release and Substitution.” Although the Project Lease requires that the Leased Property, after such substitution, have an annual fair rental value at least equal to the maximum annual amount of the Base Rental payments becoming due in the then-current Project Lease Year or in any subsequent Project Lease Year, it does not require that such substitute property have an annual fair rental value equal to the total annual fair rental value at the time of replacement of the Leased Property or portion thereof being replaced. In addition, such replacement property could be located anywhere within or outside the City's boundaries. Therefore, release or substitution of all or a portion of the Leased Property could have an adverse effect on the security for the Certificates, if, for example, the substituted property is subject to certain restrictions on re-letting. Neither the Certificates nor the Base Rental payments are secured by any mortgage or deed of trust on the Leased Property or any portion thereof.

Bankruptcy

In addition to the limitations on remedies contained in the Trust Agreement and the Project Lease, the rights and remedies in the Trust Agreement and the Project Lease may be limited and are subject to the provisions of federal bankruptcy laws, as now or hereafter enacted, and to other laws or equitable principles that may affect the enforcement of creditors' rights. The legal opinions to be delivered concurrently with the delivery of the Certificates will be qualified, as to the enforceability of the Certificates, the Trust Agreement, the Project Lease and other related documents, by bankruptcy, insolvency, reorganization, moratorium, arrangement, fraudulent conveyance and other laws relating to or affecting creditors' rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases, and to the limitations on legal remedies against charter cities and counties and non-profit public benefit corporations in the State. See “– Enforcement of Remedies” herein.

The City is authorized under California law to file for bankruptcy protection under Chapter 9 of the United States Bankruptcy Code (Title 11, United States Code), as amended (the “Bankruptcy Code”), which governs the bankruptcy proceedings for public agencies such as the City. Third parties, however, cannot bring

involuntary bankruptcy proceedings against the City. If the City were to file a petition under Chapter 9 of the Bankruptcy Code, the rights of the Owners of the Certificates may be materially and adversely affected as follows: (i) the application of the automatic stay provisions of the Bankruptcy Code, which, until relief is granted, would prevent collection of payments from the City or the commencement of any judicial or other action for the purpose of recovering or collecting a claim against the City and could prevent the Trustee from making payments from funds in its possession; (ii) the avoidance of preferential transfers occurring during the relevant period prior to the filing of a bankruptcy petition; (iii) the existence of unsecured or secured debt which may have a priority of payment superior to that of Owners of the Certificates; and (iv) the possibility of the adoption of a plan (an “Adjustment Plan”) for the adjustment of the City’s various obligations over the objections of the Trustee or all of the Owners of the Certificates and without their consent, which Adjustment Plan may restructure, delay, compromise or reduce the amount of any claim of the Owners of the Certificates if the Bankruptcy Court finds that such Adjustment Plan is “fair and equitable” and in the best interests of creditors. The Adjustment Plans approved by the Bankruptcy Courts in connection with the bankruptcies of the cities of Vallejo, San Bernardino and Stockton resulted in significant reductions in the amounts payable by the cities under lease revenue obligations that were substantially identical or similar to the Certificates. The City can provide no assurances about the outcome of the bankruptcy cases of other California municipalities or the nature of any Adjustment Plan if it were to file for bankruptcy.

In addition, if the Project Lease were determined to constitute a “true lease” by the bankruptcy court (rather than a financing lease providing for the extension of credit), the City could choose to reject the Project Lease despite any provision therein that makes the bankruptcy or insolvency of the City an event of default thereunder. If the City rejects the Project Lease, the Trustee, on behalf of the Owners of the Certificates, would have a pre-petition unsecured claim that may be substantially limited in amount, and this claim would be treated in such a manner under an Adjustment Plan over the objections of the Trustee or Owners of the Certificates. Moreover, such rejection would terminate the Project Lease and the City’s obligations to make payments thereunder. The City may also be permitted to assign the Project Lease (or the Property Lease) to a third party, regardless of the terms of the transaction documents. In any event, the mere filing by the City for bankruptcy protection likely would have a material adverse effect on the marketability and market price of the Certificates.

Seismic Risks

General. The City is located in a seismically active region. An earthquake could damage the Leased Property and/or negatively impact the finances and operations of the City. The obligation of the City to make payments of Base Rental may be abated, in whole or in part, if the Leased Property or any improvements thereon are damaged or destroyed by natural hazards such as earthquake or flood. The City is not obligated under the Project Lease to maintain earthquake or flood insurance except as described under “SECURITY AND SOURCE OF PAYMENT FOR THE CERTIFICATES – Insurance with Respect to the Leased Property,” and the City does not currently have earthquake or flood insurance on the Leased Property. There can be no assurance that the Leased Property would not be damaged in whole or in part by seismic activity.

Active earthquake faults underlie both the City and the surrounding Bay Area, including the San Andreas Fault, which passes within about three miles of the City’s border, and the Hayward Fault, which runs under Oakland, Berkeley and other cities on the east side of San Francisco Bay, about 10 miles away, as well as a number of other significant faults in the region. Significant seismic events include the 1989 Loma Prieta earthquake, centered about 60 miles south of the City, which registered 6.9 on the Richter scale of earthquake intensity. That earthquake caused fires, building collapses, and structural damage to buildings and highways in the City and surrounding areas. The San Francisco-Oakland Bay Bridge, the only east-west vehicle access into the City, was closed for a month for repairs, and several highways in the City were permanently closed and eventually removed. On August 24, 2014, the San Francisco Bay Area experienced a 6.0 earthquake centered near Napa along the West Napa Fault. The City did not suffer any material damage as a result of this earthquake.

California Earthquake Probabilities Study. In March 2015, the Working Group on California Earthquake Probabilities (a collaborative effort of the U.S. Geological Survey (U.S.G.S.), the California Geological Survey, and the Southern California Earthquake Center) reported that there is a 72% chance that one or more earthquakes of magnitude 6.7 (the magnitude of the 1994 Northridge earthquake) or larger will occur in the San Francisco Bay Area before the year 2045. In addition, the U.S.G.S. released a report in April 2017 entitled “The HayWired Earthquake Scenario,” which estimated that property damage and direct business disruption losses from a magnitude 7.0 earthquake on the Hayward Fault would be more than \$82 billion (in 2016 dollars). Most of the losses are expected to be attributable to shaking damage, liquefaction, and landslides (in that order). Eighty percent of shaking damage is expected to be caused by the magnitude 7.0 mainshock, with the rest of the damage resulting from aftershocks occurring over a 2-year period thereafter. Such earthquakes could be very destructive. In addition to the potential damage to City-owned buildings and facilities (on which the City does not generally carry earthquake insurance), due to the importance of San Francisco as a tourist destination and regional hub of commercial, retail and entertainment activity, a major earthquake anywhere in the Bay Area may cause significant temporary and possibly long-term harm to the City’s economy, tax receipts, infrastructure and residential and business real property values.

Earthquake Safety Implementation Program (“ESIP”). The ESIP began in early 2012, evolving out of the key recommendations of the Community Action Plan for Seismic Safety (“CAPSS”), a 10-year-long study evaluating the seismic vulnerabilities the City faces. The CAPSS Study prepared by the Applied Technology Council looked at the impact of earthquakes to all of San Francisco’s buildings and recommended a 30-year plan for action. As a result of this plan, the City mandated the retrofit of nearly 5,000 soft-story buildings (i.e., generally, structures with structural weakness due to large openings in their perimeter walls and due to a lack of interior partition walls at the ground level) housing over 111,000 residents by September 2021. [As of January 31, 2025, 94% of these soft-story buildings have been brought into compliance.] *[To be updated]* Currently, the City is implementing a façade ordinance requiring owners of 5-story or higher buildings to submit inspection reports every 10 years. The first set of inspections focus on pre-1910 buildings. Inspection reports for more recent buildings will be phased in over the next four years. Future tasks will address the seismic vulnerability of older nonductile concrete and concrete tilt-up buildings, which are at high risk of severe damage or collapse in an earthquake. This retrofit program is currently in development.

Vulnerability Study of the Northern Waterfront Seawall. In early 2016, the Port Commission of the City (the “Port Commission”) commissioned an earthquake vulnerability study of the Northern Waterfront Seawall. The three-mile Seawall was constructed over 100 years ago and sits on reclaimed land, rendering it vulnerable to seismic risk. The Seawall provides flood and wave protection to downtown San Francisco, and stabilizes hundreds of acres of filled land. Preliminary findings of the study indicates that a strong earthquake may cause most of the Seawall to settle and move outward toward the Bay, which would significantly increase earthquake damage and disruption along the waterfront. The Port Commission estimated that seismic retrofitting of the Seawall could cost as much as \$3 billion, with another \$2 billion or more needed to prepare the Seawall for rising sea levels. The study estimated that approximately \$1.6 billion in Port assets and \$2.1 billion of rents, business income, and wages are at risk from major damage to the Seawall. Additionally, the Port Commission, together with the U.S. Army Corps of Engineers, have developed a draft plan to fortify the Port’s Seawall from sea level rise, which estimates the total cost of that project at \$13.5 billion. See “– Climate Change, Risk of Sea Level Rise and Flooding Damage” below. See also APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Capital Financing and Bonds – Authorized but Unissued City GO Bonds.”

Tall Buildings Safety Strategy Report and Executive Directive. The City commissioned a first in the nation “Tall Buildings Study” by the Applied Technology Council to consider the impact of earthquakes on buildings taller than 240 feet. The final report following the study, released in January 2019, evaluated best practices for geotechnical engineering, seismic risks, standards for post-earthquake structural evaluations, barriers to re-occupancy, and costs and benefits of higher performance goals for new construction. The study estimates that for a tall building designed to current seismic standards, it might take two to six months to mobilize for and repair damage from a major earthquake, depending on the building location, geologic

conditions, and the structural and foundation systems. The report identified and summarized sixteen recommendations for reducing seismic risk prior to earthquakes for new and existing buildings, reducing seismic risk following earthquakes, and improving the City’s understanding of its tall building seismic risk.

On January 24, 2019, then-Mayor London N. Breed issued an executive directive instructing City departments to work with community stakeholders, develop regulations to address geotechnical and engineering issues, clarify emergency response and safety inspection roles, and establish a Disaster Recovery Task Force for citywide recovery planning, including a comprehensive recovery plan for the financial district and surrounding neighborhoods. In November 2019, an exercise was conducted to test post-earthquake building safety inspection protocol and logistics. The City was the first jurisdiction to test this Statewide program. In consultation with the Structural Engineers Association of Northern California, Administrative Bulletin AB-111 – “Guidelines for Preparation of Geotechnical and Earthquake Ground Motion Reports for Foundation Design and Construction of Tall Buildings” was adopted on June 15, 2020, which presented requirements and guidelines for developing geotechnical site investigations and preparing geotechnical reports for the foundation design and construction of tall buildings in the City.

The City obtains and maintains commercial insurance only in certain limited circumstances, including when required by bond or lease financing transactions and for other limited purposes. The City does not maintain commercial earthquake coverage, with certain minor exceptions. See APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Legal Matters and Risk Management.”

SB 1953 Compliance. Senate Bill 1953 (“SB 1953”) is an amendment to the 1973 Hospital Facilities Seismic Safety Act (“HFSSA”) that requires all acute care hospitals in California, including Laguna Honda Hospital, to comply with certain seismic safety standards within a certain time frame. SB 1953 generally requires that by 2020, all hospital buildings must remain standing during a major earthquake so that patients can be evacuated safely, and by 2030, all hospital buildings must remain standing and functioning during a major earthquake. The City deems the Leased Property consisting of Laguna Honda Hospital compliant with SB 1953. See “THE LEASED PROPERTY” above.

Climate Change, Risk of Sea Level Rise and Flooding Damage

Numerous scientific studies on global climate change show that, among other effects on the global ecosystem, sea levels will rise, extreme temperatures will become more common, and extreme weather events will become more frequent as a result of increasing global temperatures attributable to atmospheric pollution.

The *Fifth National Climate Assessment*, published by the U.S. Global Change Research Program in November 2023 (“NCA5”), which assessed the variability of climate impacts across individual regions of the United States, found that the City is vulnerable to impacts from sea level rise, with flooding potentially exacerbated by storm surges, extreme precipitation and high tides. Sea levels are anticipated to continue to rise due to the increasing temperature of the oceans causing thermal expansion and growing ocean volume from glaciers and ice caps melting. The NCA5 utilizes a projected flood risk from 3 feet of sea level rise in the San Francisco Bay Area, consistent with an Intermediate scenario in the year 2100. Coastal areas, including the City, are vulnerable to floods impacting private development and public infrastructure, as well as roads, utilities, and emergency services.

Sea levels will continue to rise in the future due to the increasing temperature of the oceans causing thermal expansion and growing ocean volume from glaciers and ice caps melting into the ocean. Between 1854 and 2016, sea level rose about nine inches according to the tidal gauge at Fort Point, a location underneath the Golden Gate Bridge. Weather and tidal patterns, including 100-year or more storms and king tides, may exacerbate the effects of climate related sea level rise. Coastal areas like the City are at risk of substantial flood damage over time, affecting private development and public infrastructure, including roads, utilities, emergency services, schools, and parks. As a result, the City could lose considerable tax revenues and many

residents, businesses, and governmental operations along the waterfront could be displaced, and the City could be required to mitigate these effects at a potentially material cost.

Adapting to sea level rise is a key component of the City's policies. The City and its enterprise departments have been preparing for future sea level rise for many years and have issued a number of public reports. For example, in March 2016, the City released a report entitled "Sea Level Rise Action Plan," identifying geographic zones at risk of sea level rise and providing a framework for adaptation strategies to confront these risks. That study showed an upper range of end-of-century projections for permanent sea level rise, including the effects of temporary flooding due to a 100-year storm of up to 108 inches above the 2015 average high tide. To implement this Plan, the Mayor's Sea Level Rise Coordinating Committee, co-chaired by the Planning Department and Office of Resilience and Capital Planning, joined the Port, the Public Utilities Commission and other public agencies in moving several initiatives forward. This included a Citywide Sea Level Rise Vulnerability and Consequences Assessment to identify and evaluate sea level rise impacts across the City and in various neighborhoods that was released in February 2020.

In April 2017, the Working Group of the California Ocean Protection Council Science Advisory Team (in collaboration with several state agencies, including the California Natural Resource Agency, the Governor's Office of Planning and Research, and the California Energy Commission) published a report, that was formally adopted in March 2018, entitled "Rising Seas in California: An Update on Sea Level Rise Science" (the "Sea Level Rise Report") to provide a new synthesis of the state of science regarding sea level rise. The Sea Level Rise Report provides the basis for State guidance to state and local agencies for incorporating sea level rise into design, planning, permitting, construction, investment and other decisions. Among many findings, the Sea Level Rise Report indicated that the effects of sea level rise are already being felt in coastal California with more extensive coastal flooding during storms, exacerbated tidal flooding, and increased coastal erosion. In addition, the report notes that the rate of ice sheet loss from Greenland and Antarctic ice sheets poses a particular risk of sea level rise for the California coastline. The City has incorporated the projections from the 2018 report into its Guidance for Incorporating Sea Level Rise Guidance into ongoing Capital Planning. The Guidance requires that City projects over \$5 million consider mitigation and/or adaptation measures.

In March 2020, a consortium of State and local agencies, led by the Bay Area Conservation and Development Commission, released a detailed study entitled, "Adapting to Rising Tides Bay Area: Regional Sea Level Rise Vulnerability and Adaptation Study," on how sea level rise could alter the Bay Area. The study stated that a 48-inch increase in the bay's water level in coming decades could cause more than 100,000 Bay Area jobs to be relocated, nearly 30,000 lower-income residents to be displaced, and 68,000 acres of ecologically valuable shoreline habitat to be lost. The study further argued that without a far-sighted, nine-county response, the region's economic and transportation systems could be undermined along with the environment. For example, runways at SFO could largely be under water.

The City has already incorporated site specific adaption plans in the conditions of approval for certain large waterfront development projects, such as the Candlestick/Hunters Point Shipyard, Treasure Island, Pier 70 and Mission Rock projects. Also, the City has partnered with the US Army Corps of Engineers to develop a plan to fortify the Port's Seawall from sea level rise. A draft plan estimates the total cost of that project at \$13.5 billion; and, subject to US Army Corps of Engineers and Congressional approval, 65% of the cost would be eligible for federal funding. The City is developing a financing strategy to provide the remaining funds, including using funding from the November 2018 approved Proposition A, authorizing the issuance of up to \$425 million in general obligation bonds for repair and improvement projects on the Seawall. See APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Capital Financing and Bonds – Authorized but Unissued City GO Bonds."

Portions of the San Francisco Bay Area, including the City, are built on fill that was placed over saturated silty clay known as "Bay Mud." This Bay Mud is soft and compressible, and the consolidation of the Bay Mud under the weight of the existing fill is ongoing. A report issued in March 2018 by researchers at UC

Berkeley and the University of Arizona suggested that flooding risk from climate change could be exacerbated in the San Francisco Bay Area due to the sinking or settling of the ground surface, known as subsidence. The study claimed that the risk of subsidence is more significant for certain parts of the City built on fill.

Projections of the effects of global climate change on the City are complex and depend on many factors that are outside the City's control. The various scientific studies that forecast climate change and its adverse effects, including sea level rise and flooding risk, are based on assumptions contained in such studies, but actual events may vary materially. Also, the scientific understanding of climate change and its effects continues to evolve. Accordingly, the City is unable to forecast when sea level rise or other adverse effects of climate change (e.g., the occurrence and frequency of 100-year storm events and king tides) will occur. In particular, the City cannot predict the timing or precise magnitude of adverse economic effects, including, without limitation, material adverse effects on the business operations or financial condition of the City and the local economy during the term of the Certificates. While the effects of climate change may be mitigated by the City's past and future investment in adaptation strategies, the City can give no assurance about the net effects of those strategies and whether the City will be required to take additional adaptive mitigation measures. If necessary, such additional measures could require significant capital resources.

In September 2017, the San Francisco City Attorney filed a lawsuit on behalf of the People of the State of California in San Francisco Superior Court against the five largest investor-owned oil companies seeking to have the companies pay into an abatement fund to help fund infrastructure for climate change adaptation. In July 2018, the United States District Court for the Northern District of California denied the People's motion for remand to State court and then dismissed the lawsuit, which the City had joined as a plaintiff. The plaintiffs appealed these decisions to the United States Court of Appeals for the Ninth Circuit, which in May 2020 vacated the District Court's order that found the case arose under federal law, remanding the case back to the District Court to determine if there were any other grounds for federal jurisdiction. In June 2021, the U.S. Supreme Court declined to review the Ninth Circuit's decision. In October 2022, the District Court ordered the case remanded to State court and stayed the remand pending any appeals. In November 2022, the defendants appealed the District Court's decision to the Ninth Circuit. In November 2023, the Ninth Circuit rejected defendants' appeal of remand to state court. The City's case has been remanded to and coordinated with similar municipal lawsuits and the State of California's lawsuit in San Francisco Superior Court. In June 2024, the San Francisco City Attorney moved to file an amended complaint seeking abatement funds and damages. While the City believes that the claims in this lawsuit are meritorious, it can give no assurance regarding whether the lawsuit will be successful and obtain the requested relief from the courts, or contributions to the abatement fund from the defendant oil companies.

In 2020, the City adopted, and the Federal Emergency Management Agency approved, the City's Hazards and Climate Resilience Plan ("HCR"), a combined hazard mitigation and climate adaptation plan, which sets forth a roadmap for the City to address the impacts of natural hazards and climate change on its assets and citizens, and proposes over 90 strategies to reduce risks and adapt to climate change impacts. The HCR is intended to complement the City's CAP (defined below) and is updated every five years to include the latest understanding of natural hazards and climate change impacts, local risks, and the actions the City will take to improve the resilience of its buildings, communities, and infrastructure. [The 2025 update to the HCR was available for public comment through September 2024, and is currently expected to be proposed to the Board of Supervisors in April, 2025.] *[To be updated]*

In September 2021, the City adopted a set of emissions reduction targets for the coming decades: achieve net-zero greenhouse gas emissions generated by the City by 2040 and reduce emissions associated with consumption of all goods and services in the City (regardless of where emissions originate) 80% by 2050. In December 2021, the Mayor released the City's Climate Action Plan (the "CAP") detailing the actions needed to accomplish these targets, developed through a multi-agency and stakeholder process led by the San Francisco Department of Environment (the "Department of Environment"). The Department of Environment contracted with the UC Berkeley's Center for Law, Energy & the Environment (the "CLEE") to assess options for funding the equitable implementation of the CAP. CLEE released its report entitled "Funding San Francisco Climate Action" in November 2022 (the "CLEE Report").

The CAP is a roadmap of goals, strategies and actions to achieve emission reductions across six sectors: energy supply, building operations, transportation and land use, housing, responsible production and consumption, and healthy ecosystems. Key strategies include, but are not limited to, provision of 100% carbon-free energy, decarbonization of buildings, and increases in the public transit, active transportation, and vehicle electrification networks. The CAP estimated the cost of each of its strategies to range from \$1 million to \$500 million, but does not include specific cost estimates for each of the individual actions within these strategies. However, independent analyses conclude that significant investments will be required to realize CAP goals. Based on these independent analyses, the CLEE Report presented a rough estimate of CAP costs based on an assumption that the highest-cost strategies have an average high cost of \$5 billion (this assumption is purely for scoping purposes and costs could be much higher in the most capital-intensive sectors, like public transit). The CLEE Report estimated that implementing the CAP across its six identified sectors could cost in the aggregate anywhere between a low of \$2.291 billion to a high of \$21.914 billion to be funded from a variety of sources, including a significant portion by the City.

CAP implementation would require a diverse mix of revenue streams (including the City's General Fund revenues) across several decades to support significant capital investment. In many cases, these build on existing revenue strategies in use by the City – such as the issuance of general obligation bonds and revenue bonds and refuse collection fees that pay for recycling programs – to drive specific emissions-reducing actions. In other cases, CAP implementation will require development of new revenue-generation mechanisms, drawing on the resources of residents and businesses, federal and state governments, and private and philanthropic partners. In addition, the CAP includes a number of policy, regulatory, and planning actions that are key enabling actions that will impose little or no cost to the City, but nonetheless remain high priorities for aggressive emissions reduction. While the City's climate initiative and the implementation of the CAP is a policy goal, the City cannot give any assurance that financial resources will be available in amounts needed to fund all of the initiatives, or whether the City will achieve its policy goals.

Cybersecurity

The City, like many other large public and private entities, relies on a large and complex technology environment to conduct its operations, and faces multiple cybersecurity threats including, but not limited to, hacking, viruses, malware and other attacks on its computing and other digital networks and systems (collectively, "Systems Technology"). As a recipient and provider of personal, private, or sensitive information, the City has been the subject of cybersecurity incidents which have resulted in or could have resulted in adverse consequences to the City's Systems Technology and required a response action to mitigate the consequences.

Cybersecurity incidents could result from unintentional events, or from deliberate attacks by unauthorized entities or individuals attempting to gain access to the City's Systems Technology for the purposes of misappropriating assets or information or causing operational disruption and damage. To mitigate the risk of business operations impact and/or damage from cybersecurity incidents or cyber-attacks, the City invests in multiple forms of cybersecurity and operational safeguards. In November 2016, the City adopted a City-wide Cyber Security Policy ("Cyber Policy") to support, maintain, and secure critical infrastructure and data systems. The objectives of the Cyber Policy include the protection of critical infrastructure and information, managing risk, improving cyber security event detection and remediation, and facilitating cyber awareness across all City departments. The City's Department of Technology has established a cybersecurity team to work across all City departments to implement the Cyber Policy. The City's Cyber Policy is reviewed periodically.

The City has also appointed a City Chief Information Security Officer ("CCISO"), who is directly responsible for understanding the business and related cybersecurity needs of the City's 54 departments. The CCISO is responsible for identifying, evaluating, responding, and reporting on information security risks in a manner that meets compliance and regulatory requirements, and aligns with and supports the risk posture of the City.

While City cybersecurity and operational safeguards are periodically tested, no assurances can be given by the City that such measures will ensure against other cybersecurity threats and attacks. Cybersecurity breaches could damage the City's Systems Technology and cause material disruption to the City's operations and the provision of City services. The costs of remedying any such damage or protecting against future attacks could be substantial. Further, cybersecurity breaches could expose the City to material litigation and other legal risks, which could cause the City to incur material costs related to such legal claims or proceedings.

Public Health Emergencies

In recent years, public health authorities have warned of threats posed by outbreaks of disease and other public health threats, including the outbreak and spread of COVID-19. The spread of COVID-19 and actions to contain its spread have had significant adverse health and financial impacts throughout the world, including the City.

While COVID-19 case rates have significantly declined, vaccination rates have increased, relevant emergency orders have been lifted, and the national and local economy has been improving, the economic effects of the COVID-19 pandemic are uncertain in many respects. The COVID-19 pandemic has had and may continue to have material adverse impacts on the City's economy and certain aspects of the City's financial condition. Further, there could be future COVID-19 outbreaks or other public health emergencies that could have material adverse effects on the City's operations and finances. See APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – City Financial Challenges," " – Periodic Financial Reporting; Recent Reports," and " – City Budget – Fiscal Cliff Reserve."

Other Events

Seismic events, wildfires, drought, tsunamis, storms, other natural or man-made events and civil unrest may adversely impact persons and property within San Francisco, and damage City infrastructure and adversely impact the City's finances and/or ability to provide municipal services.

In August 2013, a massive wildfire in Tuolumne County and the Stanislaus National Forest burned over 257,135 acres (the "Rim Fire"), which area included portions of the City's Hetch Hetchy Project.

The Hetch Hetchy Project is comprised of dams (including O'Shaughnessy Dam), reservoirs (including Hetch Hetchy Reservoir which supplies 85% of San Francisco's drinking water), hydroelectric generation and transmission facilities and water transmission facilities. Hetch Hetchy facilities affected by the Rim Fire included two power generating stations and the southern edge of the Hetch Hetchy Reservoir. There was no impact to drinking water quality. The City's hydroelectric power generation system was interrupted by the fire, forcing the San Francisco Public Utilities Commission to spend approximately \$1.6 million buying power on the open market and using existing banked energy with PG&E. The Rim Fire inflicted approximately \$40 million in damage to parts of the City's water and power infrastructure located in the region. Certain portions of the Hetch Hetchy Project are old and deteriorating, and outages at critical points of the project could disrupt water delivery to significant portions of the region and/or cause significant costs and liabilities to the City.

Many areas of northern California have suffered from wildfires in more recent years, including the Tubbs fire which burned across several counties north of the Bay Area in October 2017 (part of a series of fires covering approximately 245,000 acres and causing 44 deaths and approximately \$14 billion in damage), the Camp fire which burned across Butte County, California in November 2018 (covering almost 240 square miles and resulting in numerous deaths and over \$16 billion in property damage), the Kincade Fire which burned across Sonoma County, California in late 2019 (covering over 77,000 acres), and the CZU Lightning Complex fires which burned across San Mateo and Santa Cruz County, California in mid-2020 (covering over 85,000 acres). Spurred by findings that certain of these fires were caused, in part, by faulty powerlines owned by PG&E, the power company subsequently adopted mitigation strategies which results in pre-emptive

distribution circuit and high power transmission line shutoffs during periods of extreme fire danger (i.e., high winds, high temperatures and low humidity) to portions of the Bay Area, including the City. Parts of the City have experienced several blackout days as a result of PG&E's wildfire prevention strategy. Future shutoffs are expected to continue and it is uncertain what effects future PG&E shutoffs will have on the local economy.

Since 2017, California has experienced numerous significant wildfires. In addition to their direct impact on health and safety and property damage in California, the smoke from these wildfires has impacted and future wildfires may impact the quality of life in the Bay Area and the City and may have short-term and future impacts on commercial and tourist activity in the City, as well as the desirability of the City and the Bay Area as places to live, potentially negatively affecting real estate trends and values.

In December 2022 and January 2023, the San Francisco Bay Area experienced heavy winter storms. According to the National Weather Service for the San Francisco Bay Area, on December 31, 2022, downtown San Francisco received 5.45 inches of rain, which is the second wettest day in the area since records began in 1849 (with the daily record being 5.54 inches on November 5, 1994). The rains caused widespread flooding, road closures and mudslides throughout the region.

With certain exceptions, the City believes that it is more economical to manage its risks internally and administer, adjust, settle, defend, and pay claims from budgeted resources (i.e., "self-insurance"). The City obtains and maintains commercial insurance in certain circumstances, including when required by bond or lease financing transactions and for other limited purposes. The City does not maintain commercial earthquake coverage, with certain minor exceptions. See APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Legal Matters and Risk Management."

Risk Management and Insurance

The Project Lease obligates the City to maintain and keep in force various forms of insurance, subject to deductibles, on the Leased Property for repair or replacement in the event of damage or destruction to the Leased Property. The City is also required to maintain rental interruption insurance in an amount equal to but not less than the aggregate Base Rental payable by the City pursuant to the Project Lease for a period of at least 24 months, adjusted on or prior to October 1 of each year to reflect scheduled Base Rental payments due for the next succeeding 24 months. The City makes no representation as to the ability of any insurer to fulfill its obligations under any insurance policy provided for in the Project Lease and no assurance can be given as to the adequacy of any such insurance to fund necessary repair or replacement or to pay principal of and interest with respect to the Certificates when due.

The Project Lease allows the City to self-insure against any or all risks, except rental interruption and title defects, through an alternative risk management program such as its risk management retention program. The City expects to self-insure for all exposures for which the Project Lease permits self-insurance. See APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Legal Matters and Risk Management – Risk Retention Program."

State Law Limitations on Appropriations

Article XIII B of the State Constitution limits the amount that local governments can appropriate annually (the "Gann Limit"). Should the City exceed the Gann Limit, the City would be required to seek voter approval to exceed such limit, shift spending to capital or other exempt expenditure types, or issue tax rebates. See APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Budgetary Risks" and "– Constitutional and Statutory Limitations on Taxes and Expenditures – Article XIII B of the California Constitution."

Changes in Law

No assurance can be given that the State or the City electorate will not at some future time adopt initiatives or that the State Legislature or the City's Board of Supervisors will not enact legislation that will amend the laws or the Constitution of the State or the Charter, respectively, in a manner that could result in a reduction of the City's General Fund revenues and therefore a reduction of the funds legally available to the City to make Base Rental payments. See, for example, APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Constitutional and Statutory Limitations on Taxes and Expenditures – Articles XIII C and XIII D of the California Constitution."

The General Fund of the City, which is the source of payment of Base Rental, may also be adversely affected by actions taken (or not taken) by voters. Under the State Constitution, the voters of the State have the ability to initiate legislation and require a public vote on legislation passed by the State Legislature through the powers of initiative and referendum, respectively. Under the City's Charter, the voters of the City can restrict or revise the powers of the City through the approval of a Charter amendment. The City is unable to predict whether any such initiatives might be submitted to or approved by the voters, the nature of such initiatives, or their potential impact on the City.

State of California Financial Condition

[Approximately 13% of general fund revenues appropriated in the City's FY25 & FY26 Original Budget for fiscal years 2024-25 and 2025-26 is derived from the State.] *[To be Updated]* Changes in the revenues received by the State can affect the amount of funding, if any, to be received from the State by the City and other counties in the State. See APPENDIX A: "CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – Budgetary Risks – Impact of the State of California Budget on Local Finances."

The State has recently been experiencing budgetary challenges, and the City cannot predict the extent of the budgetary problems the State may encounter in this or in any future fiscal years, nor is it clear what measures could be taken by the State to balance its budget, as required by law. In addition, the City cannot predict the outcome of any elections impacting fiscal matters, the outcome of future State budget negotiations, the impact that such budgets will have on its finances and operations or what actions will be taken in the future by the State Legislature and Governor to deal with changing State revenues and expenditures. Current and future State budgets will be affected by national and State economic conditions and other factors over which the City has no control.

Federal Government

[Discussion to be updated]

[The City receives substantial federal funds for assistance payments, social service programs and other programs. A portion of the City's assets are also invested in securities of the United States government. The City's finances may be adversely impacted by fiscal matters at the federal level, including but not limited to cuts to federal spending. Changes to or termination or replacement of the Affordable Care Act, for example, could increase costs to the City, and the City's financial condition may also be impacted by the withholding of federal grants or other funds flowing to "sanctuary jurisdictions." Further, the President has recently issued a series of executive orders, including guidance from the Office of Management and Budget, that purport to suspend or limit federal government funding to state and local governments. Certain of these actions have been challenged in court, and in some cases enjoined. The City's current projections in the City's various reports assume no changes to federal revenue related to the new federal administration's proposed funding freezes or rescission of funds, but this remains a source of budgetary uncertainty. The City cannot predict the outcome of current or future federal executive orders, administrative actions, budgets or legislation and the ultimate impact that such matters will have on the City's finances and operations. See APPENDIX A: "CITY AND COUNTY

OF SAN FRANCISCO ORGANIZATION AND FINANCES – Budgetary Risks – Impact of Federal Government on Local Finances.” See also APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES – General Fund Revenues,” “– Other City Tax Revenues” and “– Investment of City Funds.”]

Other

There may be other risk factors relating to ownership of the Certificates in addition to those described in this section.

TAX MATTERS

202[][A] Certificates

In the opinion of Squire Patton Boggs (US) LLP and Husch Blackwell LLP, as Co-Special Counsel, under existing law: (i) interest on the 202[][A] Certificates is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and (ii) interest on the 202[][A] Certificates is exempt from State of California personal income taxes. Co-Special Counsel expresses no opinion as to any other tax consequences regarding the 202[][A] Certificates.

The opinion on federal tax matters will be based on and will assume the accuracy of certain representations and certifications, and continuing compliance with certain covenants, of the City contained in the transcript of proceedings and that are intended to evidence and assure the foregoing, including that the 202[][A] Certificates are and will remain obligations the interest on which is excluded from gross income for federal income tax purposes. Co-Special Counsel will not independently verify the accuracy of the City’s representations and certifications or the continuing compliance with the City’s covenants.

The opinion of Co-Special Counsel is based on current legal authority and covers certain matters not directly addressed by such authority. It represents Co-Special Counsel’s legal judgment as to exclusion of interest on the 202[][A] Certificates from gross income for federal income tax purposes but is not a guaranty of that conclusion. The opinion is not binding on the Internal Revenue Service (the “IRS”) or any court. Co-Special Counsel expresses no opinion about (i) the effect of future changes in the Code and the applicable regulations under the Code or (ii) the interpretation and the enforcement of the Code or those regulations by the IRS.

The Code prescribes a number of qualifications and conditions for the interest on state and local government obligations to be and to remain excluded from gross income for federal income tax purposes, some of which require future or continued compliance after issuance of the obligations. Noncompliance with these requirements by the City may cause loss of such status and result in the interest on the 202[][A] Certificates being included in gross income for federal income tax purposes retroactively to the date of issuance of the 202[][A] Certificates. The City has covenanted to take the actions required of it for the interest on the 202[][A] Certificates to be and to remain excluded from gross income for federal income tax purposes, and not to take any actions that would adversely affect that exclusion. After the date of issuance of the 202[][A] Certificates, Co-Special Counsel will not undertake to determine (or to so inform any person) whether any actions taken or not taken, or any events occurring or not occurring, or any other matters coming to Co-Special Counsel’s attention, may adversely affect the exclusion from gross income for federal income tax purposes of interest on the 202[][A] Certificates or the market value of the 202[][A] Certificates.

Interest on the 202[][A] Certificates may be subject: (1) to a federal branch profits tax imposed on certain foreign corporations doing business in the United States; (2) to a federal tax imposed on excess net passive income of certain S corporations; and (3) to the alternative minimum tax imposed under Section 55(b) of the Code on “applicable corporations” (within the meaning of Section 59(k) of the Code). Under the Code,

the exclusion of interest from gross income for federal income tax purposes may have certain adverse federal income tax consequences on items of income, deduction or credit for certain taxpayers, including financial institutions, certain insurance companies, recipients of Social Security and Railroad Retirement benefits, those that are deemed to incur or continue indebtedness to acquire or carry tax-exempt obligations, and individuals otherwise eligible for the earned income tax credit. The applicability and extent of these and other tax consequences will depend upon the particular tax status or other tax items of the owner of the 202[] [A] Certificates. Co-Special Counsel will express no opinion regarding those consequences.

Payments of interest on tax-exempt obligations, including the 202[] [A] Certificates, are generally subject to IRS Form 1099-INT information reporting requirements. If a 202[] [A] Certificate owner is subject to backup withholding under those requirements, then payments of interest will also be subject to backup withholding. Those requirements do not affect the exclusion of such interest from gross income for federal income tax purposes.

Co-Special Counsel's engagement with respect to the 202[] [A] Certificates ends with the issuance of the 202[] [A] Certificates, and, unless separately engaged, Co-Special Counsel is not obligated to defend the City or the owners of the 202[] [A] Certificates regarding the tax status of interest thereon in the event of an audit examination by the IRS. The IRS has a program to audit tax-exempt obligations to determine whether the interest thereon is includible in gross income for federal income tax purposes. If the IRS does audit the 202[] [A] Certificates, under current IRS procedures, the IRS will treat the City as the taxpayer and the beneficial owners of the 202[] [A] Certificates will have only limited rights, if any, to obtain and participate in judicial review of such audit. Any action of the IRS, including but not limited to selection of the 202[] [A] Certificates for audit, or the course or result of such audit, or an audit of other obligations presenting similar tax issues, may affect the market value of the 202[] [A] Certificates.

Prospective purchasers of the 202[] [A] Certificates upon their original issuance at prices other than the respective prices indicated on the inside cover of this Official Statement, and prospective purchasers of the 202[] [A] Certificates at other than their original issuance, should consult their own tax advisors regarding other tax considerations such as the consequences of market discount, as to all of which Co-Special Counsel expresses no opinion.

Risk of Future Legislative Changes and/or Court Decisions. Legislation affecting tax-exempt obligations is regularly considered by the United States Congress and may also be considered by the State legislature. Court proceedings may also be filed, the outcome of which could modify the tax treatment of obligations such as the 202[] [A] Certificates. There can be no assurance that legislation enacted or proposed, or actions by a court, after the date of issuance of the 202[] [A] Certificates will not have an adverse effect on the tax status of interest on the 202[] [A] Certificates or the market value or marketability of the 202[] [A] Certificates. These adverse effects could result, for example, from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax), or repeal (or reduction in the benefit) of the exclusion of interest on the 202[] [A] Certificates from gross income for federal or state income tax purposes for all or certain taxpayers.

For example, federal tax legislation that was enacted on December 22, 2017 reduced corporate tax rates, modified individual tax rates, eliminated many deductions, repealed the corporate alternative minimum tax that was in effect at that time, and eliminated the tax-exempt advance refunding of tax-exempt bonds and tax-advantaged bonds, among other things. Additionally, investors in the 202[] [A] Certificates should be aware that future legislative actions might increase, reduce or otherwise change (including retroactively) the financial benefits and the treatment of all or a portion of the interest on the 202[] [A] Certificates for federal income tax purposes for all or certain taxpayers. In all such events, the market value of the 202[] [A] Certificates may be affected and the ability of holders to sell their 202[] [A] Certificates in the secondary market may be reduced.

Investors should consult their own financial and tax advisors to analyze the importance of these risks.

Original Issue Discount and Original Issue Premium on the 202[][A] Certificates. Certain of the 202[][A] Certificates (“Discount 202[][A] Certificates”) may be offered and sold to the public at an original issue discount (“OID”). OID is the excess of the stated redemption price at maturity (the principal amount) over the “issue price” of a Discount 202[][A] Certificate. The issue price of a Discount 202[][A] Certificate is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of the Discount 202[][A] Certificates of the same maturity is sold pursuant to that offering. For federal income tax purposes, OID accrues to the owner of a Discount 202[][A] Certificate over the period to maturity based on the constant yield method, compounded semiannually (or over a shorter permitted compounding interval selected by the owner). The portion of OID that accrues during the period of ownership of a Discount 202[][A] Certificate (i) is interest excluded from the owner’s gross income for federal income tax purposes to the same extent, and subject to the same considerations discussed above, as other interest on the 202[][A] Certificates, and (ii) is added to the owner’s tax basis for purposes of determining gain or loss on the maturity, redemption, sale or other disposition of that Discount 202[][A] Certificate. A purchaser of a Discount 202[][A] Certificate in the initial public offering at the issue price (described above) for that Discount 202[][A] Certificate who holds that Discount 202[][A] Certificate to maturity will realize no gain or loss upon the retirement of that Discount 202[][A] Certificate. Certain of the 202[][A] Certificates (“Premium 202[][A] Certificates”) may be offered and sold to the public at a price in excess of their stated redemption price at maturity (the principal amount). That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium 202[][A] Certificate, based on the yield to maturity of that Premium 202[][A] Certificate (or, in the case of a Premium 202[][A] Certificate callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium 202[][A] Certificate), compounded semiannually. No portion of that bond premium is deductible by the owner of a Premium 202[][A] Certificate. For purposes of determining the owner’s gain or loss on the sale, redemption (including redemption at maturity) or other disposition of a Premium 202[][A] Certificate, the owner’s tax basis in the Premium 202[][A] Certificate is reduced by the amount of bond premium that is amortized during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium 202[][A] Certificate for an amount equal to or less than the amount paid by the owner for that Premium 202[][A] Certificate. A purchaser of a Premium 202[][A] Certificate in the initial public offering who holds that Premium 202[][A] Certificate to maturity (or, in the case of a callable Premium 202[][A] Certificate, to its earlier call date that results in the lowest yield on that Premium 202[][A] Certificate) will realize no gain or loss upon the retirement of that Premium 202[][A] Certificate.

Owners of Discount and Premium 202[][A] Certificates should consult their own tax advisors as to the determination for federal income tax purposes of the existence of OID or bond premium, the determination for federal income tax purposes of the amount of OID or bond premium properly accruable or amortizable in any period with respect to the Discount or Premium 202[][A] Certificates, other federal tax consequences in respect of OID and bond premium, and the treatment of OID and bond premium for purposes of state and local taxes on, or based on, income.

202[][B] Certificates

In the opinion of Squire Patton Boggs (US) LLP and Husch Blackwell LLP, Co-Special Counsel, under existing law: (i) interest on the 202[][B] Certificates is not excluded from gross income for federal income tax purposes; and (ii) interest on the 202[][B] Certificates is exempt from State of California personal income taxes. Co-Special Counsel expresses no opinion as to any other tax consequences regarding the 202[][B] Certificates. The legal defeasance of the 202[][B] Certificates might result in a deemed sale or exchange of the 202[][B] Certificates under certain circumstances; owners of the 202[][B] Certificates should consult their tax advisors as to the federal income tax consequences of such an event. Prospective purchasers of the 202[][B] Certificates should consult their tax advisors as to the federal, state and local, and foreign tax consequences of their acquisition, ownership, and disposition of the 202[][B] Certificates.

The following discussion is generally limited to “U.S. owners,” meaning beneficial owners of 202[][B] Certificates that for United States federal income tax purposes are either individual citizens or residents of the United States or corporations or other entities taxable as corporations created or organized in or under the laws of the United States or any state thereof (including the District of Columbia). ***Partnerships (including entities treated as partnerships for United States federal income tax purposes) holding 202[][B] Certificates, and partners in such partnerships, and estates or trusts holding 202[][B] Certificates, and beneficiaries of such estates or trusts, should consult their tax advisors regarding the tax consequences of an investment in the 202[][B] Certificates (including their status as U.S. owners).***

Prospective purchasers of the 202[][B] Certificates upon their original issuance at prices other than the respective prices indicated on the [inside] cover of this Official Statement, and prospective purchasers of the 202[][B] Certificates at other than their original issuance, should consult their own tax advisors regarding other tax considerations such as the consequences of market discount, as to all of which Co-Special Counsel expresses no opinion.

Payment of Interest. In general, interest paid or accrued on the 202[][B] Certificates, including qualified stated interest on Discount 202[][B] Certificates (as defined below), if any, will be treated as ordinary income to U.S. owners. A U.S. owner using the accrual method of accounting for U.S. federal income tax purposes must include interest paid or accrued on the 202[][B] Certificates in ordinary income as the interest accrues, while a U.S. owner using the cash receipts and disbursements method of accounting for U.S. federal income tax purposes must include interest in ordinary income when payments are received or constructively received by the owner, except as described below under the section entitled “Original Issue Discount and Original Issue Premium on 202[][B] Certificates.”

Original Issue Discount and Original Issue Premium on 202[][B] Certificates. Certain of the 202[][B] Certificates (“Discount 202[][B] Certificates”) may be offered and sold to the public at an original issue discount (“OID”). OID is the excess of the stated redemption price at maturity (the principal amount) over the “issue price” of a Discount 202[][B] Certificate, provided that excess equals or exceeds a statutory *de minimis* amount (one-quarter of one percent of the Discount 202[][B] Certificate’s stated redemption price at maturity multiplied by the number of complete years to its maturity (or, if required by applicable Treasury Regulations, to an earlier call date)). The issue price of a Discount 202[][B] Certificate is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of the Discount 202[][B] Certificates of the same maturity is sold pursuant to that offering. For federal income tax purposes, OID accrues to the owner of a Discount 202[][B] Certificate over the period to maturity based on the constant yield method, compounded semiannually (or over a shorter permitted compounding interval selected by the owner). The portion of OID that accrues during the time a U.S. owner owns a Discount 202[][B] Certificate (i) is interest includable in the U.S. owner’s gross income for federal income tax purposes, and (ii) is added to the U.S. owner’s tax basis for purposes of determining gain or loss on the maturity, redemption, sale, or other disposition of the Discount 202[][B] Certificate. The effect of OID is to accelerate the recognition of taxable income for a U.S. owner who uses the cash method of accounting during the term of the Discount 202[][B] Certificate.

Certain of the 202[][B] Certificates (“Premium 202[][B] Certificates”) may be offered and sold to the public at a price in excess of their stated redemption price at maturity (the principal amount). If a U.S. owner purchases a Premium 202[][B] Certificate, that owner will be considered to have purchased such Premium 202[][B] Certificate with “amortizable bond premium” equal in amount to such excess. The U.S. owner may elect (which election shall apply to all securities purchased at a premium by such U.S. owner), in accordance with the applicable provisions of Section 171 of the Code, to amortize that premium as an offset to the interest payments on the Premium 202[][B] Certificate using a constant yield to maturity method over the remaining term of the Premium 202[][B] Certificate (or, if required by applicable Treasury Regulations, to an earlier call date). Pursuant to Section 67(b)(11) of the Code, the amortization of that premium is not considered a miscellaneous itemized deduction. Any amortization of bond premium will reduce the basis of the Premium 202[][B] Certificate pursuant to Section 1016(a)(5) of the Code.

Owners of Discount and Premium 202[][B] Certificates should consult their own tax advisors as to the determination for federal income tax purposes of the existence of OID or bond premium, the determination for federal income tax purposes of the amount of OID or bond premium properly accruable or amortizable in any period with respect to the Discount or Premium 202[][B] Certificates, other federal tax consequences in respect of OID and bond premium, and the treatment of OID and bond premium for purposes of state and local taxes on, or based on, income.

Sale, Exchange, Retirement or Other Taxable Disposition of 202[][B] Certificates. Upon the sale, exchange, retirement or other taxable disposition of a 202[][B] Certificate, a U.S. owner will recognize gain or loss equal to the difference between the amount realized from the sale, exchange, retirement or other disposition and the owner's adjusted basis in the 202[][B] Certificate or applicable portion of the adjusted basis. The owner's adjusted basis generally will equal the cost of the 202[][B] Certificate to the owner, increased by any OID includible in the owner's ordinary income for the 202[][B] Certificate and reduced by any principal payments on the 202[][B] Certificate previously received by the owner (including any other payments on the 202[][B] Certificate that are not qualified stated interest payments) and by any amortizable bond premium allowed as a deduction as described above under the section entitled "Original Issue Discount and Original Issue Premium." Any gain or loss recognized upon a sale, exchange, retirement or other disposition of a 202[][B] Certificate (excluding amounts attributable to accrued interest or OID) will generally be capital gain or loss and will be long-term capital gain or loss if the U.S. owner's holding period in the 202[][B] Certificate exceeds one year. Long-term capital gains of individuals are currently eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

Information Reporting and Backup Withholding. General information reporting requirements will apply to payments of principal and interest made on the 202[][B] Certificates and the proceeds of the sale of 202[][B] Certificates to non-corporate holders of the 202[][B] Certificates, and "backup withholding," currently at a rate of 24%, will apply to such payments if the owner fails to provide an accurate taxpayer identification number in the manner required or fails to report all interest required to be shown on its federal income tax returns. A beneficial owner of 202[][B] Certificates that is a U.S. owner generally can obtain complete exemption from backup withholding by providing a properly completed IRS Form W-9 (Request for Taxpayer Identification Number and Certification).

Medicare Tax Affecting U.S. Owners. A U.S. owner that is an individual is subject to a 3.8% Medicare tax on the lesser of (1) the U.S. owner's "net investment income" for the taxable year and (2) the excess of the U.S. owner's modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals is between \$125,000 and \$250,000, depending on the individual's circumstances). A U.S. owner's net investment income generally includes interest income on, and net gains from the disposition of, 202[][B] Certificates, unless such interest income or net gains are derived in the ordinary course of a trade or business (other than a trade or business that consists of certain passive or trading activities). A U.S. owner that is an individual should consult its tax advisor regarding the applicability of the Medicare tax.

Non-U.S. Owners. Under the Code, interest and OID on any 202[][B] Certificate whose beneficial owner is not a U.S. owner is generally not subject to United States income tax or withholding tax (including backup withholding) if the non-U.S. owner provides the payor of interest on the 202[][B] Certificates with an appropriate statement as to its status as a non-U.S. owner. This statement can be made on IRS Form W-8BEN or a successor form. If, however, the non-U.S. owner conducts a trade or business in the United States and the interest or OID on the 202[][B] Certificates held by the non-U.S. owner is effectively connected with such trade or business, that interest or OID will be subject to United States income tax but will generally not be subject to United States withholding tax (including backup withholding). The foregoing is a brief summary of certain federal income tax consequences to a non-U.S. owner. ***Non-U.S. owners should consult their tax advisors regarding the tax consequences of an investment in the 202[][B] Certificates.***

Foreign Account Tax Compliance Act. The Foreign Account Tax Compliance Act ("FATCA") generally imposes a 30% withholding tax on interest payments to (i) certain foreign financial institutions

(including certain investment funds) that fail to certify their FATCA status and (ii) non-financial foreign entities if certain disclosure requirements related to direct and indirect United States shareholders are not satisfied. Proposed Treasury Regulations, which may be relied upon until final Treasury Regulations are promulgated, suspend the requirement to apply the 30% withholding tax to gross proceeds from the sale or other disposition of 202[] [B] Certificates. This requirement otherwise would have applied to a sale or other disposition of 202[] [B] Certificates made on or after January 1, 2019.

In the case of payments made to a “foreign financial institution” (generally including an investment fund), as a beneficial owner or as an intermediary, the FATCA withholding tax generally will be imposed, subject to certain exceptions, unless such institution (i) enters into (or is otherwise subject to) and complies with an agreement with the U.S. government (a “FATCA Agreement”) or (ii) is required by and complies with applicable foreign law enacted in connection with an intergovernmental agreement between the United States and a foreign jurisdiction (an “IGA”), in either case to, among other things, collect and provide to the U.S. or other relevant tax authorities certain information regarding U.S. account holders of such institution. In the case of payments made to a foreign entity that is not a financial institution (as a beneficial owner), the FATCA withholding tax generally will be imposed, subject to certain exceptions, unless such entity either provides the withholding agent with a certification that it does not have any “substantial” U.S. owner (generally, any specified U.S. person that directly or indirectly owns more than a specified percentage of such entity) or identifies its “substantial” U.S. owners.

If 202[] [B] Certificates are held through a foreign financial institution that enters into (or is otherwise subject to) a FATCA Agreement, such foreign financial institution (or, in certain cases, a person paying amounts to such foreign financial institution) generally will be required, subject to certain exceptions, to withhold the 30% FATCA tax on payments of interest as described above made to (i) a person (including an individual) that fails to comply with certain information requests or (ii) a foreign financial institution that has not entered into (and is not otherwise subject to) a FATCA Agreement and that is not required to comply with FATCA pursuant to applicable foreign law enacted in connection with an IGA. Coordinating rules may limit duplicative withholding in cases where the withholding described above in “Non-U.S. Owners” or “Information Reporting and Backup Withholding” also applies.

If any amount of, or in respect of, U.S. withholding tax were to be deducted or withheld from payments on 202[] [B] Certificates as a result of a failure by an investor (or by an institution through which an investor holds the 202[] [B] Certificates) to comply with FATCA, none of the City, any paying agent or any other person would, pursuant to the terms of the 202[] [B] Certificates, be required to pay additional amounts with respect to any 202[] [B] Certificate as a result of the deduction or withholding of such tax. ***Non-U.S. owners should consult their tax advisors regarding the application of FATCA to the ownership and disposition of 202[] [B] Certificates.***

OTHER LEGAL MATTERS

Certain legal matters incident to the authorization, issuance and sale of the Certificates and with regard to the tax status of the interest represented by the Certificates (see “TAX MATTERS” herein) are subject to the separate legal opinions of Squire Patton Boggs (US) LLP, San Francisco, California and Husch Blackwell LLP, Oakland, California, Co-Special Counsel. The signed legal opinions of Co-Special Counsel, dated and premised on facts existing and law in effect as of the date of original delivery of the Certificates, will be delivered to the [Underwriters] [initial purchaser] of the Certificates at the time of original delivery of the Certificates.

The proposed form of the legal opinion of Co-Special Counsel is set forth in APPENDIX F hereto. The legal opinions to be delivered may vary that text if necessary to reflect facts and law on the date of delivery. The opinions will speak only as of their date, and subsequent distributions of them by recirculation of this Official Statement or otherwise will create no implication that Co-Special Counsel have reviewed or express any opinion concerning any of the matters referred to in the opinion subsequent to their date.

Certain legal matters will be passed upon for the City by the City Attorney and by Hawkins Delafield & Wood LLP, San Francisco, California and Stradling Yocca Carlson & Rauth, LLP, Newport Beach, California, Co-Disclosure Counsel.

Co-Disclosure Counsel have advised the City with respect to applicable securities laws and participated with responsible City officials and staff in conferences and meetings where information contained in this Official Statement was reviewed for accuracy and completeness. Co-Disclosure Counsel are not responsible for the accuracy or completeness of the statements or information presented in this Official Statement and have not undertaken to independently verify any of such statements or information. Rather, the City is solely responsible for the accuracy and completeness of the statements and information contained in this Official Statement. Upon the delivery of the Certificates, each Co-Disclosure Counsel will deliver a letter to the City which advises the City, subject to the assumptions, exclusions, qualifications and limitations set forth therein, that no facts came to the attention of such firm which caused them to believe that this Official Statement as of its date and as of the date of delivery of the Certificates contained or contains any untrue statement of a material fact or omitted or omits to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. No purchaser or holder of the Certificates, or other person or party other than the City, will be entitled to or may rely on such letter or Co-Disclosure Counsels having acted in the role of co-disclosure counsel to the City.

The legal opinions and other letters of counsel to be delivered concurrently with the delivery of the Certificates express the professional judgment of the attorneys rendering the opinions or advice regarding the legal issues and other matters expressly addressed therein. By rendering a legal opinion or advice, the giver of such opinion or advice does not become an insurer or guarantor of the result indicated by that opinion, or the transaction on which the opinion or advice is rendered, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

[Certain legal matters will be passed upon for the Underwriters by their counsel [____], [City], [State].]

PROFESSIONALS INVOLVED IN THE OFFERING

KNN Public Finance, LLC has served as Municipal Advisor to the City with respect to the sale of the Certificates. The Municipal Advisor has assisted the City in the City's review and preparation of this Official Statement and in other matters relating to the planning, structuring, and sale of the Certificates. The Municipal Advisor has not independently verified any of the data contained herein nor conducted a detailed investigation of the affairs of the City to determine the accuracy or completeness of this Official Statement and assumes no responsibility for the accuracy or completeness of any of the information contained herein. The Municipal Advisor, Co-Special Counsel and Co-Disclosure Counsel will all receive compensation from the City contingent upon the sale and delivery of the Certificates.

CONTINUING DISCLOSURE

The City has covenanted for the benefit of the Owners of the Certificates to provide certain financial information and operating data relating to the City (the "Annual Report") not later than 270 days after the end of the City's fiscal year (which currently ends on June 30), commencing with the report for fiscal year [2024-25] which is due not later than [March 27, 2026] and to provide notices of the occurrence of certain enumerated events. The Annual Report will be filed by the City with the Electronic Municipal Market Access system ("EMMA") of the Municipal Securities Rulemaking Board. The notices of enumerated events will be filed by the City with the MSRB. The specific nature of the information to be contained in the Annual Report or the notices of enumerated events is summarized in APPENDIX D: "FORM OF CONTINUING DISCLOSURE CERTIFICATE." These covenants have been made in order to assist the [Underwriters] [initial

purchaser] of the Certificates in complying with Securities and Exchange Commission Rule 15c2-12(b)(5) (the “Rule”).

As of May 6, 2021, the City was a party to certain continuing disclosure undertakings relating to municipal securities which require the City to file notice filings on EMMA within ten days in the event of the incurrence of financial obligations and certain other events, if material. On May 6, 2021, the City extended for two years certain liquidity facilities relating to series 1 and 1-T and series 2 and 2-T of its commercial paper program. On July 1, 2021, the City filed on EMMA an event notice relating to these extensions.

For fiscal year 2021-22, although the City’s Annual Comprehensive Financial Report was posted on EMMA, it was not linked to all of the CUSIP numbers for the City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) Special Tax Bonds, Series 2022A and 2022B. The City has taken action to link such Annual Comprehensive Financial Report to the applicable CUSIP numbers.

The City may, from time to time, but is not obligated to, post its Annual Comprehensive Financial Report and other financial information on the City’s investor information website located at <https://www.sf.gov/controllers-office-public-finance>.

[Under review]

ABSENCE OF LITIGATION RELATING TO THE CERTIFICATES

No litigation is pending or threatened concerning the validity of the Certificates, the Trust Agreement, the Project Lease, the Property Lease, the corporate existence of the City, or the entitlement to their respective offices of the officers of the City who will execute and deliver the Certificates and other documents and certificates in connection therewith. [The City will furnish to the initial purchaser of the Certificates a certificate of the City as to the foregoing as of the time of the original delivery of the Certificates.] For information regarding certain litigation and other related matters concerning the City and its operations, see APPENDIX A: “CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES.”

VALIDATION ACTION

No validation action has been pursued or is expected to be pursued with respect to the validity of the [nTH] Supplement to Project Lease, the [nTH] Supplement to Property Lease, [nTH] Supplement to Trust Agreement, the [nTH] Supplement to Project Lease, the [nTH] Supplement to Property Lease, and the [nTH] Supplement to Trust Agreement.

The City filed a complaint on September 15, 2008, pursuant to State Code of Civil Procedure Sections 860 through 870.5 in the Superior Court for the State in and for the City to validate the Original Project Lease, the Original Property Lease, the Original Trust Agreement and certain other matters. On January 15, 2009, a judgment was rendered finding the Original Project Lease, the Original Property Lease and the Original Trust Agreement to be valid, legal and binding obligations of the City in accordance with their terms and in conformity with all applicable provisions of law, including Article XVI, Section 18 of the State Constitution.

State Code of Civil Procedure Section 870(a) provides that such a judgment, if no appeal is taken, or if taken and the judgment affirmed, shall thereupon become and thereafter be forever binding and conclusive, as to all matters therein adjudicated or which could have been adjudicated against the City and against all other persons. State Code of Civil Procedure Section 870(b) provides that no appeal shall be allowed from such a judgment unless a notice of appeal is filed within 30 days after the entry of judgment. No notice of appeal was filed.

RATINGS

Moody's Ratings ("Moody's"), S&P Global Ratings ("S&P") and Fitch Ratings ("Fitch") have assigned municipal bond ratings of "[]," "[]" and "[]," respectively, to the Certificates. Certain information not included in this Official Statement was supplied by the City to the rating agencies to be considered in evaluating the Certificates. The ratings reflect only the views of each rating agency, and any explanation of the significance of any rating may be obtained only from the respective credit rating agencies: Moody's, at www.moody's.com; S&P, at www.spglobal.com; and Fitch, at www.fitchratings.com. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision. No assurance can be given that any rating issued by a rating agency will be retained for any given period of time or that the same will not be revised or withdrawn entirely by such rating agency, if in its judgment circumstances so warrant. Any such revision or withdrawal of the ratings obtained, or other actions of a rating agency related to its rating, may have an adverse effect on the market price of the Certificates. The City undertakes no responsibility to oppose any such downward revision, suspension or withdrawal. See "CONTINUING DISCLOSURE" herein.

[UNDERWRITING]

[The City has entered into a purchase contract with [], on behalf of itself, [] and [] (collectively, the "Underwriters") pursuant to which the Underwriters have agreed, subject to certain conditions, to purchase the Certificates from the City at the purchase price of \$_____ (being the principal amount of the Certificates, plus net original issue premium of \$_____, and less an Underwriters' discount of \$_____). The Underwriters are obligated under the purchase contract to purchase all of the Certificates if any are purchased. The Certificates may be offered and sold by the Underwriters to certain dealers and others at yields lower or prices higher than the public offering yields and prices indicated on the inside cover page hereof, and such public offering yields and prices may be changed, from time to time, by the Underwriters.

The Underwriters and their respective affiliates are full-service financial institutions engaged in various activities that may include securities trading, commercial and investment banking, municipal advisory, brokerage, and asset management. In the ordinary course of business, the Underwriters and their respective affiliates may actively trade debt and, if applicable, equity securities (or related derivative securities) and provide financial instruments (which may include bank loans, credit support or interest rate swaps). The Underwriters and their respective affiliates may engage in transactions for their own accounts involving the securities and instruments made the subject of this securities offering or other offering of the City. The Underwriters and their respective affiliates may make a market in credit default swaps with respect to municipal securities in the future. The Underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and publish independent research views in respect of this securities offering or other offerings of the City.]

[SALE OF THE CERTIFICATES]

[The Certificates are scheduled to be sold at competitive bid on [], 202[], as provided in an Official Notice of Sale, dated [], 202[] (the "Official Notice of Sale"). The Official Notice of Sale provides that all the Certificates would be purchased if any were purchased, the obligation to make such purchase being subject to certain terms and conditions set forth in the Official Notice of Sale, the approval of certain legal matters by Co-Special Counsel and certain other conditions. The initial purchaser or purchasers of the Certificates will represent to the City that the Certificates have been reoffered to the public at the price or yield to be stated on the inside cover page hereof.]

MISCELLANEOUS

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement contains forecasts, projections, estimates and other forward-looking statements that are based on current expectations. The words “expects,” “forecasts,” “projects,” “intends,” “anticipates,” “estimates,” “assumes” and analogous expressions are intended to identify forward-looking statements. Such forecasts, projections and estimates are not intended as representations of fact or guarantees of results. Any such forward-looking statements inherently are subject to a variety of risks and uncertainties that could cause actual results or performance to differ materially from those that have been forecast, estimated or projected. This Official Statement is not to be construed as a contract or agreement between the City and the [Underwriters] [initial purchaser] or Owners and beneficial owners of any of the Certificates.

The preparation and distribution of this Official Statement have been duly authorized by the Board of Supervisors of the City.

CITY AND COUNTY OF SAN FRANCISCO

By: _____
Greg Wagner
Controller

APPENDIX A

CITY AND COUNTY OF SAN FRANCISCO ORGANIZATION AND FINANCES

This Appendix A provides general information about the City's governance structure, budget processes, property taxation system and tax and other revenue sources, City expenditures, labor relations, employment benefits and retirement costs, investments, bonds, and other long-term obligations.

The various reports, documents, websites, and other information referred to herein are not incorporated by such references. The City has referred to certain specified documents in this Appendix A which are hosted on the City's website. A wide variety of other information, including financial information, concerning the City is available from the City's publications, websites, social media accounts, and its departments. Any such information that is inconsistent with the information set forth in this Official Statement should be disregarded and is not a part of or incorporated into this Appendix A and should not be considered in making a decision to buy the Bonds.

Certain information contained in this Appendix A may reference other enterprise departments of the City including San Francisco International Airport ("SFO" or the "Airport"), Public Utilities Commission ("SFPUC"), and other enterprise departments. Descriptions of such enterprises are included for informational purposes only, but no funds or resources of such enterprises are available or pledged as security for the Bonds.

The information presented in this Appendix A contains, among other information, City budgetary forecasts, projections, estimates and other statements that are based on current expectations as of the date of the Preliminary Official Statement. The words "expects," "forecasts," "projects," "budgets," "intends," "anticipates," "estimates," "assumes" and analogous expressions are intended to identify such information as "forward-looking statements." Such budgetary forecasts, projections and estimates are not intended as representations of fact or intended as guarantees of results. Any such forward-looking statements are inherently subject to a variety of risks and uncertainties that could cause actual results or performance to differ materially from those that have been forecast, estimated or projected.

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CITY FINANCIAL CHALLENGES

The City continues to face material financial challenges, including actual and projected revenue losses, resulting from a variety of factors, including continuing remote work by a significant portion of the workforce (which has led to declining property taxes for certain office buildings, lower real estate property transfer taxes, and reductions in taxes based on employees physically located in the City), continuing weakness in the local hospitality and convention industries (resulting in declines in hotel and sales taxes), and general economic conditions. As described herein, these conditions have resulted in projected budget deficits (absent corrective actions) in the hundreds of millions of dollars in future fiscal years, rising to approximately \$1.47 billion in fiscal year 2029-30.

FY25 & FY26 ORIGINAL BUDGET

The Original Budget for fiscal years 2024-25 and 2025-26 (the “FY25 & FY26 Original Budget”) was approved by the Board of Supervisors on July 30, 2024 and signed by the Mayor on August 1, 2024. See “CITY BUDGET – Budget Process” for additional detail. The FY25 & FY26 Original Budget reflects \$15.9 billion of expenditures in fiscal year 2024-25 and \$15.5 billion in fiscal year 2025-26. The FY25 & FY26 Original Budget addresses the then-current projected \$789.3 million two-year shortfall primarily through the use of \$135.7 million of fund balance, \$236.6 million in projected revenue increases, and \$68.8 million use of special funds, as well as \$302.0 million of net departmental budget reductions and other operating savings. Such operating savings were offset by increased capital and information technology costs and new labor costs. For information concerning recent reports relating to the FY25 & FY26 Original Budget, see “PERIODIC FINANCIAL REPORTING; RECENT REPORTS.”

NOVEMBER 2024 CITY ELECTION

At the November 5, 2024 election, voters in the City elected Daniel Lurie as Mayor of the City. In addition, elections were held for a number of Board of Supervisors seats, as well as City Attorney and Treasurer. See “CITY GOVERNMENT.” Voters also approved Propositions H, I, J and M, which impacts City finances. See “OTHER CITY TAX REVENUES – Business Taxes,” “CITY GENERAL FUND PROGRAMS AND EXPENDITURES - Voter-Mandated Spending Requirements” and “EMPLOYMENT COSTS; POST-EMPLOYMENT OBLIGATIONS - San Francisco Employees’ Retirement System.”

PERIODIC FINANCIAL REPORTING; RECENT REPORTS

The City Charter and Administrative Code provide for the preparation of a number of regular financial reports. These reports include:

Controller Revenue Letter: The Controller Revenue Letter is issued in June of each year, and addresses the Controller’s view of the accuracy of economic assumptions underlying the revenue estimates in the Mayor’s Proposed Budget. See “CITY BUDGET - FY25 & FY26 Original Budget and Revenue Letter.”

Budget Status Reports: Each year, the Controller issues six-month and nine-month budget status reports to apprise the City’s policymakers of the current budgetary status, including projected year-end revenues, expenditures and fund balances. See “CITY BUDGET –FY25 & FY26 Original Budget and Revenue Letter” and the description below of the Six-Month Budget Status Report issued by the Controller’s Office on February 18, 2025 (the “February 2025 Six-Month Report”).

Five-Year Financial Plan: The Five-Year Financial Plan (the “Five-Year Plan”) is required under Proposition A, a charter amendment approved by voters in November 2009. The Charter requires the City to forecast expenditures and revenues for the next five fiscal years, propose actions to balance revenues and expenditures during each year of the Plan, and discuss strategic goals and corresponding resources for City departments. Proposition A required that a Five-Year Plan be adopted every two years. Charter Section 9.119

requires that by March 1 of each odd-numbered year, the Mayor submit a Five-Year Plan to the Board. The City's Administrative Code requires that by March 1 of each even-numbered year, the Mayor, Board of Supervisor's Budget Analyst, and Controller submit an updated estimate for the remaining four years of the most recently adopted Five-Year Plan. . See the "CITY BUDGET – December 2024 Five-Year Plan and FY26 Mayor's Budget Instructions."

Following is a description of certain recently issued reports, with the most recent reports presented first.

February 2025 Six-Month Report

On February 18, 2025, the Controller's Office issued the Six-Month Budget Status Report (the "February 2025 Six-Month Report"). The February 2025 Six-Month Report noted that the Controller projects a \$367.2 million General Fund ending balance in the current fiscal year, a \$35.7 million improvement from the \$331.5 million balance in the December 2024 Five-Year Financial Plan. Citywide revenues for Fiscal Year 2024-25 are projected to be \$114.1 million below the FY25 & FY26 Original Budget, or \$68.5 million below the projection in the December 2024 Five-Year Financial Plan. Departments are projected to end Fiscal Year 2024-25 with a \$97.7 million net surplus.

The February 2025 Six-Month Report also noted that the Police, Fire, Emergency Management and Sheriff's departments, and the Public Utilities Commission, will require additional supplemental appropriations for overtime, which could reduce available fund balance, and that the projections assume no changes to federal revenue related to the new federal administration's proposed funding freezes or rescission of funds, but this remains a source of budgetary uncertainty. Specifically, the FY25 & FY26 Original Budget assumes \$80.0 million of FEMA reimbursements for COVID response costs, of which \$51.7 million is confirmed in the current fiscal year to date, and the projection currently assumes total reimbursements at budgeted levels. See "BUDGETARY RISKS – Impact of Federal Government on Local Finances."

See "CITY BUDGET – February 2025 Six-Month Report" for additional information concerning the February 2025 Six-Month Report.

Controller's Report on the Status of the City Economy

On February 13, 2025, the Controller's Office issued its most recent report on the status of the City economy through January 2025. The Controller's Office report noted that the City's job market continued its slow recovery, with jobs growing at a rate of 1.4% from October to December 2024. The City's unemployment rate increased to 3.9% after dipping to 3.7% in September and October. The City continues to have one of the lowest unemployment rates among California counties. The City's slow pace of returning to office showed some positive signs as MUNI metro's downtown ridership continued to recover and new data from Placer.ai (an analytics source used by the City that provides data about foot traffic and consumer behavior) shows employee visits have been increasing throughout 2024. Hotel revenue recovery remains flat. The office vacancy rate dropped slightly in the 4th quarter, for its first quarterly decline since 2020. However, Placer.ai data also showed that downtown visitors—mainly shoppers—have been dropping, and the formation of new restaurants and retail establishments are also trending down. Apartment rents within the City are rising, despite a broader softening trend. Housing prices remain stagnant, and new housing permits remain stuck well below pre-pandemic levels.

December 2024 Five-Year Plan

On December 18, 2024, the Mayor's Office, Controller's Office, and Board of Supervisors Budget and Legislative Analyst's Office issued the "Proposed Five-Year Financial Plan Fiscal Years 2025-26 through 2029-30" (the "December 2024 Five-Year Plan"). The December 2024 Five-Year Plan projects that that, over the next five years, the City's revenue outlook will improve, supported by recent changes in San Francisco's tax structure and modest economic growth. However, this improvement will be tempered by post-pandemic economic

realities and the depletion of one-time funding sources. At the same time, the cost of City services is projected to grow significantly, surpassing revenue growth each year of the five-year period.

Total annual expenditures are projected to increase by approximately \$1.99 billion over the next five years, representing a 29% increase from fiscal year 2024-25. In contrast, annual available General Fund sources are expected to grow by only \$518.6 million over the same period, an increase of 7.6 percent from fiscal year 2024-25. This results in projected annual deficits, absent corrective action, of \$253.2 million in fiscal year 2025-26, \$622.7 million in fiscal year 2026-27, \$1.05 billion in fiscal year 2027-28, \$1.33 billion in fiscal year 2028-29 and \$1.47 billion in fiscal year 2029-30.

The December 2024 Five-Year Plan states that City must develop and implement strategies to bridge the gap between projected revenues and expenditures, and that these strategies must be incorporated into the fiscal year 2025-26 and 2026-27 two-year budget and extended across the five-year period reflected in the December 2024 Five-Year Plan. The December 2024 Five-Year Plan notes that, unlike the significant budget shortfalls that followed the 2001 and 2008 recessions, the current outlook highlights longer-term structural challenges, even without the occurrence of another recession.

See “CITY BUDGET – December 2024 Five-Year Plan and FY26 Mayor’s Budget Instructions” for additional information concerning the December 2024 Five-Year Plan.

FY26 Mayor’s Budget Instructions

In December 2024, the Mayor’s Office issued budget instructions (the “FY26 Mayor’s Budget Instructions”), which contained a preview summary of the findings in the December 2024 Five-Year Plan, including the projected deficits described therein. The FY26 Mayor’s Budget Instructions noted that, since the COVID pandemic, the City has relied heavily on one-time sources to balance recent budgets. These one-time sources include federal disaster relief, and use of General Fund reserves and fund balance. The FY26 Mayor’s Budget Instructions noted that there is significant uncertainty with respect to receiving outstanding FEMA reimbursements. These one-time sources are expected to be depleted by the end of fiscal year 2027-28.

The FY26 Mayor’s Budget Instructions also identify particular risks including revenue losses to the City which may result from State financial difficulties, federal policies implemented by the incoming Trump administration, and declining property values resulting from assessment appeals. In addition, business tax appeals threaten over \$400 million in business tax revenue. The FY26 Mayor’s Budget Instructions also noted that health care costs escalation has increased, office vacancies remain elevated, and the hospitality industry recovery is slowing.

As a result of the foregoing, the FY26 Mayor’s Budget Instructions to departments direct ongoing, permanent spending reductions to the General Fund of 15% starting in fiscal year 2025-26, a re-examination of all contractual services and non-personnel expenditures, elimination of positions that are currently vacant, the consideration of future hiring freezes, and cessation of overnight and air travel for City employees. See “CITY BUDGET – December 2024 Five-Year Plan and FY26 Mayor’s Budget Instructions” for additional information concerning the December 2024 Five-Year Plan.

Subsequent to the issuance of the FY26 Mayor’s Budget Instructions, on January 9, 2025, Mayor Lurie announced a Citywide hiring freeze through the end of the fiscal year. Certain exemptions will be permitted including new hires to support public health, public safety, and other core City priorities.

Upcoming Reports

Significant upcoming reports include the March 2025 Update to the December 2024 Five-Year Plan. The financial pressures described herein result in challenges with respect to revenue and expense forecasting, and there can be no assurances that future reports will not identify increasing expenses and/or decreasing

revenues, potentially resulting in increased deficit projections as compared to prior reports. In addition, the City has commenced utilizing additional tools in connection with the forecasting of potential property tax losses, which may result in additional annual projected property tax losses in the tens of millions of dollars. See “GENERAL FUND REVENUES - PROPERTY TAXATION - Assessed Valuations, Tax Rates, and Tax Delinquencies.”

CITY BUDGET

Overview

The City manages the operations of more than 60 departments, commissions and authorities, including the enterprise fund departments, and funds such departments and enterprises through its annual budget process. Each year the Mayor prepares budget legislation for the City departments, which must be approved by the Board of Supervisors. General Fund revenues consist largely of local property tax, business tax, sales tax, other local taxes and charges for services. A significant portion of the City’s revenue also comes in the form of intergovernmental transfers from the State and federal governments. Thus, the City’s fiscal position is affected by the health of the local real estate market, the local business and tourist economy, and, by budgetary decisions made by the State and federal governments which depend, in turn, on the health of the larger State and national economies. All these factors are almost wholly outside the control of the Mayor, the Board of Supervisors and other City officials. In addition, the State Constitution limits the City’s ability to raise taxes and property-based fees without a vote of City residents. See “CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND EXPENDITURES” herein. Also, the fact that the City’s annual budget must be prepared before the State and federal budgets adds uncertainty to the budget process and necessitates flexibility so that spending decisions can be adjusted during the course of the fiscal year. See “CITY GENERAL FUND PROGRAMS AND EXPENDITURES” herein.

The FY25 & FY26 Original Budget was passed by the Board of Supervisors on July 30, 2024, and signed by Mayor Breed on August 1, 2024. The Original Budget for fiscal year 2024-25 appropriates annual revenues, fund balance, transfers and reserves of \$15.9 billion, of which the City’s General Fund accounts for \$6.9 billion. The Original Budget for fiscal year 2025-26 appropriates revenues, fund balance, transfers and reserves of \$15.6 billion, of which \$7.1 billion represents the General Fund budget. See “CITY BUDGET – FY25 & FY26 Original Budget and Revenue Letter” for further details on the budget. Table A-2 shows Final Revised Budget revenues and appropriations for the City’s General Fund for fiscal years 2020-21 through 2023-24, and the Original Budget for fiscal year 2024-25. See “GENERAL FUND REVENUES – PROPERTY TAXATION –Tax Levy and Collection,” “GENERAL FUND REVENUES – OTHER CITY TAX REVENUES” and “CITY GENERAL FUND PROGRAMS AND EXPENDITURES” herein.

See “CITY FINANCIAL CHALLENGES” and “BUDGETARY RISKS” for discussions of factors that have adversely impacted the revenue and expenditure levels assumed in the FY25 & FY26 Original Budget.

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TABLE A-1
Budgeted General Fund Revenues and Appropriations for
Fiscal Years 2020-21 through 2024-25
(000s)

	2020-21 Final Revised Budget⁽⁵⁾	2021-22 Final Revised Budget⁽⁵⁾	2022-23 Final Revised Budget⁽⁵⁾	2023-24 Final Revised Budget⁽⁵⁾	2024-25 Original Budget⁽⁶⁾
Prior-Year Budgetary Fund Balance & Reserves	\$ 2,816,902	\$ 2,803,535	\$ 3,214,031	\$ 2,963,605	\$ 2,813,034
<u>Budgeted Revenues</u>					
Property Taxes ⁽¹⁾	\$ 2,161,945	\$ 2,115,600	\$ 2,379,530	\$ 2,510,000	\$ 2,469,580
Business Taxes	798,057	957,307	902,246	851,077	883,000
Other Local Taxes ⁽²⁾	657,990	777,750	1,050,820	1,098,880	1,109,170
Licenses, Permits and Franchises	22,977	28,027	26,749	30,240	31,802
Fines, Forfeitures and Penalties	2,389	4,039	3,088	3,028	3,921
Interest and Investment Earnings	20,732	34,215	38,660	111,757	146,715
Rents and Concessions	11,166	11,820	12,913	14,571	14,145
Grants and Subventions	1,591,756	1,699,946	1,536,227	1,462,866	1,321,363
Charges for Services	254,990	258,939	243,298	275,495	351,423
Other	<u>59,773</u>	<u>37,694</u>	<u>23,307</u>	<u>32,153</u>	<u>19,444</u>
Total Budgeted Revenues	\$ 5,581,775	\$ 5,925,337	\$ 6,216,838	\$ 6,390,067	\$ 6,350,563
Bond Proceeds & Repayment of Loans	-	-	-	-	-
<u>Expenditure Appropriations</u>					
Public Protection	\$ 1,505,780	\$ 1,586,264	\$ 1,681,489	\$ 1,747,925	\$ 1,837,737
Public Works, Transportation & Commerce	218,986	244,365	275,941	254,637	232,734
Human Welfare & Neighborhood Development	1,605,573	1,571,761	1,621,981	1,686,647	1,641,289
Community Health	1,158,599	1,119,891	1,118,010	1,099,022	1,144,476
Culture and Recreation	147,334	161,417	180,475	198,594	190,338
General Administration & Finance	332,997	353,518	351,738	346,074	352,660
General City Responsibilities	<u>126,993</u>	<u>159,299</u>	<u>201,959</u>	<u>211,665</u>	<u>194,821</u>
Total Expenditure Appropriations	\$ 5,096,262	\$ 5,196,515	\$ 5,431,593	\$ 5,544,564	\$ 5,594,055
Budgetary reserves and designations, net	\$ 42,454	\$ 45,567	\$ 46,496	\$ 62,362	\$ 2,160
Transfers In	\$ 417,009	\$ 194,114	\$ 194,984	\$ 229,393	\$ 206,499
Transfers Out ⁽³⁾	<u>(1,164,927)</u>	<u>(1,181,704)</u>	<u>(1,315,702)</u>	<u>(1,355,235)</u>	<u>(1,250,314)</u>
Net Transfers In/Out	(\$ 747,918)	(\$ 987,590)	(\$ 1,120,718)	(\$ 1,125,842)	(\$ 1,043,815)
Budgeted Excess (Deficiency) of Sources Over (Under) Uses	\$ 2,512,044	\$ 2,499,200	\$ 2,832,062	\$ 2,620,904	-
Variance of Actual vs. Budget	<u>291,491</u>	<u>714,831</u>	<u>131,543</u>	<u>192,130</u>	-
Total Actual Budgetary Fund Balance ⁽⁴⁾	\$ 2,803,535	\$ 3,214,031	\$ 2,963,605	\$ 2,813,034	-

(1) The Budget appropriates Excess ERAF property tax funds in all fiscal years shown on the table. Please see "GENERAL FUND REVENUES -- Property Taxation" for more information about Excess ERAF.

(2) Other Local Taxes includes sales, hotel, utility users, parking, transfer, sugar sweetened beverage, stadium admissions, access line, cannabis, and overpaid executive taxes.

(3) Transfers Out is primarily related to transfers to support Charter-mandated spending requirements and hospitals.

(4) Fiscal year 2020-21 through fiscal year 2023-24 Final Revised Budget reflects prior year actual budgetary fund balance.

(5) Fiscal years 2020-21, 2021-22, 2022-23, and 2023-24 Final Revised Budgets are based on respective Annual Comprehensive Financial Reports.

(6) Fiscal year 2024-25 amount represents the Original Budget, adopted July 30, 2024. See "PERIODIC FINANCIAL REPORTING; RECENT REPORTS" for recent financial reports and projections.

Source: Office of the Controller, City and County of San Francisco.

Budget Process

The following paragraphs contain a description of the City's customary budget process. The City's fiscal year commences on July 1 and ends on June 30. The City's budget process for each fiscal year begins in the middle of the preceding fiscal year as departments prepare their budgets and seek any required approvals from the applicable City board or commission. Departmental budgets are consolidated by the City Controller, and then transmitted to the Mayor no later than the first working day of March. By the first working day of May, the Mayor is required to submit a proposed budget to the Board of Supervisors for certain specified departments, based on criteria set forth in the Administrative Code. On or before the first working day of June, the Mayor is required to submit a proposed budget, including all departments, to the Board of Supervisors.

Under the Charter, following the submission of the Mayor's Proposed Budget, the City Controller must provide an opinion to the Board of Supervisors regarding the economic assumptions underlying the revenue estimates and the reasonableness of such estimates and revisions in the proposed budget (the City Controller's "Revenue Letter"). The City Controller may also recommend reserves that are considered prudent given the proposed resources and expenditures contained in the Mayor's Proposed Budget. The Revenue Letter and other information from the Controller's website are not incorporated herein by reference. The City's Capital Planning Committee (composed of other City officials) also reviews the proposed budget and provides recommendations based on the budget's conformance with the City's adopted ten-year capital plan. For a further discussion of the Capital Planning Committee and the City's ten-year capital plan, see "CAPITAL FINANCING AND BONDS – Capital Plan" herein.

The City is required by the Charter to adopt, each year, a budget which is balanced in each fund. During its budget approval process, the Board of Supervisors has the power to reduce or augment any appropriation in the proposed budget, provided the total budgeted appropriation amount in each fund is not greater than the total budgeted appropriation amount for such fund submitted by the Mayor. The Board of Supervisors approves the budget by adoption of the Budget and Appropriation Ordinance (also referred to herein as the "Original Budget") typically by no later than August 1 of each fiscal year.

The Budget and Appropriation Ordinance becomes effective with or without the Mayor's signature after 10 days; however, the Mayor has line-item veto authority over specific items in the budget. Additionally, in the event the Mayor were to disapprove the entire Budget and Appropriation Ordinance, the Charter directs the Mayor to promptly return the ordinance to the Board of Supervisors, accompanied by a statement indicating the reasons for disapproval and any recommendations which the Mayor may have. Any Budget and Appropriation Ordinance so disapproved by the Mayor shall become effective only if, subsequent to its return, it is passed by a two-thirds vote of the Board of Supervisors.

Following the adoption and approval of the Budget and Appropriation Ordinance, the City makes various revisions throughout the fiscal year (the Original Budget plus any changes made to date are collectively referred to herein as the "Revised Budget"). A "Final Revised Budget" is prepared at the end of the fiscal year upon release of the City's Annual Comprehensive Financial Report ("ACFR") to reflect the year-end revenue and expenditure appropriations for that fiscal year.

Multi-Year Budgeting and Planning

The City's budget involves multi-year budgeting and financial planning, including:

1. Fixed two-year budgets are approved by the Board of Supervisors. For fiscal year 2025-26, all departments except for MTA, SFPUC, SFO, and the Port will have budgets open again for amendments.
2. A five-year financial plan and update, which forecasts General Fund revenues and expenses and summarizes expected public service levels and funding requirements for that period. The

December 2024 Five-Year Plan, including a forecast of expenditures and revenues and proposed actions to balance them in light of strategic goals, was issued by the Mayor, the Budget Analyst for the Board of Supervisors and the Controller's Office on December 18, 2024, for fiscal year 2025-26 through fiscal year 2029-30. See "CITY BUDGET – December 2024 Five-Year Plan and FY 26 Mayor's Budget Instructions" section below.

3. The Controller's Office proposes to the Mayor and Board of Supervisors financial policies addressing reserves, use of volatile revenues, debt and financial measures in the case of disaster recovery and the City is required to adopt budgets consistent with these policies once approved. The Controller's Office may recommend additional financial policies or amendments to existing policies no later than October 1. Key financial policies that have been enacted include:
 - Non-Recurring Revenue Policy – This policy limits the Mayor's and Board's ability to use for operating expenses the following nonrecurring revenues: extraordinary year-end General Fund balance, the General Fund share of revenues from prepayments provided under long-term leases, concessions, or contracts, otherwise unrestricted revenues from legal judgments and settlements, and other unrestricted revenues from the sale of land or other fixed assets. Under the policy, these nonrecurring revenues may only be used for nonrecurring expenditures that do not create liability for, or expectation of, substantial ongoing costs, including but not limited to discretionary funding of reserves, acquisition of capital equipment, capital projects included in the City's capital plans, development of affordable housing, and discretionary payment of pension, debt, or other long-term obligations.
 - Rainy Day and Budget Stabilization Reserve Policies – These reserves were established to support the City's budget in years when revenues decline. These and other reserves are discussed under "Rainy Day Reserve" and "Budget Stabilization Reserve" below.
4. The City is required to submit labor agreements to the Board of Supervisors by May 15, so the fiscal impact of the agreements can be incorporated in the Mayor's proposed June 1 budget. In July 2024, the City entered into 28 MOUs representing miscellaneous bargaining units. The Controller's Office analysis found that the MOUs will result in increased costs to the City of \$130.8 million (or 3.1%) of base wage and benefit cost in fiscal year 2024-25; \$293.3 million (or 6.9%) in fiscal year 2025-26; and \$471.6 million (or 11.1%) in fiscal year 2026-27. In addition, there is a wage increase of 2.5% on June 30, 2027, that will create additional costs in fiscal year 2027-28. Approximately 65% of the increased cost under the MOUs is supported by the General Fund. See "EMPLOYMENT COSTS; POST-EMPLOYMENT OBLIGATIONS – Labor Relations."

Role of Controller in Budgetary Analysis and Projections

As Chief Fiscal Officer and City Services Auditor, the City Controller monitors spending for all officers, departments and employees charged with receipt, collection or disbursement of City funds. Under the Charter, no obligation to expend City funds can be incurred without a prior certification by the Controller that sufficient revenues are or will be available to meet such obligation as it becomes due in the then-current fiscal year, which ends June 30. The Controller monitors revenues throughout the fiscal year, and if actual revenues are less than estimated, the City Controller may freeze department appropriations or place departments on spending "allotments" which will constrain department expenditures until estimated revenues are realized. If revenues are in excess of what was estimated, or budget surpluses are created, the Controller can certify these surplus funds as a source for supplemental appropriations that may be adopted throughout the year upon approval of the Mayor and the Board of Supervisors. The City's actual expenditures are often different from the estimated expenditures in the Original Budget due to supplemental appropriations, continuing appropriations of prior years, and unexpended current-year funds. If the Controller estimates revenue shortfalls that exceed applicable reserves and any other allowances for

revenue shortfalls in the adopted City budget, upon receipt of such estimates, the Mayor is to inform the Board of Supervisors of actions to address this shortfall. The Board of Supervisors may adopt an ordinance to reflect the Mayor's proposal or alternative proposals in order to balance the budget.

General Fund Results: Audited Financial Statements

The City issued the ACFR, which includes the City's audited financial statements, for fiscal year 2023-24 on November 27, 2024.

Fiscal year 2023-24 General Fund balance increased from fiscal year 2022-23. As of June 30, 2024, the net available budgetary basis General Fund balance was \$903.7 million, which is \$51.6 million more than the \$852.1 million available as of June 30, 2023. The portion of General Fund balance available for appropriation increased from the prior year by \$51.5 million as a result of steps taken during fiscal year 2023-24 to de-appropriate and otherwise hold spending of previously budgeted funds. This increase, however, was more than offset by the reduction in fund balance not available for appropriation, resulting in a decline in total GAAP and budgetary basis fund balance.

The City prepares its budget on a modified accrual basis, which is also referred to as "budget basis" in the ACFR. Accruals for incurred liabilities, such as claims and judgments, workers' compensation, accrued vacation and sick leave pay are funded only as payments are required to be made.

Table A-2 is extracted from information in the City's published ACFRs. Audited financial statements can be obtained from the City Controller's website <https://sf.gov/annual-comprehensive-financial-reports-acfr>. Information from the City Controller's website is not incorporated herein by reference. Excluded from this Statement of General Fund Revenues and Expenditures in Table A-2 are fiduciary funds, internal service funds, special revenue funds (which relate to proceeds of specific revenue sources which are legally restricted to expenditures for specific purposes), and all of the enterprise fund departments of the City, each of which prepares separate audited financial statements. See "CITY BUDGET – Five-Year Financial Plan: FY 2025-26 through FY 2029-30 and FY 2025-26 Mayor's Budget Instructions" for a summary of the most recent projections.

On a GAAP basis, the General Fund balance as of June 30, 2024 was \$2.6 billion . Table A-4 focuses on the City's fund balances; General Fund balances are shown on both a budget basis and a GAAP basis with comparative financial information for the fiscal years ended June 30, 2020 through June 30, 2024.

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TABLE A-2
Statement of Revenues, Expenditures and Changes in General Fund Fund Balances⁽¹⁾
Fiscal Years 2019-20 through 2023-24
(000s)

Revenues:	2019-20	2020-21	2021-22	2022-23	2023-24
Property Taxes	\$ 2,075,002	\$ 2,332,864	\$ 2,336,071	\$ 2,459,052	\$ 2,526,392
Business Taxes	822,154	722,642	861,172	850,593	868,932
Other Local Taxes ⁽²⁾	996,180	709,018	1,115,553	1,108,545	1,036,816
Licenses, Permits and Franchises	25,318	12,332	32,078	28,953	29,702
Fines, Forfeitures and Penalties	3,705	4,508	5,755	3,191	6,484
Interest and Investment Income	65,459	(1,605)	(93,447)	68,319	180,387
Rents and Concessions	9,816	5,111	10,668	11,775	11,764
Intergovernmental	1,183,341	1,607,803	1,795,395	1,339,711	1,393,646
Charges for Services	229,759	230,048	238,438	243,234	281,393
Other	62,218	46,434	23,265	29,677	42,268
Total Revenues	\$ 5,472,952	\$ 5,669,155	\$ 6,324,948	\$ 6,143,050	\$ 6,377,784
Expenditures:					
Public Protection	\$ 1,479,195	\$ 1,498,514	\$ 1,562,797	\$ 1,654,953	\$ 1,730,773
Public Works, Transportation & Commerce	203,350	204,973	232,078	265,019	241,299
Human Welfare and Neighborhood Development	1,252,865	1,562,982	1,478,115	1,577,163	1,617,231
Community Health	909,261	1,056,590	1,002,047	967,381	947,867
Culture and Recreation	155,164	145,405	159,056	172,832	186,187
General Administration & Finance	304,073	314,298	298,742	301,748	293,959
General City Responsibilities	129,941	113,913	156,870	189,570	168,497
Total Expenditures	\$ 4,433,849	\$4,896,675	\$4,889,705	\$5,128,666	\$5,185,813
 Excess of Revenues over Expenditures	 \$ 1,039,103	 \$772,480	 \$1,435,243	 \$1,014,384	 \$1,191,971
 Other Financing Sources (Uses):					
Transfers In	\$ 87,618	\$ 343,498	\$ 84,107	\$ 119,361	\$ 155,223
Transfers Out	(1,157,822)	(1,166,855)	(1,209,383)	(1,316,074)	(1,354,857)
Other	-	(338)	(74,928)	(74,677)	(76,864)
Total Other Financing Sources (Uses)	(\$1,070,204)	(\$823,695)	(\$1,200,204)	(\$1,271,390)	(\$1,276,498)
 Excess (Deficiency) of Revenues and Other Sources					
Over Expenditures and Other Uses	(\$ 31,101)	(\$ 51,215)	\$ 235,039	(\$ 257,006)	(\$ 84,524)
 Total Fund Balance at Beginning of Year	 \$ 2,717,023	 \$ 2,685,922	 \$ 2,670,104	 \$ 2,905,143	 \$ 2,648,137
Cumulative effect of accounting change		35,397	-		
Total Fund Balance at End of Year -- GAAP Basis	\$ 2,685,922	\$ 2,670,104	\$ 2,905,143	\$ 2,648,137	\$ 2,563,610
Assigned for Subsequent Year's Appropriations and Unassigned Fund Balance, Year End					
-- GAAP Basis	\$ 395,776	\$ 179,077	\$ 325,664	\$ 150,628	\$ 228,515
-- Budget Basis	\$ 896,172	\$ 901,980	\$ 1,016,157	\$ 852,147	\$ 903,673

⁽¹⁾ Summary of financial information derived from City ACFRs. Fund balances include amounts reserved for rainy day (Economic Stabilization and One-time Spending accounts), encumbrances, appropriation carryforwards and other purposes (as required by the Charter or appropriate accounting practices) as well as unreserved designated and undesignated available fund balances (which amounts constitute unrestricted General Fund balances).

⁽²⁾ Other Local Taxes includes sales, hotel, utility users, parking, transfer, sugar sweetened beverage, stadium admissions, access line, cannabis, and overpaid executive taxes.

Sources: Annual Comprehensive Financial Reports; Office of the Controller, City and County of San Francisco.

In addition to the reconciliation of GAAP versus budget-basis fund balance, Table A-3 shows the City's various reserve balances as designations of fund balance. Key reserves are described further below.

Rainy Day Reserve

The City maintains a Rainy Day Reserve, as shown on the first and second line of Table A-3 below. Charter Section 9.113.5 requires that if total General Fund revenues for the current year exceed total General Fund revenues for the prior year by more than five percent, then the City must deposit anticipated General Fund revenues in excess of that five percent growth into three accounts within the Rainy Day Reserve (see below) and for other lawful governmental purposes. Similarly, if budgeted revenues exceed current year revenues by more than five percent, the budget must allocate deposits to the Rainy Day Reserve. Proposition C, passed by the voters in November 2014, divided the existing Rainy Day Economic Stabilization Account into a City Rainy Day Reserve ("City Reserve") and a School Rainy Day Reserve ("School Reserve") for SFUSD, with each reserve account receiving 50% of the existing balance at the time. Deposits to the reserve are allocated as follows:

- 37.5% of the excess revenues to the City Reserve;
- 12.5% of the excess revenues to the School Reserve (not shown in Table A-3 because it is reserved for SFUSD and not part of the General Fund,);
- 25% of the excess revenues to the Rainy Day One-Time or Capital Expenditures account; and
- 25% of the excess revenues to any lawful governmental purpose.

The fiscal year 2022-23 ending balance of the Rainy Day Economic Stabilization City Reserve was \$114.5 million, as shown in Table A-3. Under Proposition C, the City is not eligible to withdraw from the Rainy Day Reserve in fiscal years 2023-24, 2024-25 or 2025-26, preserving the balance of \$114.5 million in those years.

The combined balances of the Rainy Day Reserve's Economic Stabilization account and the Budget Stabilization Reserve are subject to a cap of 10% of actual total General Fund revenues. Amounts in excess of that cap in any year will be placed in the Budget Stabilization One-Time Reserve, which is eligible to be allocated to capital and other one-time expenditures. Monies in the City Reserve are available to provide budgetary support in years when General Fund revenues are projected to decrease from prior-year levels (or, in the case of a multi-year downturn, the highest of any previous year's total General Fund revenues). Monies in the Rainy Day One-Time Reserve are available for capital and other one-time spending initiatives.

Budget Stabilization Reserve

The City maintains a Budget Stabilization Reserve, as shown on the third line of Table A-4 below. The Budget Stabilization Reserve augments the Rainy Day Reserve and is funded through the dedication of 75% of certain volatile revenues, including Real Property Transfer Tax ("RPTT") receipts in excess of the rolling five-year annual average (adjusting for the effect of any rate increases approved by voters), funds from the sale of assets, and year-end unassigned General Fund balances beyond the amount assumed as a source in the subsequent year's budget.

The combined value of the Budget Stabilization Reserve and the Budget Stabilization One-Time Reserve was \$330.0 million at the end of fiscal year 2023-24, with an ending balance of \$275.1 million in the Budget Stabilization Reserve and \$54.8 million in the Budget Stabilization One-Time Reserve. As with the Rainy Day Reserve under Proposition C, the City is not permitted to withdraw from the Budget Stabilization Reserve in fiscal years 2023-24, 2024-25 or 2025-26, maintaining the fiscal year 2022-23 balance of \$275.2 million.

The Budget Stabilization Reserve has the same withdrawal requirements as the Rainy Day Reserve. Withdrawals are structured to occur over a period of three years: in the first year of a downturn, a maximum of 30% of the combined value of the Rainy Day Reserve and Budget Stabilization Reserve could be drawn; in the second year, the maximum withdrawal is 50%; and, in the third year, the entire remaining balance may be drawn. No deposits are required in years when the City is permitted to withdraw.

Salaries, Benefits and Litigation Reserves

The City maintains two reserves to offset potential expenses, which are available to City departments through a Controller's Office review and approval process. These are shown in the "assigned, not available for appropriation," and "assigned and unassigned, available for appropriation" sections of Table A-4 below. These include the Salaries and Benefit Reserve (balance of \$1.8 million as of fiscal year 2023-24) and the Litigation Reserve. The Litigation Reserve and Public Health Management Reserve (balance of \$282.7 million in fiscal year 2023-24) are combined for reporting purposes. The purpose of the latter is to manage patient revenue volatility in the Department of Public Health.

General Reserve

The City maintains a General Reserve, shown as part of "Unassigned for General Reserve" in the "assigned and unassigned, available for appropriation" section of Table A-4 below. The fiscal year 2023-24 balance of \$135.7 million includes \$128.1 million of General Reserve, as well as two smaller, unrelated reserves. On December 16, 2014, the Board of Supervisors adopted financial policies which increased the City's General Reserve from 2% to 3% of General Fund revenues between fiscal year 2017-18 and fiscal year 2020-21 while reducing the required deposit to 1.5% of General Fund revenues in years when the City appropriates a withdrawal from the Rainy Day reserve. The intent of this policy change was to increase reserves available during a multi-year downturn. In fiscal years 2020-21 and 2021-22, the City withdrew from the Rainy Day Reserve and reset its General Fund Reserve deposit requirement to 1.5% of General Fund revenues in those years. See "CITY BUDGET – Five-Year Financial Plan Update: FY 2025-26 through FY 2029-30 and FY 2025-26 Mayor's Budget Instructions" for a summary of the most recent projections.

Fiscal Cliff Reserve

The Fiscal Cliff Reserve was created for the purpose of managing projected budget shortfalls following the spend down of federal and state pandemic stimulus funds and other one-time sources. In fiscal year 2021-22, \$64.2 million of the Fiscal Cliff Reserve was appropriated through a supplemental appropriation ordinance for rent relief and social housing. As a result, the fiscal year 2021-22 reserve balance was \$229.8 million. The fiscal year 2022-23 and 2023-24 budgets appropriated \$9.3 million and \$90.2 million respectively. However, given the City's fiscal year 2023-24 results, the City only needed to use \$38.0 million leaving a balance of \$182.4 million for future years.

Operating Cash Reserve

Although not shown in Table A-3, under the City Charter, the Treasurer, upon recommendation of the City Controller, is authorized to transfer legally available moneys to the City's operating cash reserve from any unencumbered funds then held in the City's pooled investment fund (which contains cash for all pool participants, including city departments and external agencies such as San Francisco Unified School District and City College). The operating cash reserve is available to cover cash flow deficits in various City funds, including the City's General Fund. From time to time, the Treasurer has transferred unencumbered moneys in the pooled investment fund to the operating cash reserve to cover temporary cash flow deficits in the General Fund and other City funds. Any such transfers must be repaid within the same fiscal year in which the transfer was made, together with interest at the rate earned on the pooled funds at the time the funds were used. See "INVESTMENT OF CITY FUNDS – Investment Policy" herein.

TABLE A-3
Summary of General Fund Fund Balances
Fiscal Years 2019-20 through 2023-24
(000s)

	2019-20	2020-21	2021-22	2022-23	2023-24
Restricted for rainy day (Economic Stabilization account) ⁽¹⁾	\$ 229,069	\$ 114,539	\$ 114,539	\$ 114,539	\$ 114,539
Restricted for rainy day (One-time Spending account) ⁽¹⁾	-	-	-	-	-
Committed for budget stabilization (citywide) ⁽²⁾	362,607	320,637	320,637	330,010	330,010
Committed for Recreation & Parks savings reserve	803	-	-	-	-
<u>Assigned, not available for appropriation</u>					
Assigned for encumbrances	\$ 394,912	\$ 407,137	\$ 462,668	\$ 424,301	\$ 431,461
Assigned for appropriation carryforward	630,759	753,776	940,213	840,748	569,737
Assigned for budget savings incentive program (Citywide)	-	-	-	-	-
Assigned for salaries and benefits ⁽³⁾	25,371	5,088	17,921	27,927	1,807
Assigned for Self-Insurance ⁽⁴⁾	-	42,454	45,567	46,496	43,362
Assigned for Hotel Tax Loss Contingency	-	6,000	3,500	3,500	-
Total Fund Balance Not Available for Appropriation	\$1,643,521	\$1,649,631	\$1,905,045	\$1,787,521	\$1,490,916
<u>Assigned and unassigned, available for appropriation</u>					
Assigned for litigation & contingencies ⁽³⁾	\$ 160,314	\$ 173,591	\$ 235,133	\$ 259,230	\$ 282,731
Assigned for subsequent year's budget	370,405	173,989	307,743	122,701	226,708
Unassigned for General Reserve ⁽⁵⁾	78,498	78,333	57,696	64,707	135,714
Unassigned - Budgeted for use second budget year	84	-	149,695	291,710	228,502
Unassigned - Projected for use third and fourth budget year	-	-	163,400	81,190	154,861
Unassigned - Reserve for Other Contingencies	-	-	-	-	-
Unassigned - COVID-19 Contingency Reserve ⁽⁶⁾	507,400	113,500	13,999	-	-
Unassigned - Conditional Increment Reserve	-	-	-	-	402
Unassigned - Federal & State Emergency Revenue Reserve ⁽⁶⁾	-	100,000	81,300	81,300	81,300
Unassigned - Fiscal Cliff Reserve ⁽⁶⁾	-	293,900	229,750	220,432	182,425
Unassigned - Business Tax Stabilization Reserve	-	149,000	29,454	29,454	29,454
Unassigned - Gross Receipts Prepayment Reserve	-	26,000	-	-	-
Unassigned - Public Health Use in FY 2023-24	-	-	-	21,213	-
Unassigned - Other Reserve	3,000	13,807	1,021	1,021	21
Unassigned - Available for future appropriation	18,283	31,784	39,795	3,126	-
Total Fund Balance Available for Appropriation	\$1,137,984	\$1,153,904	\$1,308,986	\$1,176,084	\$1,322,118
Total Fund Balance, Budget Basis	\$2,781,505	\$2,803,535	\$3,214,031	\$2,963,605	\$2,813,034
<u>Budget Basis to GAAP Basis Reconciliation</u>					
Total Fund Balance - Budget Basis	\$2,781,505	\$2,803,535	\$3,214,031	\$2,963,605	\$2,813,034
Unrealized gain or loss on investments	36,626	3,978	(156,403)	(158,859)	(79,138)
Nonspendable fund balance	1,274	2,714	4,134	1,174	1,001
"Cumulative Excess Property Tax Revenues Recognized on a Budget Basis	(20,655)	(31,745)	(32,874)	(40,685)	(54,052)
"Cumulative Excess Health, Human Service, Franchise Tax and other Revenues on Budget Basis	(139,590)	(120,569)	(118,791)	(111,163)	(114,312)
Inventories	33,212	17,925	-	-	-
Pre-paid lease revenue	(6,450)	(5,734)	(4,954)	(5,935)	(2,923)
Total Fund Balance, GAAP Basis	\$2,685,922	\$2,670,104	\$2,905,143	\$2,648,137	\$2,563,610

(1) See "Rainy Day Reserve."

(2) See "Budget Stabilization Reserve."

(3) See "Salaries, Benefits and Litigation Reserves."

(4) Due to GASB 84 implementation, the self-insurance and other general City activities from the former Payroll (Agency) Fund became part of the General Fund. The balance represents a fund collected and restricted for self-insurance purposes.

(5) See "General Reserve."

(6) See "Fiscal Cliff Reserve."

Source: Office of the Controller, City and County of San Francisco.

Recent Reports

The following sections describe recent reports on the City's financial condition, presented with the most recent report first, followed by prior reports.

February 2025 Six-Month Report

On February 18, 2025, the Controller's Office issued the Six-Month Budget Status Report (the "February 2025 Six-Month Report"). The February 2025 Six-Month Report noted that:

- The Controller's Office projects a \$367.2 million General Fund ending balance in Fiscal Year 2024-25, a \$35.7 million improvement from the \$331.5 million balance in the December 2024 Five-Year Plan. Application of this additional current year fund balance would decrease the projected shortfall in the upcoming two-year budget to \$840.2 million from the previous projected shortfall of an \$875.9 million. However, significant risks to this projection remain, most notably from uncertainty in the economy and potential policy changes affecting federal revenue.
- Citywide revenues are projected to be \$114.1 million below the FY25 & FY26 Original Budget, or \$68.5 million below the projection for Fiscal Year 2024-25 in the December 2024 Five-Year Plan. Property tax is projected to be \$55.8 million below the FY25 & FY26 Original Budget as figures are updated to increase appeals reserves to reflect appeals filed by the September 2024 filing deadline and refunds of taxes paid year to date. Business tax revenue is projected to be \$22.8 million below budget as Proposition M approved by the voters in November 2024 eliminated a scheduled tax increase. Shortfalls in sales tax revenues (including realignment) reflect year to date weakness in cash receipts at both the local and state levels. The projected shortfall in hotel tax is based on weak receipts in the first half of the fiscal year and assumed improvement in the second half. These shortfalls are partially offset by strength in real property transfer tax revenue and interest income.
- Departments are projected to end Fiscal Year 2024-25 with a \$97.7 million net surplus including:
 - A total of \$19.9 million of expenditure savings from the close out of continuing projects, including \$10.5 million at the Department of Children, Youth and Their Families and \$3.0 million at the Mayor's Office of Housing and Community Development. Amounts that require Board of Supervisors approval to deappropriate will be noted in the Controller's June 2025 Revenue Letter and will be placed on Mayor's reserve in the interim. In addition, \$2.5 million of annual project expenditures at the Department of Public Health related to sugary drinks distributor tax programs will be placed on reserve.
 - A total of \$77.8 million in operating savings identified by departments includes a net \$40.0 million revenue surplus and \$37.8 million in expenditure savings, primarily generated as a result of a September 2024 Mayor's Office mid-year personnel savings target of 3.5%, additional hiring restrictions announced by the Mayor's Office in January 2025, and other operating conditions. The Department of Public Health is projected to have a \$61.6 million surplus, including \$59.0 million in revenue above budget due to surplus San Francisco Health Network revenue, partially offset by a patient revenue shortfall at Laguna Honda Hospital caused by the pause on new admissions during recertification. An operating surplus of \$16.7 million at the Human Services Agency is offset by revenue shortfalls at Public Works and City Planning and overspending at the Sheriff's department.
- The Police, Fire, Emergency Management and Sheriff's departments, and the Public Utilities Commission, will require additional supplemental appropriations for overtime. To the extent these are not funded by reallocation of existing expenditure appropriation, such supplementals could reduce available fund balance. Any additional supplemental appropriations using projected revenue surpluses or

expenditure savings displayed in this report will reduce fund balance available to solve the projected FY 2025-26 and FY 2026-27 shortfall identified in the December 2024 Five-Year Plan.

- Projections assume no changes to federal revenue related to the new federal administration’s proposed funding freezes or rescission of funds, but this remains a source of budgetary uncertainty. Since January 20, 2025, the new federal administration has issued a number of Executive Orders and agency directives to eliminate, reduce, or condition federal funding based on the President's immigration, LGBTQ+, energy, and DEI/DEIA program policy preferences. The Office of Management and Budget (“OMB”) announced a federal funding freeze on January 27, 2025 and rescinded the funding freeze memo on January 29, 2025 after a pair of legal challenges. Two courts have since entered temporary restraining orders after concluding that freezing federal assistance was likely illegal. But, that litigation and the threat to the City’s federal funding remain ongoing. For example, the courts may lift part or all of the funding freeze. In addition, other federal agencies continue to initiate processes to implement the administration's desired funding cuts. The City Attorney’s Office is working with the Mayor’s Office and City departments to evaluate legal options to protect federal funds received by the City.

Specifically, the FY25 & FY26 Original Budget assumes \$80.0 million of FEMA reimbursements for COVID response costs, of which \$51.7 million is confirmed in the current year to date, and the projection currently assumes total reimbursements at budgeted levels. COVID claims are currently undergoing eligibility reviews by CalOES (California Office of Emergency Services). The City has the option to appeal costs deemed ineligible. See “BUDGETARY RISKS - Impact of Federal Government on Local Finances.”

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The following table shows variances between the FY25 & FY26 Original Budget, the December 2024 Five-Year Plan and the February 2025 Six-Month Report. The February 2025 Six-Month Report notes that the variances from the December 2024 Five-Year Plan are largely due to worsening expectations for property, hotel and sales taxes.

General Fund Citywide Revenues Variances to Budget (\$ millions)

	Fiscal Year 2023-24	Fiscal Year 2024-25			Variance in February 2025 Six-Month Report	
			December 2024 Five- Year Plan	February 2025 Six- Month Report	Vs December 2024 Five- Year Plan	
	Actuals	FY25 & FY26 Original Budget			Vs Adopted Budget	
Traditional Property Tax	2,142.1	2,158.0	2,167.0	2,107.0	(51.0)	(60.0)
Excess ERAF	397.2	311.6	298.0	306.8	(4.8)	8.8
Property Tax Total	2,539.4	2,469.6	2,465.0	2,413.8	(55.8)	(51.2)
Business Taxes	868.9	1,023.0	995.4	1,000.2	(22.8)	4.8
Sales Tax - Local 1%	190.5	193.7	188.0	182.8	(10.9)	(5.2)
Hotel Room Tax	251.2	285.2	254.1	246.9	(38.3)	(7.2)
Utility User & Access Line Taxes	186.6	164.5	168.8	168.8	4.3	-
Parking Tax	86.2	86.9	86.9	86.9	-	-
Real Property Transfer Tax	177.7	218.9	229.6	229.6	10.8	-
Sugar Sweetened Beverage Tax	11.6	12.7	11.6	11.6	(1.1)	-
Stadium Admissions Tax	8.6	7.4	8.6	8.6	1.2	-
Cannabis Tax	-	-	-	-	-	-
Franchise Taxes	17.4	16.2	17.1	17.1	0.8	-
Interest Income	171.4	146.7	164.4	164.4	17.7	-
FEMA Disaster Relief	73.3	80.0	87.0	87.0	7.0	-
Health & Welfare Realignment	264.6	283.6	269.3	264.8	(18.8)	(4.5)
Public Safety Realignment	55.6	55.4	54.9	51.9	(3.5)	(3.0)
Public Safety Sales Tax	97.2	99.6	96.9	95.7	(3.9)	(1.2)
Airport Transfer In	55.6	58.3	58.3	57.5	(0.9)	(0.9)
Commercial Rent Tax Transfer In	28.4	28.1	28.1	28.1	(0.0)	-
Total Citywide Revenues	5,084.0	5,229.7	5,184.1	5,115.6	(114.1)	(68.5)

December 2024 Five-Year Plan and FY26 Mayor’s Budget Instructions

The Five-Year Financial Plan (the “Five-Year Plan”) is required under Proposition A, a charter amendment approved by voters in November 2009. The Charter requires that, every two years, the City must forecast expenditures and revenues for the next five fiscal years, propose actions to balance revenues and expenditures during each year of the Plan, and discuss strategic goals and corresponding resources for City departments. The Charter also requires that by March 1 of each odd-numbered year, the Mayor submit a Five-Year Plan to the Board. The City’s Administrative Code requires that by March 1 of each even-numbered year, the Mayor, Board of Supervisor’s Budget Analyst, and Controller submit an updated estimate for the remaining four years of the most recently adopted Five-Year Plan.

On December 18, 2024, the Mayor's Office, Controller's Office, and Board of Supervisors Budget and Legislative Analyst's Office issued the “Proposed Five-Year Financial Plan Fiscal Years 2025-26 through 2029-30” (the “December 2024 Five-Year Plan”). The December 2024 Five-Year Plan projects that that, over the next five years, the City’s revenue outlook will improve, supported by recent changes in San Francisco’s tax structure

and modest economic growth. However, this improvement will be tempered by post-pandemic economic realities and the depletion of one-time funding sources. At the same time, the cost of City services is projected to grow significantly, surpassing revenue growth each year of the five-year period.

The City anticipates budget deficits in each of the next five years without proactive measures taken to address the imbalance between revenues and expenditures. Unlike the significant budget shortfalls that followed the 2001 and 2008 recessions, the current outlook highlights longer-term structural challenges, even without the occurrence of another recession. Given this economic context, the fiscal strategies outlined emphasize implementing ongoing spending reductions to balance the budget in each year. These reductions are grouped into the main categories of labor, infrastructure, and contracts.

The December 2024 Five-Year Plan states it was issued during a period of transition, as the City transitioned from the administration of Mayor London Breed to that of Mayor Daniel Lurie, who assumed office on January 8, 2025. The December 2024 Five-Year Plan notes that, as the incoming administration refines its policy priorities within the constraints of the two-year and long-term structural deficits, the December 2024 Five-Year Plan provides a high-level framework to inform decision making.

The following table is excerpted from the December 2024 Five-Year Plan and sets forth projected changes from the Annual Appropriations Ordinance (“AAO”) Budget for fiscal year 2025-26. (The AAO is the legislation adopted after the Board of Supervisors reviews and amends the Mayor’s Proposed Budget that enacts the annual budget).

The remainder of this section summarizes certain information from the December 2024 Five-Year Plan.

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TABLE A-4
Five-Year Financial Plan
Fiscal Years 2025-26 through 2029-30
Base Case - Summary of General Fund-Supported Projected Budgetary Surplus/(Shortfall)
Projections as of December 18, 2024
(\$ Millions)

	Change from AAO Budget		Projection			
	2025-26	2025-26	2026-27	2027-28	2028-29	2029-30
SOURCES Increase / (Decrease)	\$(203.2)	\$(9.2)	\$132.9	\$225.8	\$350.4	\$518.6
Uses						
Baselines & Reserves	(1.5)	(53.6)	(147.1)	(232.1)	(255.8)	(254.0)
Salaries & Benefits	0.4	(175.7)	(350.4)	(607.0)	(795.3)	(943.1)
Citywide Operating Budget Costs	(7.0)	(18.7)	(125.0)	(235.4)	(316.1)	(392.5)
Departmental Costs	(41.8)	4.0	(133.1)	(204.6)	(317.8)	(400.2)
Uses Decrease / (Increase)	\$(50.0)	\$(244.0)	\$(755.7)	\$(1,279.1)	\$(1,684.9)	\$(1,989.8)
Projected Cumulative Surplus /(Shortfall)	\$ (253.2)	\$ (253.2)	\$ (622.7)	\$ (1,053.3)	\$ (1,334.5)	\$ (1,471.2)

Key assumptions in the December 2024 Five-Year Plan: The December 2024 Five-Year Plan noted key assumptions, including the following:

- *No major changes to service levels or number of employees:* The December 2024 Five-Year Plan projection assumes no major changes to policies, service levels, or the number of employees from previously adopted fiscal year 2024-25 and fiscal 2025-26 budgeted levels unless specified below.
- *Weak growth but no recession:* The December 2024 Five-Year Plan projection report assumes changes in office use that occurred during the pandemic will continue, affecting commercial and residential real estate and taxable gross receipts. The recovery in travel and tourism is slower than prior forecasts, reflecting weakness in business travel and convention activity.
- *Implementation of measures adopted by voters in the November 2024 election:* The December 2024 Five-Year Plan projections assume additional expenditures and changes in business tax revenue resulting required by the measures enacted by the voters in November 2024.
- *Previously negotiated wage increases and inflationary increases for open contracts in line with CPI:* The December 2024 Five-Year Plan projection reflects the additional salary and benefit costs for previously negotiated, closed labor agreements. After the expiration of closed contracts, the December 2024 Five-Year Plan projects salary increases equal to the change in CPI of 2.67% in fiscal year 2026-27, 2.69% in fiscal year 2027-28, 2.41% in fiscal year 2028-29, and 2.40% in fiscal year 2029-30.
- *Pension investment returns meet expectations and assume a partial supplemental COLA:* The December 2024 Five-Year Plan projection assumes a return on San Francisco Employees' Retirement System (SFERS) assets of 7.2 percent, the actuarially assumed rate of return. Under the City Charter, returns of 7.3 percent starts to generate a trigger a supplemental COLA for the non-Prop C retirees. The projection assumes half of a full supplemental COLA each year for non-Prop C retirees. The impact of future supplemental COLA on contribution rates and funded status is most negative when investment returns are just high enough to trigger a full supplemental COLA. Since preparing the estimated cost of

retirement, the Retirement Board on December 11, 2024 reported that the fiscal year 2024 returns triggered a supplemental COLA that resulted in an additional 0.5% increase for non-Prop C retirees. The forecast update in March 2025 will incorporate this update, along with other new information.

- *Health insurance cost increases:* Based on healthcare utilization trends and benchmarks, the December 2024 Five-Year Plan projection assumes that the employer share of health insurance costs for active employees will increase an average of 6.1 percent annually over the five years. Retiree health costs are assumed to grow by an average of 7.4 percent annually over the five years.
- *Inflationary increase on non-personnel operating costs:* The December 2024 Five-Year Plan projection assumes that the cost of materials and supplies, professional services, contracts with community-based organizations, and other non-personnel operating costs will increase by the rate of Consumer Price Index (CPI) starting in fiscal year 2025-26 and thereafter. The projection reflects the adopted fiscal year 2024-25 and fiscal year 2025-26 budget, which included a 3.0% cost-of-doing business increase for General Fund nonprofit contracts in fiscal year 2024-25 and remained flat in fiscal year 2025-26.
- *Deposits to and withdrawals from reserves:* Because General Fund revenue is forecasted to grow slowly year-over-year, the City is not eligible to withdraw from its Rainy Day or Budget Stabilization reserves. The projection assumes \$138.0 million of withdrawals from other reserves as approved in the adopted fiscal year 2024-25 and fiscal year 2025-26 budget. In accordance with Administrative Code Section 10.60(b), deposits to the General Reserve are assumed in all years of the plan period, increasing from 2.5 percent of General Fund revenue in fiscal year 2025-26 to 3.0 percent in fiscal year 2027-28. Deposits to the Budget Stabilization Reserve are expected in fiscal year 2026-27 through fiscal year 2029-30, as real property transfer tax revenues exceed the prior five-year average.
- *State fiscal condition:* The December 2024 Five-Year Plan currently assumes excess ERAF revenue of \$298.0 million in fiscal year 2024-25, \$264.6 million in fiscal year 2025-26, \$239.3 million in fiscal year 2026-27, \$230.8 million in fiscal year 2027-28, \$235.1 million in fiscal year 2028-29, and \$245.2 million in fiscal year 2029-30. In its November 2024 multi-year budget outlook, the state Legislative Analyst's Office projects the state's fiscal year 2025-26 General Fund budget will likely remain balanced, as spending increases are projected to be offset by the recent stock market rally, which increased earnings of the highest-income residents and state income tax revenue. However, given underlying weakness in employment and consumer spending, anticipated annual revenue growth of 4.0 percent will not keep pace with spending growth of 5.8 percent through the forecast period, resulting in deficits from fiscal year 2026-27 onward. The City should therefore be prepared for continued legislative proposals to shift more ERAF to schools, which would reduce state school funding burdens and reduce excess ERAF that reverts to the City. In addition, any deficit would likely reduce discretionary state funding for housing, criminal justice, and other local government grants.

Key factors that could affect the projections: The December 2024 Five-Year Plan noted key factors that could materially impact the City's financial condition, including the following:

- *Inflationary pressures lead to higher interest rates and slower, or negative, economic growth.* The December 2024 Five-Year Plan assumes very modest revenue growth over the forecast period given continued but tepid economic recovery. It does not assume a recession. If policy and economic factors tip the nation into recession, and if local policymakers chose to completely deplete the City's economic stabilization reserves to manage it, we estimate such a recession would increase the total shortfall amount by \$339.0 million over the forecast period.
- *Pending or proposed new programs or legislation:* No pending or proposed legislative changes with a fiscal impact are assumed in the December 2024 Five-Year Plan. Legislation adopted by the Mayor and Board of Supervisors with a fiscal impact would increase the projected shortfalls. Several appropriations

for new program initiatives are pending at the Board of Supervisors, and others may be proposed. Subsequent projections will include impacts from any final adopted legislation.

- *New business tax structure:* Administrative decisions including methods of apportionment and business decisions to delay filings as allowed by Measure M that are different than those assumed in this forecast could affect revenue amounts and timing.
- *State fiscal condition:* The December 2024 Five-Year Plan projections assume state subvention revenues updated for fiscal year 2023-24 year-end results and current statewide sales tax projections, and that excess ERAF allocations continue under existing law. As a result of potential State financial stress, the City should anticipate legislative proposals to reduce the state's school funding burden by increasing schools' ERAF draws, which would reduce excess ERAF that reverts to the City. In addition, discretionary state funding for housing, criminal justice, and other local government grants could decline.
- *Federal funding changes:* The fiscal year 2024-25 budget includes approximately \$1.8 billion in federal funding, including funds received directly from the federal government and federal funding that is passed through the state. Health care services are the single largest program funded through the federal budget, largely via Medicare and Medicaid. To the extent the new presidential administration and Congress pursue changes to health care programs, these could affect City revenues and expenditures. For example, previously proposed actions such as reducing health insurance premium subsidies under the Affordable Care Act would likely reduce coverage and increase the demand for uncompensated services in the public health care system, as would seeking to reduce Medicaid enrollment by reducing matching funds for states and imposing work requirements and benefit limits. The forecast assumes no changes to federal policy regarding these or any other programs, and assumes the City is reimbursed for just under \$245 million of pandemic and winter storm emergency response costs, which are subject to Congressional appropriation.

Potential Corrective Strategies: The December 2024 Five-Year Plan notes that the deficit projections reflects the long-term structural deficit and post-COVID-19 economic realities challenging San Francisco. Each year between fiscal year 2025-26 and fiscal year 2029-30, the budget gap is projected to grow by between \$280 million and \$460 million. To the extent each year's budget is not balanced with ongoing solutions, it exacerbates the shortfall, resulting in the approximately \$1.5 billion annual deficit by fiscal year 2029-30. Current possible strategies to address the immediate \$876 million two-year budget deficit identified in the December 2024 Five-Year Plan, as well as the longer-term projected five-year deficit, focus on spending reductions and are divided into departmental solutions and Citywide policy decisions.

Additionally, identifying redundancies in City operations offers a cross-departmental opportunity for ongoing savings. City leaders will review proposed savings from departments and Citywide stakeholders that aim to eliminate duplicate efforts, consolidate and centralize functions, and promote long-term efficiency. This initiative is supported by the Mayor's budget instructions, which require departments to reorganize, eliminate redundancies, and identify consolidation opportunities.

The December 2024 Five-Year Plan notes that all departments meeting the required budget targets identified in the FY 2025-26 Mayor's Budget Instructions will generate sufficient savings to close approximately \$815 million, or 93 percent, of the currently projected two-year \$876 million deficit. The main cost categories for City leaders to consider are labor, infrastructure, and contracted services (including grants).

Recession Planning Scenarios: The December 2024 Five-Year Plan contains a planning scenario which assumes a hypothetical recession beginning in late fiscal year 2024-25, with revenues declines by the average percent decline seen in the prior recessions in the early 2000's and in 2008 and following years. Projected net revenue losses (after taking into account reduced reserve deposits and the use of \$389.7 million in economic

stabilization reserves) would result in a net remaining deficit of approximately \$1,311.6 million over the five-year period.

FY26 Mayor's Budget Instructions

In December 2024, the Mayor's Office issued budget instructions (the "FY26 Mayor's Budget Instructions"), which contained a summary of the findings in the December 2024 Five-Year Plan, including the significant deficits contained therein. The FY 2025-26 Mayor's Budget Instructions also note that, since the COVID pandemic, the City has relied heavily on one-time sources to balance recent budgets. These one-time sources include federal disaster relief, and use of General Fund reserves and fund balance. (The FY 2025-26 Mayor's Budget Instructions noted that there is significant uncertainty in as to receiving outstanding FEMA reimbursements.) These one-time sources are expected to be depleted by the end of fiscal year 2027-28.

The FY26 Mayor's Budget Instructions also identify particular risks including revenue losses to the City which may result from State financial difficulties, federal policies implemented by the incoming Trump administration, declining property values resulting from assessment appeals, and business tax appeals which threaten over \$400 million in business tax revenue. The FY26 Mayor's Budget Instructions also noted that health care costs escalation has increased, office vacancies remain elevated, and hospitality industry recovery is slowing.

As a result of the foregoing, the FY26 Mayor's Budget Instructions to departments direct ongoing, permanent spending reductions of 15% starting in fiscal year 2025-26, a re-examination of all contractual services and non-personnel expenditures, elimination of positions that are currently vacant, the consideration of future hiring freezes, and cessation of overnight and air travel.

Subsequent to the issuance of the FY 2025-26 Mayor's Budget Instructions, on January 9, 2025, Mayor Lurie announced a Citywide hiring freeze through the end of the fiscal year. Certain exemptions will be permitted including new hires to support public health, public safety, and other core City priorities.

FY25 & FY26 Original Budget and Revenue Letter

The FY25 & FY26 Original Budget was approved by the Board of Supervisors on July 30, 2024, and signed by the Mayor on August 1, 2024. See "CITY BUDGET – Budget Process" for additional detail. The FY25 & FY26 Original Budget reflects \$15.9 billion of expenditures in fiscal year 2024-25 and \$15.5 billion in fiscal year 2025-26. The \$789.3 million two-year shortfall projected during development of the budget was addressed primarily through the use of \$135.7 million of fund balance, \$236.6 million in projected revenue increases, and \$68.8 million use of special funds, as well as \$302.0 million of net departmental budget reductions and other operating savings. (Such operating savings were offset by increases in capital and information technology costs and new labor costs.)

The Charter requires that the Controller comment on revenue estimates assumed in the Mayor's fiscal year 2024-25 and fiscal year 2025-26 proposed budget. These comments were issued in the Revenue Letter on June 10, 2024. The revenue estimates assumed in the proposed budget were not materially different from the budget finally passed and approved later in the summer.

As described herein, subsequent reports have been issued, which have also identified financial pressures.

While the Controller found the revenue assumptions in the Mayor's proposed budget to be reasonable, the Controller noted that the City faces several key financial risks in upcoming fiscal years. These risks include: the projected structural budget gap following depletion of one-time funds; economic risk; funding uncertainty at Laguna Honda Hospital; State budget revenue risk; disallowance of claims for federal revenues assumed in the City's emergency response budgets; and potential cost increases resulting from November 2024 ballot measures.

Key findings in the June 2024 Revenue Letter included:

- **Tax revenue projections generally assume a continuing but slow economic recovery from the pandemic, with a significant drag created by the continuing effect of remote office work on economic activity in the City.** Most economically sensitive taxes, such as sales and hotel taxes, are projected to grow slowly during the coming two years, but in most cases remain below pre-pandemic levels. Remote work and high interest rates are projected to continue to have significant impacts on the City's property, business, and property transfer taxes. Tax increases adopted by the voters in recent years are projected to contribute to modest overall General Fund tax revenue growth of 2.2% in fiscal year 2024-25 compared to the fiscal year 2023-24 Nine Month Report and 3.5% in fiscal year 2025-26 compared to fiscal year 2024-25 projection.
- **The proposed budget assumes \$1 billion of General Fund-related one-time solutions over the two budget years.** These include drawdown of \$445.5 million in prior year fund balance, including \$106.1 million in prior year General Fund appropriations the Mayor's budget proposes to close. While deficit forecasts in the most recent update to the Five-Year Financial Plan assumed available fund balance to be used evenly across the first three years of the forecast, the proposed budget accelerates the use of fund balance, spending \$45.2 million previously held to address the fiscal year 2026-27 shortfall. It also assumes \$235.7 million of FEMA reimbursement for previously incurred emergency response costs; \$138.3 million of reserve drawdowns; and at least \$82.5 million of other one-time revenue in General Fund-supported funds. Additionally, the budget proposes at least \$137.6 million of short-term cost shifts in other funds, with a significant portion designed to achieve General Fund savings.
- **The budget draws on available reserves but maintains the City's economic stabilization reserves.** The proposed budget uses \$138.3 million of reserves funded in prior years and maintains the current balance of \$389.7 million in the combined Rainy Day and Budget Stabilization reserves (also known as combined "Economic Stabilization Reserves"), as the City is not expected to be eligible to withdraw from or deposit to these reserves. Required General Reserve funding levels are maintained in the proposed budget. Excluding economic stabilization reserves, by the end of the two-year budget period, the City is expected to have \$304.6 million (or 38%) of its roughly \$800 million of pre-pandemic reserves available for on-going operations.
- **The proposed budget makes minimal progress towards closing projected structural budget gaps in years beyond the coming two-year budget period.** As one-time solutions are depleted, the structural budget gap will become larger, making future budgets more difficult to close. In March 2024 the City forecasted a structural budget gap of \$927 million in fiscal year 2026-27, growing in subsequent years, absent ongoing corrective action by policy makers. Based on the mix of ongoing and one-time solutions proposed in the Mayor's budget, as well as known labor contract costs above the previously assumed levels in fiscal year 2026-27, the shortfall likely remains more than \$800 million in fiscal year 2026-27, growing in subsequent years.
- **The final adopted budget will require active monitoring and management by the Mayor and Board of Supervisors given a number of economic and financial risks. These risks include the possibility of a slowing economic recovery or a recession, risks associated with both State and Federal revenue streams, and financial impacts of potential November 2024 ballot measures.**

BUDGETARY RISKS

In addition to the budgetary risks described below, see "CITY BUDGET – FY25 & FY26 Original Budget and Revenue Letter".

Threat of Recession

An economic recession could adversely impact the City's economy and the financial condition of the General Fund. During the "Great Recession" that occurred nationally from December 2007 to June 2009 (according to the U.S. National Bureau of Economic Research), California real GDP growth slowed for five consecutive quarters from the third quarter of 2008 to the third quarter of 2009 and did not return to pre-recession level of output until three years later in the third quarter of 2012. The unemployment rate rose steadily from 4.9% in the fourth quarter of 2006 to peak at 12.3% in the fourth quarter of 2010 and did not return to the pre-recession level until the second quarter of 2017.

Impact of Commuting Pattern Changes on Business Taxes

The persistence of remote work results in continued pressure on the City's General Fund revenues. Approximately half of workers in major tax-paying sectors such as professional services, financial services, and information live outside of San Francisco. Continued high levels of telecommuting and work from anywhere policies may affect how much of any business's gross receipts are apportionable to the City. Muni metro and downtown BART ridership have not returned to pre-pandemic levels. Indicators of auto use – bridge crossings and freeway speed – both indicate less traffic. As of October 2024, bridge crossings into and out of the City have reached to about 93% of pre-pandemic levels. Comparatively, the bridge crossings were at their post-pandemic peak in October 2023 at approximately 91% of pre-pandemic levels.

Businesses owe gross receipts tax only on their employees physically working within the City. For certain categories of businesses, the gross receipts tax is also dependent on their San Francisco payroll. Thus, the sharp rise in telecommuting has resulted in reduced business taxes and, if the change becomes permanent, could negatively impact the City for the foreseeable future. Although some City residents who previously commuted out of the City are now telecommuting from within the City, many of these residents work for employers who do not have a nexus in the City, and thus are not subject to business taxes.

Office Vacancy in San Francisco; Impact on Property Taxes and Other Revenues

The City has experienced the largest increase in office vacancy among major urban office markets in the United States, from 5.6% in the 4th quarter of 2019 to 34.5% in the 3rd quarter of 2024. The high vacancy rate, along with continuing uncertainty regarding the return-to-office plans of major office tenants, has reduced both the volume of office transactions, and the per-square foot value of these sales. According to CoStar, downtown office sales transactions have averaged 5-6 per quarter since 2020, down from an average of 10-20 per quarter before the pandemic. The per-square foot market value of office properties in the City is, as of the 3rd quarter of 2024, down 40% from the pre-pandemic high of \$860 per square foot, across all property classes.

The market value of commercial real estate reflects the current and future income that the market expects the property to generate. If expectations of future income streams are reduced, then the market value of office properties will be reduced.

A reduction in demand from tenants is not the only thing that could reduce the market value of San Francisco office buildings in the near future. Using an income valuation approach, the market value of properties is commonly estimated as the property's net operating income, divided by its capitalization rate (its effective rate of return). Capitalization rates are generally calculated from the sales of comparable properties, and vary across markets, and over time, according to changes in investors' perception of risk, and the risk-free rate of return. When investors perceive greater risk, they require a higher rate of return, and the spread between that asset's capitalization rate and the risk-free rate widens. When the capitalization rate rises, for whatever reason, the market value of a property will decline, all other things being equal.

The market value of a property is important for property tax revenue because a property's assessed value – the basis of its property tax liability – may not exceed its market value. If a property owner believes a property

is assessed above its market value, they can request a reduction in assessment from the Assessor, and/or appeal a decision to the Assessment Appeals Board. The gap between current market and assessed values is narrowed somewhat by the effect of Proposition 13, which caps growth in assessed value at 2% per year unless a sale or new construction prompts a reassessment. Given that market values have typically increased at much higher rates over the years, properties that have not been recently sold have been assessed below market value. In other words, Proposition 13 effectively cushions the City's property tax base from downturns in property markets, at the cost of reduced growth in property tax revenue during periods of strong economic growth.

Given assessment appeal hearing timelines, there is a significant lag between the filing of appeals and completion of hearings at the Assessment Appeals Board ("AAB"). As of June 30, 2024, the City is holding \$217.3 million in AAB reserves for the General Fund's portion of refunds on approximately \$37.5 billion in prior years' assessed value reductions, plus interest. Reserve balances are projected to grow given the capacity for hearings and requests for delays from commercial property owners' agents. As of the December 2024 Five-Year Plan, General Fund property tax revenue required to pay refunds that result from AAB decisions is estimated at \$105.3 million for fiscal 2024-25, \$135.9 million for fiscal year 2025-26, \$163.8 million for fiscal year 2026-27, \$153.5 million for fiscal year 2027-28, \$132.2 million for fiscal year 2028-29, and \$107.7 million for fiscal year 2029-30, respectively, directly reducing property tax revenue in the year of deposit.

The City cannot predict the actual level of revenue losses, however the City will continue to account for these trends in its periodic reports.

Business Tax Litigation

As of June 30, 2024, the City has reserved \$572 million of tax collections for litigation risk associated with its various business taxes, including approximately \$292 million for gross receipts tax and \$238 million for homelessness gross receipts tax. The majority of the litigation and claims relate to the validity, methodology and/or calculation of the various business taxes. The amount of claims and litigation continues to increase. Although more than 10,000 businesses pay the gross receipts tax that accrues to the General Fund, the top ten payers accounted for 27% of the revenue in tax year 2022. The top ten payers accounted for 28.7% of all business taxes – including gross receipts, homelessness gross receipts, commercial rents, and overpaid executive taxes – in tax year 2023. The legal issues raised vary by claimant and are generally in the early stages of the claims and litigation process.

In addition, in December 2024, a ride share company challenged \$100 million in business taxes imposed by the City over the last five years.

The City is vigorously defending itself in these matters. However, there can be no assurances that the final determination of particular claims or litigation matters would not be applicable to other similarly situated taxpayers in the City and thus have broader applicability, and correspondingly increase the City's financial exposure. The City can make no assurances that the actual final impact to the City of the current and potential future claims and litigation related to the City's various business taxes will not significantly exceed amounts currently reserved.

Impact of the State of California Budget on Local Finances

Revenues from the State represent approximately 10% of the General Fund revenues appropriated in the Original Budget for fiscal years 2024-25 and 2025-26, and thus changes in State revenues could have a material impact on the City's finances. In a typical year, the Governor releases two primary proposed budget documents: 1) the Governor's Proposed Budget required to be submitted in January; and 2) the "May Revise" to the Governor's Proposed Budget. The Governor's Proposed Budget is then considered and typically revised by the State Legislature. Following that process, the State Legislature adopts, and the Governor signs, the State budget. City policy makers review and estimate the impact of both the Governor's Proposed and May Revise Budgets prior to the City adopting its own budget.

The State budget for fiscal year 2024-25, enacted in June 2024, addressed an estimated multi-year shortfall of \$46.8 billion. The State budget assumes continued but slowing economic growth, but does not assume a recession will occur.

Potential City Acquisition of PG&E Distribution Assets

On January 29, 2019, PG&E filed for Chapter 11 bankruptcy protection to shield itself from potential wildfire liability that was estimated in excess of \$30 billion. Taxes and fees paid by PG&E to the City total approximately \$75 million annually and include property taxes, franchise fees and business taxes, as well as the utility user taxes it remits on behalf of its customers. On June 20, 2020, the United States Bankruptcy Court for the Northern District of California confirmed PG&E's Plan of Reorganization, and on July 1, 2020 PG&E announced that it had emerged from Chapter 11 bankruptcy.

During the pendency of the PG&E bankruptcy, on September 6, 2019 the City submitted a non-binding indication of interest to PG&E and PG&E Corporation to purchase substantially all of PG&E's electric distribution and transmission assets needed to provide retail electric service to all electricity customers within the geographic boundaries of the City (the "Target Assets") for a purchase price of \$2.5 billion (such transaction, the "Proposed Transaction"). In a letter dated October 7, 2019, PG&E declined the City's offer. On November 4, 2019, the City sent PG&E a follow-up letter reiterating its interest in acquiring the Target Assets. To demonstrate public support for the Proposed Transaction, on January 14, 2020, the City's Board of Supervisors and SFPUC's Commission conditionally authorized the sale of up to \$3.065 billion of Power Enterprise Revenue Bonds to finance the acquisition of the Target Assets and related costs, subject to specific conditions set forth in each authorizing resolution.

On July 27, 2021, the City submitted a petition with the California Public Utilities Commission (the "CPUC") seeking formal determination of the value of PG&E's local electric infrastructure. The matter is pending before the CPUC and the City can give no assurance about whether or when the CPUC will hold a hearing on the matter.

The City is unable to predict whether it will be able to consummate a final negotiated acquisition price for the Target Assets and, if so, the terms thereof. Any such final terms would be subject to approval by the Board of Supervisors and SFPUC. If consummated, it is expected that such new electric system would be wholly supported by its own revenues, and no revenues of the City's General Fund would be available to pay for system operations, or City General Fund secured bonds issued to acquire the Target Assets. The City is committed to acquiring PG&E's assets and expects to continue its pursuit with the newly reorganized entity.

Impact of Federal Government on Local Finances

The City receives substantial federal funds for assistance payments, social service programs and other programs. A portion of the City's assets are also invested in securities of the United States government. The City's finances may be adversely impacted by fiscal matters at the federal level, including but not limited to cuts to federal spending.

In the event Congress and the President fail to enact appropriations, budgets or debt ceiling increases on a timely basis in the future, such events could have a material adverse effect on the financial markets and economic conditions in the United States and an adverse impact on the City's finances. The City cannot predict the outcome of future federal budget deliberations and the impact that such budgets will have on the City's finances and operations. The City's General Fund and hospitals, which are supported by the General Fund, collectively receive over \$1 billion annually in federal subventions for entitlement programs, the large majority of which are reimbursements for care provided to Medicaid and Medicare recipients. In addition, tens of thousands of San Franciscans receive federal subsidies to purchase private insurance on the State's health care exchange, Covered California. Efforts to change such subsidies or alter provisions of the Affordable Care Act through regulatory changes could have significant effects on future health care costs.

In addition, there be no assurances that the new Presidential administration will not adopt new federal policies, or revise existing policies, or otherwise takes action, in a manner that materially adversely impacts the City's finances. Projections assume no changes to federal revenue related to the new federal administration's proposed funding freezes or rescission of funds, but this remains a source of budgetary uncertainty. Since January 20, 2025, the new federal administration has issued a number of Executive Orders and agency directives to eliminate, reduce, or condition federal funding based on the President's immigration, LGBTQ+, energy, and DEI/DEIA program policy preferences. Litigation has been brought challenging certain actions by the federal administration. Notwithstanding, the threat to the City's federal funding remains ongoing.

On February 19, 2025, the President issued Executive Order 14159, Protecting the American People from Invasion, targeting sanctuary cities and purporting to prohibit use of federal funds by such cities in certain ways related to undocumented immigrants. The City, along with other jurisdictions across the country, has filed litigation challenging the legality of the Executive Order. This matter is pending, and the potential adverse impact of enforcement of the Executive Order on City finances, if any, cannot be predicted at this time.

The federal government provided significant funding to local governments to respond to the public health emergency and mitigate the fiscal effect of the COVID-19 pandemic. The City spent the entirety of its General Fund allocations of Coronavirus Aid, Relief, and Economic Security Act and American Rescue Plan Act State and Local Fiscal Recovery Fund monies as of fiscal year 2021-22 and is awaiting reimbursement of emergency response costs submitted to the FEMA. In fiscal year 2023-24, the City originally budgeted \$170.0 million of FEMA reimbursements. By May 2024, that estimate was revised down to \$116.8 million in that fiscal year, and only \$73.3 million was recorded by year end. In addition to the timing of reimbursements, the City is in communication with both state and federal officials to understand the fiscal effect of recent changes in FEMA cost eligibility guidelines for non-congregate shelter programs, as described above. The December 2024 Five-Year Plan assumes FEMA revenues of \$74.0 million, which is \$1.7 million less than the FY25 & FY26 Original Budget. See "PERIODIC FINANCIAL REPORTING; RECENT REPORTS."

GENERAL FUND REVENUES

The revenues discussed below are recorded in the General Fund, unless otherwise noted.

PROPERTY TAXATION

Property Taxation System – General

The City receives approximately one-third of its total General Fund operating revenues from local property taxes. Property tax revenues result from the application of the appropriate tax rate to the taxable assessed value of property in the City. The City levies property taxes for general operating purposes as well as for the payment of voter-approved bonds. As a county under State law, the City also levies property taxes on behalf of all local agencies with overlapping jurisdiction within the boundaries of the City.

Local property taxation is the responsibility of various City officers. The Assessor identifies all taxable property in the City and County of San Francisco, computes the value of locally assessed taxable property, and applies all legal exemptions. After the assessed roll is closed on June 30, the Controller issues a Certificate of Assessed Valuation in August which certifies the taxable assessed value at the beginning of that fiscal year. The Controller also applies the tax rate factors, including the 1.0% tax authorized by Article XIII A of the State Constitution (and mandated by statute), and tax factors needed to repay voter-approved general obligation bonds on property located in the City. Typically, the Board of Supervisors approves the schedule of tax rates each year by resolution no later than the last working day of September. The Treasurer and Tax Collector prepares and mails tax bills to taxpayers and collects the taxes on behalf of the City and other overlapping taxing agencies that levy taxes on taxable property located in the City. The Treasurer holds and invests City tax funds, including taxes collected for payment of general obligation bonds, and is charged with payment of principal and interest on such

bonds when due. The State Board of Equalization assesses certain special classes of property, as described below. See “Taxation of State-Assessed Utility Property” below.

Assessed Valuations, Tax Rates, and Tax Delinquencies

The property tax rate is comprised of two components: 1) the 1.0% countywide portion, and 2) all voter-approved overrides which fund debt service for general obligation bond indebtedness. Table A-5 provides a recent history of assessed valuations of taxable property within the City. Lingering impacts of the COVID-19 pandemic, which triggered business changes such as extended work-from-home policies that resulted in less demand for office spaces, and the substantial increases in borrowing costs (interest rates) resulted in a reduction in property values for certain asset classes in the City and may result in future reductions, which could be material.

The total tax rate shown in Table A-6 includes taxes assessed on behalf of the City as well as the SFUSD, County Office of Education (“SFCOE”), SFCCD, Bay Area Air Quality Management District (“BAAQMD”), and San Francisco Bay Area Rapid Transit District (“BART”), all of which are legal entities separate from the City. See also, Table A-32: “Statement of Direct and Overlapping Debt and Long-Term Obligations.” In addition to *ad valorem* taxes, voter-approved special assessment taxes or direct charges may also appear on a property tax bill.

Additionally, although no additional rate is levied, a portion of property taxes collected within the City is allocated to OCII, the successor agency to the San Francisco Redevelopment Agency, and a number of tax increment financing districts. Property tax revenues attributable to the growth in assessed value of taxable property (known as “tax increment”) within the adopted redevelopment project areas may be utilized by OCII to pay for outstanding and enforceable obligations and a portion of administrative costs of the agency, reducing tax revenues from those parcels located within project areas to the City and other local taxing agencies, including SFUSD and SFCCD. Taxes collected for payment of debt service on general obligation bonds are not affected or diverted. OCII received \$134.0 million of property tax increment in fiscal year 2023-24 for recognized obligations, diverting about \$74.5 million that would have otherwise been apportioned to the City’s General Fund.

The percent collected of property tax (current year levies excluding supplemental) was 98.93% for fiscal year 2023-24.

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TABLE A-5
Assessed Valuation of Taxable Property
Fiscal Years 2015-16 through 2024-25
(\$000s)

Fiscal Year	Net Assessed ⁽¹⁾ Valuation (NAV)	% Change from Prior Year	Total Tax Rate per \$100 ⁽²⁾	Total Tax Levy ⁽³⁾	Total Tax Collected ⁽³⁾	% Collected June 30
2015-16	\$194,392,572	6.9%	1.183	\$2,290,280	\$2,268,876	99.1%
2016-17	211,532,524	8.8%	1.179	2,492,789	2,471,486	99.1%
2017-18	234,074,597	10.7%	1.172	2,732,615	2,709,048	99.1%
2018-19	259,329,479	10.8%	1.163	2,999,794	2,977,664	99.3%
2019-20	281,073,307	8.4%	1.180	3,509,022	3,475,682	99.0%
2020-21	299,686,811	6.6%	1.198	3,823,246	3,785,038	99.0%
2021-22	307,712,666	2.7%	1.182	3,864,100	3,832,546	99.2%
2022-23	331,431,694	7.7%	1.180	4,067,270	4,032,813	99.2%
2023-24	346,366,619	4.5%	1.178	4,261,226	4,215,823	98.9%
2024-25	351,321,331 ⁽⁴⁾	1.4%	1.171	4,113,973	N/A	N/A

(1) Net Assessed Valuation (NAV) is Total Assessed Value for Secured and Unsecured Rolls, less Non-reimbursable Exemptions and Homeowner Exemptions.

(2) Annual tax rate for unsecured property is the same rate as the previous year's secured tax rate.

(3) The Total Tax Levy and Total Tax Collected through fiscal year 2023-24 is based on year-end current year secured and unsecured levies as adjusted through roll collections, excluding supplemental assessments, as included in the statistical report received from the Office of the Treasurer and Tax Collector. Total Tax Levy for fiscal year 2024-25 is estimated, based upon initial assessed valuations times the secured property tax rate.

(4) Based on initial assessed valuations for fiscal year 2024-25.

Source: Office of the Controller, City and County of San Francisco.

At the start of fiscal year 2024-25, the total net assessed valuation of taxable property within the City was approximately \$351.3 billion. Of this total, \$334.5 billion (95.2%) represents secured valuations and \$16.8 billion (4.8%) represents unsecured valuations. See "Tax Levy and Collection" below for a further discussion of secured and unsecured property valuations.

Proposition 13 limits to 2% per year the increase in the assessed value of property, unless it is sold, or the structure is improved. The total net assessed valuation of taxable property therefore does not generally reflect the current market value of taxable property within the City and is in the aggregate substantially less than the current market value. For this same reason, the total net assessed valuation of taxable property lags behind changes in market value and may continue to increase even without an increase in aggregate market values of property.

Under Article XIII A of the State Constitution added by Proposition 13 in 1978, property sold after March 1, 1975 must be reassessed to full cash value at the time of sale. Taxpayers can appeal the Assessor's determination of their property's assessed value, and the appeals may be retroactive and for multiple years. The State prescribes the assessment valuation methodologies and the adjudication process that counties must employ in connection with counties' property assessments.

The City typically experiences increases in assessment appeals activity during economic downturns and decreases in assessment appeals as the economy rebounds. During the severe economic downturn of fiscal years 2009-10 and 2010-11, reductions of up to approximately 30% of the assessed valuations appealed were granted. Successful assessment appeals result in property tax refunds and so as with appeals activity the total value of refunds typically increases as a result of economic downturns. Other taxing agencies such as SFUSD, SFCOE, SFCCD, BAAQMD, and BART share proportionately in any refunds paid as a result of successful appeals. To

mitigate the financial risk of potential assessment appeal refunds, the City funds appeal reserves for its share of estimated property tax revenues for each fiscal year. In the period following the Great Recession, assessment appeals increased significantly as did associated reductions, and a similar trend is developing post-pandemic. For scale, in the wake of the Great Recession, the reductions in residential property assessed value reached upwards of \$2 billion in 2010-11 when the roll topped \$157 billion.

The FY25 & FY26 Original Budget assumes declines in commercial assessed values in the City resulting from the continuance of work from home patterns and interest rates currently affecting the City's businesses, and that such declines could be material. The City's most recent economic reports have noted continuation of these trends.

Appeals activity is reviewed each year and incorporated into the current and subsequent years' budget projections of property tax revenues. Refunds of prior years' property taxes from the discretionary General Fund appeals reserve fund for fiscal years 2014-15 through 2023-24 are listed in Table A-6 below.

TABLE A-6
Refunds of Prior Years' Property Tax Revenues
General Fund
Fiscal Years 2014-15 through 2023-24
(\$000s)

Fiscal Year	Amount Reduced
2014-15	\$16,304
2015-16	16,199
2016-17	33,397
2017-18	24,401
2018-19	30,071
2019-20	17,900
2020-21*	10,729
2021-22	16,479
2022-23	23,070
2023-24	36,822

Source: Office of the Controller, City and County of San Francisco.

*Amount reduced in fiscal year 2020-21 and forward reflects both Teetered and non-teetered property tax amounts.

A property's annual assessed value is determined as of January 1 preceding the start of the fiscal year for which taxes are billed and paid. Under California's Proposition 13, a property's annual assessed value is the lesser of (1) its base year value (fair market value as of the date of change in ownership or completion of new construction), factored for inflation at no more than two percent per year; or (2) its fair market value as of that January 1. A qualifying taxpayer can seek assessed value adjustment from the Assessment Appeals Board (AAB), from the Assessor's Office, or both. If a property's fair market value is assessed below its factored base year value, the reduced value is enrolled on a temporary basis (for one year) and is commonly referred to as a "Proposition 8" reduction, after the 1978 initiative, or simply as a "decline in value" reduction. If a property receives such a temporary reduction, the Assessor is required to annually review the property's temporary reduction for each subsequent January 1 lien date, until such time as the market value again exceeds the property's factored base year value, at which point the Assessor reestablishes the factored base year value as the taxable value to be enrolled for that January 1 lien date.

COVID-19's impact on San Francisco real property values first arose on the 2021 Assessment Roll, resulting in an almost 4-times increase in the total count of Proposition 8 reductions granted compared to the 2020 Assessment Roll (up from 2,059 to 8,212) and more than 8-times increase in the value of the reductions (up from \$272 million to \$2.18 billion). For the January 1, 2024 lien date, the Assessor's Office completed

11,339 “decline-in-value” reviews, which was nearly 40% higher than anticipated. The total count and value of Proposition 8 reductions for the 2024 Assessment Roll were 9,715 and \$4.9 billion, respectively.

The two most significant factors driving changes beginning with the 2021 Assessment Roll were Proposition 8 reductions for hotel and condominium properties. In response to COVID-19, the Assessor’s Office performed proactive reviews of commercial properties, which resulted in temporary reductions of \$1.01 billion for 26 hotel properties on the 2021 Assessment Roll. For the 2024 Assessment Roll, the Assessor reviewed and applied Proposition 8 assessed value reductions for 21 hotel properties, totaling \$1.34 billion. Meanwhile, condominiums accounted for the largest share of new reductions since the onset of the pandemic at over 70% of the total value of temporary reductions (excluding hotels) on the 2021 and 2022 Assessment Rolls or roughly \$804 million and \$859 million, respectively. For the 2023 and 2024 Assessment Rolls, condominiums accounted for a declining percentage of total value of temporary reductions (excluding hotels) at 63% and 54%, respectively.

In order to more efficiently address a number of regular open appeals on condominium properties with an assessed value below \$5 million, in January 2024, the Assessor’s Office applied the same regression model it uses for determining Proposition 8 reductions on condominiums to those with open appeals. Stipulation letters were sent to 942 taxpayers containing a recommended value and instructions about how to withdraw their open appeal if they accepted said value. Taxpayers were given three weeks to withdraw their appeals and accept the recommended value, which 591 did according to Assessor records. An additional 132 from this pool subsequently withdrew with a modicum of appraiser interaction. Taken together, the result of these 718 withdrawals is a temporary downward adjustment of the enrolled value for these properties totaling approximately \$165 million. This initiative was one among a number aimed at timely addressing the steep increase in open appeals and the Assessor will continue the initiative this year with the goal of reaching a larger pool of taxpayers by launching the initiative three months earlier, as well as by expanding the initiative to include property owners of dwellings in addition to condominiums.

As referenced above, taxpayers may also seek assessed value adjustments from the AAB, whether or not they seek and/or receive such an adjustment from the Assessor through the Assessor’s informal review process. Supplemental and Base Year Appeals are to establish a property’s base value. Escape and Regular Appeals are filed to contest a property’s value as of January 1. The majority of appeals (typically 70 plus percent) filed are Regular Appeals. For regular, annual secured property tax assessments, the period for property owners to file an appeal is between July 2nd and September 15th. If September 15th falls on a Saturday or Sunday, applications filed or postmarked the next business day are considered timely. The AAB generally is required to resolve appeals applications within two (2) years of filing, unless the applicant signs a waiver to extend the statutory period. Appeals may also be resolved when the Assessor and a property owner stipulate to a corrected value, which the AAB may approve, or reject and require a hearing in which it determines the value. Upon hearing a supplemental or base year appeal to establish a base value, the AAB may decide to increase, decrease, or not change an assessment. In the case of an escape or regular appeal, the AAB may lower the taxable value or maintain the factored base year value but cannot increase the value above the factored base year value. If an escape or regular appeal results in a change in value, the result is a decline-in-value reduction. The new assessed value will be used to determine the property taxes for the year that was appealed. Subsequently, as with any decline-in-value reduction, each year, the Assessor examines the property to see if the market value has risen back to the Proposition 13 base year value, or higher, and if so, reestablishes the Proposition 13 base year value. This does not apply to appeals to establish a property’s base value.

Not all filed appeals receive a hearing or result in a property tax assessment reduction. A large majority of all assessment appeals are withdrawn and these withdrawn appeals may or may not receive a reduction. Similarly, not all assessment appeals heard result in a reduction. City revenue estimates take into account projected losses from pending and future assessment appeals that are based on historical results as to appeals.

Appeals have increased considerably since fiscal year 2019-20 as a result of the impacts of the COVID pandemic and its aftermath as described herein. As of December 31, 2024, the total number of open appeals before the AAB was approximately 11,300. This reflects approximately 9,000 applications (some of which are

pending due to incomplete application information or missing filing fees) the City has received during the July 2nd through September 15th filing period in fiscal year 2024-25. Additional appeals are expected by the end of the fiscal year. (During the July 2nd through September 15th filing period in fiscal year 2023-24, the City received approximately 7,500 applications with approximately 8,000 total by the end of fiscal year June 30, 2024.)

As of December 31, 2024, the difference between the assessed value and the taxpayer's opinion of values for all the open applications was approximately \$124.4 billion. Assuming the City did not contest any taxpayer appeals and the AAB upheld all the taxpayers' requests, a negative potential total property tax revenue impact of about \$1.5 billion would result. The General Fund's portion of that hypothetical loss of \$1.5 billion in property tax revenues would be approximately \$709.9 million. In practice, the City has contested virtually all taxpayer appeals resulting in substantially lower impacts to the City's property tax revenues resulting from assessment appeals.

Tax Levy and Collection

As the local tax-levying agency under State law, the City levies property taxes on all taxable property within the City's boundaries for the benefit of all overlapping local agencies, including SFUSD, SFCCD, the BAAQMD and BART. The total tax levy for all taxing entities to begin fiscal year 2024-25 was \$4.1 billion, not including supplemental, escape and special assessments that may be assessed during the year. Of total property tax revenues allocated in fiscal year 2023-24 (including supplemental and escape property taxes), per pre-audit numbers, the City received \$2.5 billion in the General Fund and \$283.9 million in special revenue funds designated for children's programs, libraries and open space. SFUSD and SFCCD received approximately \$257.5 million and \$48.3 million, respectively, and the local ERAF received \$455.6 million (before adjusting for the vehicle license fees ("VLF") backfill shift). The Successor Agency received \$134.0 million. The remaining portion was allocated to various other governmental bodies, various special funds, general obligation bond debt service funds, and other taxing entities. Taxes levied to pay debt service for general obligation bonds issued by the City, SFUSD, SFCCD and BART may only be applied for that purpose. The City's General Fund was allocated about 47.2% of total property tax revenue before adjusting for the tax increment financing districts, VLF backfill shift, and excess ERAF.

Generally, property taxes levied by the City on real property become a lien on that property by operation of law. A tax levied on personal property does not automatically become a lien against real property without an affirmative act of the City taxing authority. Real property tax liens have priority over all other liens against the same property regardless of the time of their creation by virtue of express provision of law.

Property subject to ad valorem taxes is entered as secured or unsecured on the assessment roll maintained by the Assessor-Recorder. The secured roll is that part of the assessment roll containing State-assessed property and property (real or personal) on which liens are sufficient, in the opinion of the Assessor-Recorder, to secure payment of the taxes owed. Other property is placed on the "unsecured roll."

The method of collecting delinquent taxes is substantially different for the two classifications of property. The City has four ways of collecting unsecured personal property taxes: 1) pursuing civil action against the taxpayer; 2) filing a certificate in the Office of the Clerk of the Court specifying certain facts, including the date of mailing a copy thereof to the affected taxpayer, in order to obtain a judgment against the taxpayer; 3) filing a certificate of delinquency for recording in the Assessor-Recorder's Office in order to obtain a lien on certain property of the taxpayer; and 4) seizing and selling personal property, improvements or possessory interests belonging or assessed to the taxpayer. The exclusive means of enforcing the payment of delinquent taxes with respect to property on the secured roll is the sale of the property securing the taxes. Proceeds of the sale are used to pay the costs of sale and the amount of delinquent taxes.

A 10% penalty is added to delinquent taxes that have been levied on property on the secured roll. In addition, property on the secured roll with respect to which taxes are delinquent is declared "tax defaulted" and

subject to eventual sale by the Treasurer and Tax Collector of the City. Such property may thereafter be redeemed by payment of the delinquent taxes and the delinquency penalty, plus a redemption penalty of 1.5% per month, which begins to accrue on such taxes beginning July 1 following the date on which the property becomes tax-defaulted.

In October 1993, the Board of Supervisors passed a resolution that adopted the Alternative Method of Tax Apportionment (the “Teeter Plan”). This resolution changed the method by which the City apportions property taxes among itself and other taxing agencies. Additionally, the Teeter Plan was extended to include the allocation and distribution of special taxes levied for City and County of San Francisco Community Facilities District No. 2014-1 (Transbay Transit Center) in June 2017 (effective fiscal year 2017-18) and for the Bay Restoration Authority Parcel Tax, SFUSD School Facilities Special Tax, SFUSD School Parcel Tax, and City College Parcel Tax in October 2017 (effective fiscal year 2018-19). The Teeter Plan method authorizes the City Controller to allocate to the City’s taxing agencies 100% of the secured property taxes billed but not yet collected. In return, as the delinquent property taxes and associated penalties and interest are collected, the City’s General Fund retains such amounts. Prior to adoption of the Teeter Plan, the City could only allocate secured property taxes actually collected (property taxes billed minus delinquent taxes). Delinquent taxes, penalties and interest were allocated to the City and other taxing agencies only when they were collected. The City has funded payment of accrued and current delinquencies through authorized internal borrowing. The City also maintains a Tax Loss Reserve for the Teeter Plan as shown on Table A-7. The Tax Loss Reserve sets aside 1% of the total of all taxes and assessments levied for which the Teeter Plan is the applicable distribution method. The purpose of the Tax Loss Reserve is to cover losses that may occur. The amount has grown in recent years as the assessed values on the secured roll have grown.

TABLE A-7
Teeter Plan
Tax Loss Reserve Fund Balance
Fiscal Years 2014-15 through 2023-24
(\$000s)

Year Ended	Amount Funded
2014-15	\$20,569
2015-16	22,882
2016-17	24,882
2017-18	25,567
2018-19	29,126
2019-20	31,968
2020-21	35,298
2021-22	35,951
2022-23	38,041
2023-24	39,723

Source: Office of the Controller, City and County of San Francisco.

Assessed valuations of the aggregate ten largest assessment parcels in the City for the fiscal year beginning July 1, 2024 are shown in Table A-8. The City cannot determine from its assessment records whether individual persons, corporations or other organizations are liable for tax payments with respect to multiple properties held in various names that in aggregate may be larger than is suggested by the Office of the Assessor-Recorder.

TABLE A-8
Top 10 Parcels Total Assessed Value
July 1, 2024

Assessee ⁽¹⁾	Location	Type	Total Assessed Value ⁽²⁾	% Basis of Levy ⁽³⁾
Sutter Bay Hospitals ⁽⁴⁾	1101 Van Ness Ave	Hospital	\$ 2,786,422,698	0.792%
Transbay Tower LLC	415 Mission St	Office	1,913,672,794	0.544
GSW Arena LLC	1 Warriors Way A	Entertainment Comp	1,533,404,672	0.436
Park Tower Owner LLC	250 Howard St	Office	1,163,207,711	0.331
KRE Exchange Owner LLC	1800 Owens St	Office	1,158,816,492	0.329
Hwa 555 Owners LLC	555 California St	Office	1,136,782,374	0.323
Elm Property Venture LLC	101 California St	Office	1,101,967,156	0.313
PPF Paramount One Market Plaza Owner LP	55 Spear St	Office	931,075,752	0.265
Sutter Bay Hospitals Db a Ca Pacific Med	3555 Cesar Chavez St/555 San Jose	Hospital	769,285,502	0.219
SFDC 50 Fremont LLC	50 Fremont St	Office	<u>769,162,113</u>	<u>0.219</u>
			\$13,263,797,264	3.769

⁽¹⁾ Certain parcels fall within OCII project areas.

⁽²⁾ Represents the Total Assessed Valuation (TAV) as of the Basis of Levy, which excludes assessments processed during the fiscal year, TAV includes land & improvements, personal property, and fixtures. Values reflect information as January 1, 2024, lien date.

⁽³⁾ The Basis of Levy is total assessed value less exemptions for which the state does not reimburse counties (e.g., those that apply to nonprofit organizations).

⁽⁴⁾ Nonprofit organization that is exempt from property taxes.

Source: Office of the Assessor-Recorder, City and County of San Francisco.

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Taxation of State-Assessed Utility Property

A portion of the City's total net assessed valuation consists of utility property subject to assessment by the State Board of Equalization. State-assessed property, or "unitary property," is property of a utility system with components located in many taxing jurisdictions assessed as part of a "going concern" rather than as individual parcels of real or personal property. Unitary and certain other State-assessed property values are allocated to the counties by the State Board of Equalization, taxed at special countywide rates, and the tax revenues distributed to taxing jurisdictions (including the City itself) according to statutory formula are generally based on the distribution of taxes in the prior year. The fiscal year 2024-25 valuation of property assessed by the State Board of Equalization in the City is approximately \$4.6 billion.

OTHER CITY TAX REVENUES

In addition to property taxes, the City has several other major tax revenue sources, as described below. For a discussion of State constitutional and statutory limitations on taxes that may be imposed by the City, including a discussion of Proposition 62 and Proposition 218, see "CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND EXPENDITURES" herein.

The following section contains a brief description of other major City-imposed taxes as well as taxes that are collected by the State and shared with the City. The City's General Fund is also supported by other sources of revenue, including charges for services, fines and penalties, and transfers-in, which are not discussed below.

See Table A-9 below for a summary of revenue source as a percentage of total General Fund revenue based on the Original Budget for fiscal year 2024-25.

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TABLE A-9
General Fund Revenue Overview
Fiscal Year 2024-25
(\$000s)

Revenues	FY 2024-25 Original Budget	
Property Taxes	\$ 2,469,580	38.9%
Business Taxes	883,000	13.9
Other Local Taxes ⁽¹⁾	1,109,170	17.5
Licenses, Permits and Franchises	31,802	0.5
Fines, Forfeitures and Penalties	3,921	0.1
Interest and Investment Income	146,715	2.3
Rents and Concessions	14,145	0.2
Intergovernmental	1,321,363	20.8
Charges for Services	351,423	5.5
Other	19,444	0.3
Total Revenues	\$ 6,350,563	100.0%

⁽¹⁾ Other Local Taxes includes sales, hotel, utility users, parking, transfer, sugar sweetened beverage, stadium admissions, access line, cannabis, and overpaid executive taxes.

Source: Office of the Controller, City and County of San Francisco.

Business Taxes

Through tax year 2014, businesses in the City were subject to payroll expense and business registration taxes. Proposition E (November 2012) changed business registration tax rates and introduced a gross receipts tax which phased in over a five-year period beginning January 1, 2014, intending to replace the then existing 1.5% tax on business payrolls over the same period. Overall, the ordinance increased the number and types of businesses in the City that pay business tax and registration fees from approximately 7,500 to 15,000. In November 2020, voters passed Proposition F, which eliminated the payroll tax and modified gross receipt tax rates. Most gross receipt tax rates increased by 40% for tax year 2021 over the prior year. Much smaller increases were scheduled for 2023 and 2024, should the City's taxable gross receipts in 2021 and 2022 reach at least 90% and 95%, respectively, of 2019 taxable gross receipts. The 2023 tax increase was suspended for one year because the City's 2021 taxable gross receipts did not reach the 90% threshold and the 2024 tax increase is suspended for one year because the City's 2022 taxable gross receipts did not reach the 95% threshold. In some industries that were particularly hurt during the pandemic, such as retail, trade and food services, Proposition F resulted in lowered tax rates through 2022 for gross receipts under \$25 million. Subsequent legislation extended the lowered rate to these businesses for an additional two years. Proposition F also reduced business registration fees for businesses with less than \$1 million in gross receipts and raised the small business exemption for gross receipts taxes to \$2 million.

Business tax revenue (gross receipts, payroll, and business registration) for fiscal year 2023-24 is \$871.8 million for all funds, representing an increase of \$18.7 million (2.2%) from fiscal year 2022-23.

Remote work occurring outside the City creates fiscal risk because, for certain categories of businesses, the gross receipts tax is dependent in part on their San Francisco payroll, and the firms only need to calculate their San Francisco payroll expense for employees that physically work within the City's geographic boundaries. Approximately half of the workers in major tax-paying sectors such as Professional Services, Financial Services, and Information live outside of San Francisco. Office attendance remained about the same between fiscal year 2022-23 and fiscal year 2023-24 suggesting that there will not be significant increases to the San Francisco economy from employees returning from remote work to office work in the foreseeable future. See "BUDGETARY RISKS – Office Vacancy in San Francisco; Impact on Property Taxes and Other Revenues."

In November 2024, voters in the City approved Proposition M. In connection with Proposition M, the Controller prepared an analysis of the projected impacts of Proposition M on business tax revenue. The Controller projected that, over the first three fiscal years, between fiscal years 2024-25 and 2026-27, Measure M will reduce revenues by approximately \$40 million annually. The Controller noted that, while uncertain this projected loss may be smaller if Measure M helps enable the City to reduce reserves for disputed taxes in the future. Beginning in 2027, scheduled rate increases are projected to generate positive revenues of approximately \$50 million annually in fiscal year 2028-29 and thereafter. By fiscal year 2029-30, the total positive revenue resulting from the rate increases are projected to offset the reduced revenue in the first three years, making the total amount of business tax revenue over that period comparable to law prior to the enactment of Proposition M. After fiscal year 2029-30, the Controller projected that Measure M will generate additional revenue of approximately \$50 million annually. Projected revenue impacts above assume a reduction in business license fees of \$10 million annually, which is the subject of recently introduced legislation.

Measure M amended the City's existing Business and Tax Regulations Code in several key areas:

- Increased the small business exemption from the gross receipts tax from \$2.25 million to \$5.0 million,
- Consolidated the number of tax schedules from 14 business activity categories to 7 business activity categories for the gross receipts and homelessness gross receipts taxes,
- Adjusted tax rates for gross receipts, homelessness gross receipts, administrative office, and overpaid executive gross receipts taxes in 2025, and increases tax rates on gross receipts, administrative office, and overpaid executive gross receipts taxes in 2027 and 2028; currently scheduled tax rate increases after 2024 would not occur under this proposal,
- Shifted the City's calculation of San Francisco gross receipts for most business activities away from payroll expenses and towards sales; the only exceptions are business activities whose San Francisco gross receipts calculation is already entirely based on sales,
- Requires the Office of the Treasurer and Tax Collector to establish an advance determination process to provide written guidance to taxpayers, and makes other implementation changes,
- Creates new tax credits for businesses paying stadium operator admission taxes, grocery retailers, and new lessees in certain newly constructed buildings, and
- Makes changes to business registration fees.

Additionally, the ordinance requires that the Controller report on the impact of the various changes made by Measure M in September 2026 and September 2027.

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TABLE A-10
Business Tax Revenues - All Funds⁽¹⁾
Fiscal Years 2020-21 through 2025-26
(\$000s)

Fiscal Year ⁽²⁾	Revenue	Change	Change %
2020-21	\$724,140	(\$100,530)	-12.2%
2021-22	863,510	139,370	19.2
2022-23	853,154	(10,356)	-1.2
2023-24	871,823	18,669	2.2
2024-25 Original Budget ⁽³⁾	883,000	11,177	1.3
2025-26 Original Budget ⁽³⁾	954,000	71,000	8.0

⁽¹⁾ Figures exclude Homelessness Gross Receipts and Commercial Rent taxes.

⁽²⁾ Figures for fiscal year 2020-21 through fiscal year 2023-24 are actuals. Includes gross receipts and payroll taxes allocated to special revenue funds for the Community Challenge Grant program as well as business registration tax.

⁽³⁾ Original Budget amounts are from the fiscal year 2024-25 and fiscal year 2025-26 budget, adopted July 31, 2024. See “PERIODIC FINANCIAL REPORTING; RECENT REPORTS” for recent financial reports and projections.

Source: Office of the Controller, City and County of San Francisco.

Transient Occupancy Tax (Hotel Tax)

Pursuant to the San Francisco Business and Tax Regulation Code, a 14.0% transient occupancy tax is imposed on occupants of hotel rooms and is remitted by hotel operators to the City monthly. Hotel tax revenue in fiscal year 2023-24 was \$287.6 million (all funds), an increase of \$4.1 million (1.4%) from fiscal year 2022-23. The fiscal year 2024-25 budget is \$323.4 million, an increase of \$35.9 million (12.5%) from fiscal year 2023-24. The fiscal year 2025-26 budget is \$355 million, an increase of \$31.6 million (9.8%) from fiscal year 2024-25. Table A-11 includes hotel tax in all funds. Slightly less than 90% of the City’s hotel tax is allocated to the General Fund, with 10.7% allocated to arts and cultural organizations and approximately \$5 million for debt service on hotel tax revenue bonds.

Fiscal year 2023-24 hotel tax revenue performed better than fiscal year 2022-23, as leisure visits and convention activity continue to recover. Fiscal year 2023-24 enplanements at SFO increased by 9.0% from the prior year, as international and domestic enplanements improved by 210% and 4.7%, respectively. The return of conferences and conventions has played a key role in the recovery of hotel tax revenues, particularly because conventions drive up hotel tax room rates through compression pricing. In fiscal year 2022-23, there were 33 conferences with over 286,000 attendees. In fiscal year 2023-24, a total of 38 conferences with over 390,000 attendees took place at the Moscone Convention Center.

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TABLE A-11
Transient Occupancy Tax Revenues - All Funds⁽¹⁾
Fiscal Years 2020-21 through 2025-26
(\$000s)

Fiscal Year ⁽²⁾	Tax Rate	Revenue	Change	
2020-21	14.0%	\$42,195	(\$239,420)	-85.0%
2021-22	14.0	179,134	136,939	324.5
2022-23	14.0	283,453	104,320	58.2
2023-24	14.0	287,553	4,100	1.4
2024-25 Original Budget ⁽³⁾	14.0	323,443	35,890	12.5
2025-26 Original Budget ⁽³⁾	14.0	355,047	31,604	9.8

(1) Amounts include the portion of hotel tax revenue used to pay debt service on hotel tax revenue bonds, as well as the portion of hotel tax revenue dedicated to arts and cultural programming reflecting the passage of Proposition E in November 2018, which took effect January 1, 2019.

(2) Figures for Fiscal Year 2020-21 through Fiscal Year 2023-24 are actuals.

(3) Original Budget amounts are from the Fiscal Year 2024-25 and Fiscal Year 2025-26 budget, adopted July 31, 2024. See “PERIODIC FINANCIAL REPORTING; RECENT REPORTS” for recent financial reports and projections.

Source: Office of the Controller, City and County of San Francisco.

Real Property Transfer Tax

Real property transfer tax (“RPTT”) is imposed on all real estate transfers recorded in the City. Transfer tax revenue is more susceptible to economic and real estate cycles than most other City revenue sources. Transfer tax rates are \$5.00 per \$1,000 of the sale price of the property being transferred for properties valued at \$250,000 or less; \$6.80 per \$1,000 for properties valued more than \$250,000 and less than \$999,999; \$7.50 per \$1,000 for properties valued at \$1.0 million to \$5.0 million; \$22.50 per \$1,000 for properties valued more than \$5.0 million and less than \$10.0 million; \$55.00 per \$1,000 for properties valued at more than \$10.0 million and less than \$25.0 million and \$60.00 per \$1,000 for properties valued at more than \$25.0 million.

The City has experienced the largest increase in office vacancy among major urban office markets in the United States, from 5.6% in the 4th quarter of 2019 to 34.5% in the 3rd quarter of 2024. The high vacancy rate, along with continuing uncertainty regarding the return-to-office plans of major office tenants, has reduced both the volume of office transactions, and the per-square foot value of these sales. According to CoStar, downtown office sales transactions have averaged 5-6 per quarter since 2020, down from an average of 10-20 per quarter before the pandemic. The per-square foot market value of office properties in the City is, as of the 3rd quarter of 2024, down 40% from the pre-pandemic high of \$860 per square foot, across all property classes.

Due to the highly progressive nature of the tax, the volatility of RPTT is attributable mainly to the sales of high-value (largely commercial) properties over \$10 million. The overall number of transactions over \$10 million dropped from 101 transfers in fiscal year 2021-22 to 55 transfers in fiscal year 2022-23 and 56 transfers in fiscal year 2023-24. The number of transactions under \$10 million also declined from 10,086 transfers in fiscal year 2021-22 to 6,714 transfers in fiscal year 2022-23, and further declining to 6,487 transfers in fiscal year 2023-24.

The fiscal year 2024-25 and 2025-26 budget projects increases from fiscal year 2023-24 results, anticipating increases in transfers as buyers and sellers begin to come into agreement about market prices of large real estate transactions. However, the interest rate environment and uncertainty around the value of office-based real estate with the shift to hybrid models of work is expected to continue to dampen the City’s transfer tax receipts.

TABLE A-12
Real Property Transfer Tax Receipts - All Funds
Fiscal Years 2020-21 through 2025-26
(\$000s)

Fiscal Year ⁽¹⁾	Revenue	Change	
2020-21	\$344,683	\$10,148	3.0%
2021-22	520,359	175,676	51.0
2022-23	186,247	(334,112)	-64.2
2023-24	177,700	(8,547)	-4.6
2024-25 Original Budget ⁽²⁾	218,850	41,150	23.2
2025-26 Original Budget ⁽²⁾	267,550	48,700	22.3

⁽¹⁾ Figures for fiscal year 2020-21 through fiscal year 2023-24 are actuals.

⁽²⁾ Original Budget amounts are from the fiscal year 2024-25 and fiscal year 2025-26 budget, adopted July 31, 2024. See “PERIODIC FINANCIAL REPORTING; RECENT REPORTS” for recent financial reports and projections.

Source: Office of the Controller, City and County of San Francisco.

Sales and Use Tax

The sales tax rate on retail transactions in the City is 8.6250%, of which 1.00% represents the City’s local share (“Bradley-Burns” portion). The State collects the City’s local sales tax on retail transactions along with State and special district sales taxes, and then remits the local sales tax collections to the City.

The components of San Francisco’s 8.6250% sales tax rate are shown in Table A-13. In addition to the 1% portion of local sales tax, the State subvenes portions of sales tax back to counties through 2011 realignment (1.0625%), 1991 realignment (0.5%), and public safety sales tax (0.5%). The subventions are discussed in more detail under “INTERGOVERNMENTAL REVENUES” herein.

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TABLE A-13
San Francisco's Sales & Use Tax Rate

State Sales Tax	6.00%
State General Fund	3.9375
Local Realignment Fund 2011*	1.0625
Local Revenue Fund*	0.50
(to counties for health & welfare)	
Public Safety Fund (to counties & cities)*	0.50
 Local Sales Tax	 1.25%
Local Sales Tax (to General Fund)*	1.00
Local Transportation Tax (TDA)	0.25
 Special District Use Tax	 1.375%
2020 Peninsula Corridor Joint Powers Board	0.125
Transactions and Use Tax (JPBF)	
SF County Transportation Authority	0.50
Bay Area Rapid Transit (BART)	0.50
SF Public Financing Authority (Schools)	0.25
 TOTAL Sales Tax Rate	 8.625%

* Represents portions of the sales tax allocated to the City.
Source: Office of the Controller, City and County of San Francisco.

The local sales tax (the 1% portion) revenue in fiscal year 2023-24 is \$190.5 million, a decrease of \$7.4 million (3.7%) from fiscal year 2022-23. The fiscal year 2024-25 budget is \$193.7 million, an increase of \$3.2 million (1.7%) from fiscal year 2023-24. The budget for fiscal year 2025-26 is \$198.9 million, an increase of \$5.3 million (2.7%) from the fiscal year 2024-25 projection. The entirety of sales tax revenue is recorded in the General Fund.

Historically, sales tax revenues have been highly correlated to growth in tourism, business activity and population. This revenue is significantly affected by changes in the economy and spending patterns. In recent years, online retailers have contributed significantly to sales tax receipts, offsetting sustained declines in point-of-sale purchases.

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TABLE A-14
Sales and Use Tax Revenues
Fiscal Years 2020-21 through 2025-26
General Fund
(\$000s)

Fiscal Year ⁽¹⁾	Tax Rate	City Share	Revenue	Change	
2020-21	8.500%	1.00%	\$146,863	\$(33,321)	-18.5%
2021-22	8.625	1.00	188,337	41,474	28.2
2022-23	8.625	1.00	197,911	9,574	5.1
2023-24	8.625	1.00	190,528	(7,383)	-3.7
2024-25 Original Budget ⁽²⁾	8.625	1.00	193,690	3,162	1.7
2025-26 Original Budget ⁽²⁾	8.625	1.00	198,940	5,250	2.7

⁽¹⁾ Figures for fiscal year 2020-21 through fiscal year 2023-24 are actuals.

⁽²⁾ Original Budget amounts are from the fiscal year 2024-25 and fiscal year 2025-26 budget, adopted July 31, 2024. See “PERIODIC FINANCIAL REPORTING; RECENT REPORTS” for recent financial reports and projections.

Source: Office of the Controller, City and County of San Francisco.

Other Local Taxes

The City imposes a number of other general purpose taxes:

- **Utility Users Tax (“UUT”)** - A 7.5% tax on non-residential users of gas, electricity, water, steam and telephone services.
- **Access Line Tax (“ALT”)** – As of July 1, 2023, a charge of \$3.96 on every telecommunications line, \$29.79 on every trunk line, and \$536.32 on every high-capacity line in the City. The ALT replaced the Emergency Response Fee (“ERF”) in 2009. The tax is collected from telephone communications service subscribers by the telephone service supplier.
- **Parking Tax** - A 25% tax for off-street parking spaces. The tax is paid by occupants and remitted monthly to the City by parking facility operators. In accordance with Charter Section 16.110, 80% of parking tax revenues are transferred from the General Fund to the MTA’s Enterprise Funds to support public transit.
- **Sugar Sweetened Beverage Tax** – A one cent per ounce tax on the distribution of sugary beverages. This measure was adopted by voters on November 9, 2016 (Proposition V) and took effect on January 1, 2018.
- **Stadium Admission Tax** – A tax between \$0.25 and \$1.50 per seat or space in a stadium for any event, with some specific exclusions.
- **Cannabis Tax** – A gross receipts tax of 1% to 5% on marijuana business and permits the City to tax businesses that do not have a physical presence in the City. This measure was adopted by voters in November 2018 (Proposition D). The tax was originally slated to go into effect on January 1, 2021, but the Board has delayed the imposition of the tax several times. The cannabis tax will now take effect beginning January 1, 2026.
- **Franchise Tax** – A tax for the use of City streets and rights-of-way on cable TV, electric, natural gas, and steam franchises.

- **Overpaid Executives Tax** – In November 2020, voters adopted Proposition L, a new tax on businesses in the City, where compensation of the businesses’ highest-paid managerial employee compared to the median compensation paid to the businesses’ employees based in the City exceeds a ratio of 100:1. The measure took effect on January 1, 2022 for tax year 2022, so revenues were first received in fiscal year 2022-23. Revenue from this tax is expected to be highly volatile due to the narrow base of expected payers, large annual fluctuations in the value and form of executive compensation, which typically includes equity, and tax-avoidance risk associated with tax increases. Estimates based on prior years’ activity may not be predictive of future revenues. Fiscal year 2023-24 revenue was \$124.4 million and the projection for both 2024-25 and 2025-26 is \$140.0 million per year.

Table A-15 reflects the City’s actual tax receipts for fiscal years 2020-21 through 2023-24 and budgets for fiscal years 2024-25 and 2025-26, respectively.

As with the larger tax revenues described above, the City anticipates these sources will be impacted by the pace of economic recovery. See “See “PERIODIC FINANCIAL REPORTING; RECENT REPORTS” for recent financial reports and projections.

TABLE A-15
Other Local Taxes
Fiscal Years 2020-21 through 2025-26
General Fund
(\$000s)

Tax	2020-21 Actuals ⁽¹⁾	2021-22 Actuals ⁽¹⁾	2022-23 Actuals ⁽¹⁾	2023-24 Actuals ⁽¹⁾	2024-25 Original Budget ⁽²⁾	2025-26 Original Budget ⁽²⁾
Utility Users Tax	\$81,367	\$105,225	\$110,661	\$121,931	\$110,730	\$111,830
Access Line Tax	44,700	55,710	53,171	64,609	53,730	55,090
Parking Tax	47,555	71,122	82,716	86,178	86,900	86,800
Sugar Sweetened Beverage Tax	10,435	11,973	12,870	11,625	12,700	12,700
Stadium Admissions Tax	182	4,615	5,984	8,567	7,400	7,400
Cannabis Tax	N/A	N/A	N/A	-	-	-
Overpaid Executives Tax	N/A	N/A	206,041	124,424	140,000	140,000

⁽¹⁾ Figures for fiscal year 2020-21 through fiscal year 2023-24 are actuals.

⁽²⁾ Original Budget amounts are from the fiscal year 2024-25 and fiscal year 2025-26 budget, adopted July 31, 2024. See “PERIODIC FINANCIAL REPORTING; RECENT REPORTS” for recent financial reports and projections.

Source: Office of the Controller, City and County of San Francisco.

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INTERGOVERNMENTAL REVENUES

State Subventions Based on Taxes

The City receives allocations of State sales tax and VLF revenue for 1991 Health and Welfare Realignment, 2011 Public Safety Realignment, and Prop 172 Public Safety Sales Tax. These subventions fund programs that are substantially supported by the General Fund. See “GENERAL FUND REVENUES – OTHER CITY TAX REVENUES – Sales and Use Tax” above.

- Health and Welfare Realignment, enacted in 1991, restructured the state-county partnership by giving counties increased responsibilities and dedicated funding to administer certain public health, mental health and social service programs.
- Public Safety Realignment (AB 109), enacted in early 2011, transfers responsibility for supervising certain kinds of felony offenders and state prison parolees from state prisons and parole agents to county jails and probation officers.
- State Proposition 172, passed by California voters in November 1993, provided for the continuation of a one-half percent sales tax for public safety expenditures. This revenue is a function of the City’s proportionate share of Statewide sales activity. These revenues are allocated to counties by the State separately from the local one-percent sales tax discussed above. Disbursements are made to counties based on the county ratio, which is the county’s percent share of total statewide sales taxes in the most recent calendar year.

Table A-16 reflects the City’s actual receipts for fiscal years 2020-21 through 2023-24 and projection for fiscal years 2024-25 and 2025-26.

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TABLE A-16
Selected State Subventions - All Funds
Fiscal Years 2020-21 Through 2025-26
(\$Millions)

Tax	2020-21 Actuals⁽¹⁾	2021-22 Actuals⁽¹⁾	2022-23 Actuals⁽¹⁾	2023-24 Actuals⁽¹⁾	2024-25 Original Budget⁽²⁾	2025-26 Original Budget⁽²⁾
Health and Welfare Realignment						
General Fund	\$188.9	\$283.5	\$290.7	\$264.6	\$283.6	\$290.5
Hospital Fund	48.1	67.1	67.9	63.4	63.6	64.2
Total - Health and Welfare	\$237.1	\$350.6	\$358.6	\$328.0	\$347.2	\$354.7
Backfill Realignment⁽⁴⁾						
General Fund	\$22.1					
Non General Fund	6.0					
Total - Backfill Realignment	\$28.0					
Public Safety Realignment (General Fund)	\$38.4	\$52.1	\$58.6	\$55.6	\$55.4	\$56.8
Public Safety Sales Tax (Prop 172) (General Fund)	\$105.0	\$93.8	\$94.9	\$97.2	\$99.6	\$102.3

(1) Figures for fiscal year 2020-21 through fiscal year 2023-24 are actuals.

(2) Original Budget amounts are from the fiscal year 2024-25 and fiscal year 2025-26 budget, adopted July 31, 2024.

(3) Backfill Realignment is a one-time State funding to fill the shortfall in Health and Welfare Realignment and Public Safety Realignment due to the decrease of sales tax and vehicle license fees.

Source: Office of the Controller, City and County of San Francisco.

CITY GENERAL FUND PROGRAMS AND EXPENDITURES

General Fund Expenditures by Major Service Area

As a consolidated city and county, the City budgets General Fund expenditures in seven major service areas as described in Table A-17 below:

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TABLE A-17
Expenditures by Major Service Area
Fiscal Years 2019-20 through 2024-25
(\$000s)

Major Service Areas	Final 2019-20 Budget ⁽¹⁾	2020-21 Final Budget ⁽¹⁾	2021-22 Final Budget ⁽¹⁾	2022-23 Final Budget ⁽¹⁾	2023-24 Final Budget ⁽¹⁾	2024-25 Original Budget ⁽²⁾
Public Protection	\$ 1,493,240	\$ 1,505,780	\$ 1,586,264	\$ 1,681,489	\$1,747,925	\$ 1,837,737
Human Welfare & Neighborhood Development	1,270,530	218,986	1,571,761	1,621,981	1,686,647	1,641,289
Community Health	1,065,051	1,605,573	1,119,891	1,118,010	1,099,022	1,144,476
General Administration & Finance	332,296	1,158,599	353,518	351,738	346,074	352,660
Culture & Recreation	161,274	147,334	161,417	180,475	198,594	190,338
General City Responsibilities	137,851	332,997	159,299	201,959	211,665	194,821
Public Works, Transportation & Commerce	<u>216,824</u>	<u>126,993</u>	<u>244,365</u>	<u>275,941</u>	<u>254,637</u>	<u>232,734</u>
Total ⁽²⁾	\$ 4,677,066	\$ 5,096,262	\$ 5,196,515	\$5,431,593	\$ 5,544,564	\$ 5,594,055

(1) Figures for fiscal year 2019-20 through fiscal year 2023-24 are as reflected in ACFR.

(2) Fiscal year 2024-25 amounts are from Original Budget, adopted July 31, 2024.

Source: Office of the Controller, City and County of San Francisco.

Public Protection primarily includes the Police Department, the Fire Department, and the Sheriff's Office which is primarily responsible for City jails rather than law enforcement. Human Welfare & Neighborhood Development includes the Department of Human Services' aid assistance, aid payments, and City grant programs. Community Health includes the Public Health Department, which also operates San Francisco General Hospital and Laguna Honda Hospital.

The Laguna Honda Hospital and Rehabilitation Center ("Laguna Honda") is a skilled nursing facility owned and operated by the City through its Department of Public Health, serving up to 660 patients, most of whom are low income or extremely low-income residents. Beginning in March 2022, the City had a series of disputes with the Centers for Medicare and Medicaid Services ("CMS"), an agency within the federal Department of Health & Human Services, over conditions at Laguna Honda which potentially put federal funding at risk. Although the disputes were generally resolved, and Laguna Honda is now fully recertified and will continue to receive Medicare and Medicaid payments, Laguna Honda will continue to be reviewed for compliance with conditions of participation in Medicare and Medicaid programs as is normal for facilities regulated by CMS and CDPH. There can be no assurances that federal funding will continue to be available in the amounts projected by the City. See "BUDGETARY RISKS - Impact of Federal Government on Local Finances."

For budgetary purposes, enterprise funds (which are not shown on the table above) are characterized as either self-supported funds or General Fund-supported funds. General Fund-supported funds include the Convention Facility Fund, the Cultural and Recreation Film Fund, the Gas Tax Fund, the Golf Fund, the General Hospital Fund, and the Laguna Honda Hospital Fund. These funds are supported by transfers from the General Fund to the extent their dedicated revenue streams are insufficient to support the desired level of services.

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Voter-Mandated Spending Requirements

The Charter requires funding for voter-mandated spending requirements, which are also referred to as “baselines,” “set-asides,” or “mandates”. The chart below identifies the required and budgeted levels of funding for key mandates. The spending requirements are formula-driven, variously based on projected aggregate General Fund discretionary revenue, property tax revenues, total budgeted spending, staffing levels, or population growth. Table A-18 reflects fiscal year 2024-25 and 2025-26 spending requirements. These mandates are generally budgeted as transfers out of the General Fund or allocations of revenue.

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TABLE A-18
Baselines & Set-Asides
FY 2024-25 and FY 2025-26
(\$millions)

	2024-25 Original Budget ⁽¹⁾	2025-26 Original Budget ⁽¹⁾
Projected General Fund Aggregate Discretionary Revenue (ADR)	\$4,532.2	\$4,688.8
Municipal Transportation Agency (MTA)		
MTA - Municipal Railway Baseline: 7.068% ADR	\$320.3	\$331.4
MTA - Parking & Traffic Baseline: 2.507% ADR	\$113.6	\$117.6
MTA - Population Adjustment	\$74.5	\$75.4
MTA - 80% Parking Tax In-Lieu	\$69.5	\$71.0
Subtotal - MTA	\$577.9	\$595.3
Library Preservation Fund		
Library - Baseline: 2.286% ADR	\$103.6	\$107.2
Library - Property Tax: \$0.025 per \$100 Net Assessed Valuation (NAV)	\$79.3	\$79.6
Subtotal - Library	\$182.9	\$186.8
Children's Services		
Children's Services Baseline - Requirement: 4.830% ADR	\$218.9	\$226.5
Children's Services Baseline - Eligible Items Budgeted	220.4	232.7
Transitional Aged Youth Baseline - Requirement: 0.580% ADR	26.3	27.2
Transitional Aged Youth Baseline - Eligible Items Budgeted	36.9	39.3
Early Care and Education Baseline Requirement (June 2018 Prop C)	77.2	80.1
Early Care and Education - Eligible Items Budgeted	77.2	80.1
Public Education Services Baseline: 0.290% ADR	13.1	13.6
Children and Youth Fund Property Tax Set-Aside: \$0.0375-0.4 per \$100 NAV	126.9	127.4
Public Education Enrichment Fund: 3.057% ADR	138.5	143.3
1/3 Annual Contribution to Preschool for All	46.2	47.8
2/3 Annual Contribution to SF Unified School District	92.4	95.6
Student Success Fund (SFUSD)	35.0	45.0
Subtotal - Children's Services	\$648.1	\$681.5
Recreation and Parks		
Open Space Property Tax Set-Aside: \$0.025 per \$100 NAV	\$79.3	\$79.6
Recreation & Parks Baseline - Requirement	85.2	88.2
Recreation & Parks Baseline - Budgeted	88.0	90.2
Subtotal - Recreation and Parks	\$167.4	\$169.8
Other		
Housing Trust Fund Requirement	\$47.3	\$49.0
Housing Trust Fund Budget	47.3	49.0
Dignity Fund	59.1	62.1
Street Tree Maintenance Fund: 0.507% ADR	23.0	23.8
Municipal Symphony Baseline: \$0.00125 per \$100 NAV	4.4	4.5
City Services Auditor: 0.2% of Citywide Budget	28.1	27.4
Our City, Our Home Baseline Requirement (Nov 2018 Prop C)	215.0	215.0
Our City, Our Home Budget, Estimated	423.2	415.3
Subtotal - Other	\$585.0	\$582.0
Total Baselines and Set-Asides	\$2,161.3	\$2,215.4

⁽¹⁾ Fiscal year 2024-25 and 2025-26 amounts represent the Mayor's Proposed Budget, June 1, 2024.

In November 2024, voters in the City approved two initiatives (Proposition G and Proposition J) which impose additional mandatory spending requirements. In connection with the propositions, the Controller prepared an analysis of the projected impacts of the propositions on City finances.

Proposition G creates the Affordable Housing Opportunity Fund for Seniors, Families, and People with Disabilities for the Mayor's Office of Housing and Community Development to provide rental subsidies to extremely low-income households. The Controller projected that Proposition G would reallocate funds that would otherwise be available, starting with at least \$4 million in fiscal year 2026-27, \$8.25 million in fiscal year 2027-28, and increasing by up to 3% annually, rising to a maximum of approximately \$14 million in fiscal year 2045-46.

Proposition J creates an Our Children, Our Families Initiative, to be staffed by officials from the City and SFUSD, to align the City's spending on children and youth with the Initiative's Outcomes Framework. The Mayor and Board of Supervisors may need to appropriate additional funds towards children and youth services of up to \$35 million starting in fiscal year 2024-25 and at least \$35 million every year for the next 14 years through fiscal year 2037-38, up to a maximum of \$83 million. The City will need to balance these amounts either with new revenues or reductions in other expenditures. Proposition J restricts the City from providing certain funding to SFUSD under certain conditions, including the Board not approving the SFUSD's five-year spending plan. Given the potential restrictions, Proposition J could generate savings for the City, but at a level that cannot be specified at this time.

EMPLOYMENT COSTS; POST-EMPLOYMENT OBLIGATIONS

The cost of salaries and benefits for City employees represents slightly less than half of the City's expenditures, totaling \$7.3 billion and \$7.1 billion in fiscal years 2024-25 and 2025-26 in the FY25 & FY26 Original Budget. For the General Fund, the combined salary and benefits in the Original Budget is \$3.3 billion in fiscal year 2024-25 and \$3.2 billion in fiscal year 2025-26.

This section discusses the organization of City workers into bargaining units, the status of employment contracts, and City expenditures on employee-related costs including salaries, wages, medical benefits, retirement benefits and the City's retirement system, and post-employment health and medical benefits. SFUSD, SFCCD and the San Francisco Superior Court, called Trial Court below, are not City employees.

Labor Relations

The City's FY25 & FY26 Original Budget includes approximately 40,600 full-time and part-time positions, of which approximately 33,300 are funded positions. City workers are represented by 36 different labor unions. The largest unions in the City are the Service Employees International Union, Local 1021 ("SEIU"); the International Federation of Professional and Technical Engineers, Local 21 ("IFPTE"); and the unions representing Police, Fire, Deputy Sheriffs, and Transit Workers.

Wages, hours and working conditions of City employees are determined by collective bargaining pursuant to State law (the Meyers-Milias-Brown Act, California Government Code Sections 3500-3511) and the City Charter. San Francisco is unusual among California's cities and counties in that nearly all of its employees, including managerial and executive-level employees, are represented by labor organizations.

The City's employee selection procedures are established and maintained through a civil service system. In general, selection procedures and other merit system issues, with the exception of discipline, are not subject to arbitration. Disciplinary actions are generally subject to grievance arbitration, with the exception of sworn police officers and fire fighters.

Further, the City Charter requires binding arbitration to resolve negotiations in the event of an impasse. If an impasse is reached, the parties are required to convene a tripartite arbitration panel, chaired by an impartial

third-party arbitrator, which sets the disputed terms of the new agreement. The award of the arbitration panel is final and binding. This process applies to all City employees except Registered Nurses and a small group of unrepresented employees, whose working conditions and compensation are established annually by ordinance. Wages, hours and working conditions of nurses are not subject to interest arbitration but are subject to Charter-mandated economic limits.

Since 1976, no City employees have participated in a union-authorized strike, which is prohibited by the Charter. On July 24, 2023, the California Public Employment Relations Board (“PERB”) ruled in favor of SEIU and IFPTE, concluding that City Charter sections A8.346 and A8.409 prohibiting strikes by City employees are invalid, affirming an earlier ruling of an administrative law judge that such City Charter provisions violate the Meyers-Milias-Brown Act. The City has filed a notice of appeal to the California Court of Appeal with respect to the PERB decision. The City can give no assurance whether the appeal will be successful.

In May 2024, the City negotiated three-year agreements (for fiscal years 2024-25 through 2026-27) with 27 labor unions. The City negotiated a 1.5% base wage increase due on July 1, 2024 and 1.5% on January 4, 2025, with an additional 1% base wage increase at the close of business on June 30, 2025. For fiscal year 2025-26, the parties agreed to a base wage increase of 1% on July 1, 2025, 1.5% on January 3, 2026 and 2% at the close of business on June 30, 2026. For fiscal year 2026-27, the parties agreed to a base wage increase of 2% on January 2, 2027 and 2.5% at the close of business on June 30, 2027. The City additionally negotiated a minimum base wage of \$25.00 an hour implemented on July 1, 2024, impacting members of SEIU Local 1021 Citywide and Laborers, Local 261. For fiscal year 2024-25, the Unrepresented Employee Ordinance was passed approving a wage increase of 1.5% on July 1, 2024, 2.25% on January 6, 2024, and 1% at close of business on June 30, 2025.

Also, in May 2024, the MTA negotiated three-year agreements (for fiscal years 2024-25 through 2026-27) with the unions that represent Transit Operators, Mechanics, Station Agents, Parking Control Officers and others, collectively referred to as Service-Critical. The parties agreed to the same wage increase schedule as provided in the City agreements.

In 2023, the City negotiated a 2.5% base wage increase with labor organizations representing sworn members of the Police and Fire departments due on July 1, 2023 and 2.25% on January 6, 2024. For fiscal year 2024-25, the parties agreed to a base wage increase of 3.0% on January 4, 2025 with a provision to delay the increase by six months if the City’s budget deficit for fiscal year 2024-25, as projected in the March 2024 Joint Report, exceeds \$300 million. The March 2024 Joint Report forecasted a deficit \$235.9 million, below the \$300 million threshold. Therefore, no wage delay was triggered. For fiscal year 2025-2026, the parties agreed to a base wage increase of 3.0% on July 1, 2025 with a provision to delay the increase by one year if the City’s budget deficit for fiscal year 2025-26, as projected in the March 2025 Joint Report, exceeds \$300 million.

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TABLE A-19
Employee Organizations as of September 20, 2024

CITY AND COUNTY OF SAN FRANCISCO (All Funds)

Organization	City Budgeted Positions	Expiration Date of MOU
Automotive Machinists, Local 1414	554	30-Jun-27
Bricklayers, Local 3	6	30-Jun-27
Building Inspectors' Association	85	30-Jun-27
Carpenters, Local 22	115	30-Jun-27
Carpet, Linoleum & Soft Tile	4	30-Jun-27
Cement Masons, Local 300	43	30-Jun-27
Deputy Probation Officers' Association (DPOA)	120	30-Jun-27
Deputy Sheriffs' Association (DSA)	793	30-Jun-27
Electrical Workers, Local 6	1,047	30-Jun-27
Firefighters' Association, Local 798	2,028	30-Jun-26
Glaziers, Local 718	14	30-Jun-27
Hod Carriers, Local 36	4	30-Jun-27
Ironworkers, Local 377	14	30-Jun-27
Laborers, Local 261	1,237	30-Jun-27
Municipal Attorneys' Association (MAA)	511	30-Jun-27
Municipal Executives' Association (MEA) Fire	12	30-Jun-26
Municipal Executives' Association (MEA) Miscellaneous	1,752	30-Jun-27
Municipal Executives' Association (MEA) Police	16	30-Jun-26
Operating Engineers, Local 3 Miscellaneous	68	30-Jun-27
Operating Engineers, Local 3 Supervising Probation	28	30-Jun-27
Pile Drivers, Local 34	27	30-Jun-27
Plumbers, Local 38	369	30-Jun-27
Police Officers' Association (POA)	2,399	30-Jun-26
Professional and Technical Engineers, Local 21	7,396	30-Jun-27
Roofers, Local 40	13	30-Jun-27
SEIU, Local 1021, H-1	1	30-Jun-27
SEIU, Local 1021 Misc	13,609	30-Jun-27
SEIU, Local 1021 Nurses	1,868	30-Jun-27
SF City Workers United	145	30-Jun-27
SFDA Investigators Association	44	30-Jun-27
Sheet Metal Workers, Local 104	39	30-Jun-27
Sheriffs' Supervisory and Management Association (MSA)	119	30-Jun-27
Stationary Engineers, Local 39	707	30-Jun-27
Teamsters, Local 853	192	30-Jun-27
Teamsters, Local 856, Multi	102	30-Jun-27
Teamsters, Local 856, Supervising Nurses	136	30-Jun-27
Theatrical Stage Emp, Local 16	34	30-Jun-27
TWU, Local 200	537	30-Jun-27
TWU, Local 250-A, Auto Service Work	134	30-Jun-27
TWU, Local 250-A, Miscellaneous	108	30-Jun-27
TWU, Local 250-A, Transit Fare Inspectors	45	30-Jun-27
TWU, Local 250-A, Transit Operator	2,670	30-Jun-27
Union of American Physicians and Dentists (UAPD)	212	30-Jun-27
Unrepresented Employees	94	30-Jun-25
Other	1,007	
	40,456	

San Francisco Employees' Retirement System

History and Administration

The San Francisco City & County Employees' Retirement System ("SFERS" or "Retirement System") is charged with administering a defined-benefit pension plan that covers substantially all City employees and certain other employees. The Retirement System was initially established by approval of City voters on November 2, 1920 and the State Legislature on January 12, 1921 and is currently codified in the City Charter. The Charter provisions governing the Retirement System may be revised only by a Charter amendment, which requires an affirmative public vote at a duly called election.

The Retirement System is administered by the Retirement Board consisting of seven members, three appointed by the Mayor, three elected from among the members of the Retirement System, at least two of whom must be actively employed, and a member of the Board of Supervisors appointed by the President of the Board of Supervisors.

The Retirement Board appoints an Executive Director and an Actuary to aid in the administration of the Retirement System. The Executive Director serves as Chief Executive Officer and Chief Investment Officer of SFERS. The Actuary's responsibilities include advising the Retirement Board on actuarial matters and monitoring of actuarial service providers. The Retirement Board retains an independent consulting actuarial firm to prepare the annual valuation reports and other analyses. The independent consulting actuarial firm is currently Cheiron, Inc., a nationally recognized firm selected by the Retirement Board pursuant to a competitive process.

Membership

Retirement System members include eligible employees of the City, SFUSD, SFCCD, and the San Francisco Trial Courts. The Retirement System estimates that the total non-retired membership as of July 1, 2024 was 48,521, compared to 46,657 as of July 1, 2023. Total non-retired membership as of July 1, 2024 included 11,930 terminated vested members and 1,173 reciprocal members. Terminated vested members are former employees who have vested rights in future benefits from SFERS. Reciprocal members are individuals who have established membership in a reciprocal pension plan such as California Public Employees' Retirement System ("CalPERS") and may be eligible to receive a reciprocal pension from the Retirement System in the future. Monthly retirement allowances are paid to approximately 32,654 retired members and beneficiaries. Benefit recipients include retired members, vested members receiving a vesting allowance, and qualified survivors.

Table A-20 shows various member counts in the total Retirement System (City, SFUSD, SFCCD, and San Francisco Trial Courts) as of the five most recent actuarial valuation dates, July 1, 2020 through July 1, 2024. The number of retirees supported by each active member can be an important indicator of growing plan maturity and sensitivity to investment returns, assumption changes, and other changes to the Retirement System. In particular, if the ratio of retirees to active members grows, it indicates that any actuarial losses on retiree liabilities or assets are likely to place a relatively greater burden on employers and active members. The ratio for SFERS had been relatively stable but increased modestly in 2021 and again in 2022 with the two-year decline in number of active members. Although the City has been actively filling vacant positions, the ratio remains elevated above pre-pandemic levels.

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TABLE A-20
Employees' Retirement System
July 1, 2020 through July 1, 2024

As of July 1 st	Active Members	Vested Members	Reciprocal Members	Total Non-retired	Retirees & Continuants	Retiree to Active Ratio
2020	34,521	9,478	1,071	45,070	30,128	0.87
2021	33,644	10,066	1,060	44,770	30,854	0.92
2022	33,199	11,066	1,019	45,284	31,719	0.96
2023	34,016	11,461	1,180	46,657	32,104	0.94
2024	35,418	11,930	1,173	48,521	32,654	0.92

Sources: SFERS' annual Actuarial Valuation Report dated July 1st. See the Retirement System's website, mysfers.org, under Publications. The information on such website is not incorporated herein by reference.

Notes: Member counts are for the entire Retirement System and include non-City employees.

Funding Practices

Employer and employee (member) contributions are mandated by the Charter. Sponsoring employers are required to contribute 100% of the actuarially determined contribution approved by the Retirement Board. The Charter specifies that employer contributions consist of the normal cost (the present value of the benefits that SFERS expects to become payable in the future attributable to a current year's employment) plus an amortization of the unfunded liability over a period not to exceed 20 years. The Retirement Board sets the funding policy subject to the Charter requirements.

The Retirement Board adopts the economic and demographic assumptions used in the annual valuations. Demographic assumptions such as retirement, termination and disability rates are based upon periodic demographic studies performed by the consulting actuarial firm approximately every five years. Economic assumptions are reviewed each year by the Retirement Board after receiving an economic experience analysis from the consulting actuarial firm.

The Board adopted the current demographic assumptions at its December 9, 2020 Retirement Board meeting based on the experience study dated August 12, 2020. The current discount rate of 7.20% was adopted at the November 10, 2021 Board meeting, effective for the July 1, 2021 actuarial valuation. The Board most recently voted to maintain these assumptions (for the July 1, 2024 actuarial valuation) at its November 13, 2024 meeting. In the long term, the true cost of a pension plan is determined by actual results and not by assumptions.

While employee contribution rates are mandated by the Charter, sources of payment of employee contributions (i.e. City or employee) may be the subject of collective bargaining agreements with each union or bargaining unit. Since July 1, 2011, substantially all employee groups have agreed through collective bargaining for employees to contribute all employee contributions through pre-tax payroll deductions.

Prospective purchasers of the City's debt obligations should carefully review and assess the assumptions regarding the performance of the Retirement System. Audited financial statements and actuarial reports may be found on the Retirement System's website, www.mysfers.org, under Publications. The information on such website is not incorporated herein by reference. There is a risk that actual results will differ significantly from assumptions. In addition, prospective purchasers of the City's debt obligations are cautioned that the information and assumptions speak only as of the respective dates contained in the underlying source documents and are therefore subject to change.

Annual Valuation and Employer Contribution History

Table A-21 shows total Retirement System liabilities, assets and percent funded for the last five actuarial valuations as well as total contributions for the last five fiscal years ending June 30, 2024. Information is shown for all employers in the Retirement System (City & County, SFUSD, SFCCD and San Francisco Trial Courts). “Actuarial Liability” reflects the actuarial accrued liability of the Retirement System measured for purposes of determining the funding contribution. “Market Value of Assets” reflects the fair market value of assets held in trust for payment of pension benefits. “Actuarial Value of Assets” refers to the plan assets with investment returns different than expected smoothed over five years to provide a more stable contribution rate. The “Market Percent Funded” column is determined by dividing the market value of assets by the actuarial accrued liability. The “Actuarial Percent Funded” column is determined by dividing the actuarial value of assets by the actuarial accrued liability. “Employee and Employer Contributions” reflects the sum of mandated employee and employer contributions received by the Retirement System in the fiscal year ended June 30 prior to the July 1 valuation date.

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TABLE A-21
Employees' Retirement System
July 1, 2020 through July 1, 2024

(Dollar amounts in 000s)

As of July 1 st	Actuarial Liability	Market Value of Assets	Actuarial Value of Assets	Market Percent Funded	Actuarial Percent Funded	Employee & Employer Contributions in prior FY	Employer Contribution Rates ⁽¹⁾ in prior FY
2020	\$29,499,918	\$26,620,218	\$26,695,844	90.2%	90.5%	\$1,143,634	25.19%
2021	31,905,275	35,673,834	30,043,222	111.8	94.2	1,245,957	26.90
2022	33,591,565	32,798,524	32,275,474	97.6	96.1	1,191,934	24.41
2023	35,351,967	33,688,428	34,137,005	95.3	96.6	1,086,567	21.35
2024	37,314,504	35,417,666	36,036,298	94.9	96.6	1,100,130	18.24

⁽¹⁾ (1) Employer contribution rates are shown prior to employer/employee cost-sharing provisions of 2011 Proposition C. Employer contribution rates for fiscal years 2024-25 and 2025-26 are 16.91% and 16.53%, respectively.

Sources: SFERS' audited year-end financial statements and required supplemental information.

SFERS' annual Actuarial Valuation Report dated July 1st. See the Retirement System's website, mysfers.org, under Publications.

The information on such website is not incorporated herein by reference.

Note: Information above reflects entire Retirement System, not just the City and County of San Francisco.

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Note that at the July 1, 2024 valuation date, the market percent funded ratio is slightly lower than the actuarial percent funded ratio, reflecting net asset returns lower than the long-term rate of return assumptions that have not yet been recognized in the smoothed actuarial value of assets. The Retirement System's investment portfolio return was -2.9% in fiscal year 2021-22, 4.3% in fiscal year 2022-23, and 8.0% in fiscal year 2023-24. Global markets remain volatile due to continued uncertainty about the economy, interest rates, inflation, and geopolitical risk.

The actuarial liability is measured by an independent consulting actuary in accordance with Actuarial Standards of Practice. In addition, an actuarial audit is conducted every five years in accordance with Retirement Board policy. The most recent actuarial audit was completed in July 2024.

The fiscal year 2022-23 employer contribution rate was 21.35% (estimated to be 18.76% after cost-sharing). The 2022-23 fiscal year City employer contributions to the Retirement System were \$638.0 million, which includes \$404.8 million from the General Fund. The fiscal year 2023-24 employer contribution rate was 18.24% (estimated to be 16.12% after cost-sharing), with a total budget of \$620.9 million, which includes \$381.7 million from the General Fund. The fiscal year 2024-25 employer contribution rate is 16.91% (expected to be 15.27% after cost-sharing), with an estimated total budget of \$671.4 million. The continued declines in the contribution rate reflect the completion of prior amortization layers and the five-year phase-in of investment gains from fiscal year 2020-21, offset by the impact of lower investment returns in fiscal years 2021-22 and 2022-23. Employer contribution rates anticipate annual increases in pensionable payroll of 3.25%. As discussed under "CITY BUDGET-Five-Year Financial Plan Update: FY2025-26 through FY2029-30 and FY 2025-26 Mayor's Budget Instructions," increases in retirement costs are projected in the City's Five-Year Financial Plan.

Risks to City's Retirement Plan

In its July 2024 actuarial report, Cheiron identifies three primary risks to the Retirement System as required by Actuarial Standards of Practice No. 51 (Assessment and Disclosure of Risk Associated with Measuring Pension Obligations and Determining Pension Plan Contributions). The material risks identified were as follows: investment risk, interest rate risk, and supplemental cost of living adjustment ("COLA") risk. Investment risk is the potential for investment returns to be different than expected, while interest rate risk is the potential for longer-term trends to impact economic assumptions such as inflation and wage increases but particularly the discount rate. Supplemental COLA risk is the potential for the cost of future supplemental COLAs to increase contribution rates.

Supplemental COLAs are mandated by the Charter when investment returns exceed expectations. If the pension plan is less than fully funded on a market-value basis, certain groups of retirees may not receive a supplemental COLA at all or their supplemental COLA may be limited. Supplemental COLAs are capped at 3.5% less any basic COLA. As the majority of retirees have annual basic COLAs capped at 2.0%, a supplemental COLA when granted typically represents a 1.5% increase in benefit.

Cheiron's July 2024 report provides stress testing of the supplemental COLA provision and shows that the current funding policy of amortizing new supplemental COLAs over five years manages the risk with contributions remaining very close to baseline and a relatively stable funded status.

Governmental Accounting Standards Board ("GASB") Disclosures

The Retirement System discloses accounting and financial reporting information under GASB Statement No. 67, *Financial Reporting for Pension Plans*. The City discloses accounting and financial information about the Retirement System under GASB Statement No. 68, *Accounting and Financial Reporting for Pensions*. In general, the City's funding of its pension obligations is not affected by the GASB 68 reporting of the City's pension liability. Funding requirements are specified in the City Charter and are described in "Funding Practices" above.

Total Pension Liability reported under GASB Statements No. 67 and 68 differs from the Actuarial Liability calculated for funding purposes in several ways, including the following differences. First, Total Pension Liability

measured at fiscal year-end is a roll-forward of liabilities calculated at the beginning of the year and is based upon a beginning of year census adjusted for significant events that occurred during the year. Second, Total Pension Liability is based upon a discount rate determined by a blend of the assumed investment return, to the extent the fiduciary net position is available to make payments, and a municipal bond rate, to the extent that the fiduciary net position is unavailable to make payments. There have been no differences between the discount rate and assumed investment return since the end of fiscal year 2015. The third distinct difference is that Total Pension Liability includes a provision for supplemental COLAs that may be granted in the future, while Actuarial Liability for funding purposes includes only supplemental COLAs that have already been granted as of the valuation date.

Table A-22 below shows for the five most recent fiscal years the collective Total Pension Liability, Plan Fiduciary Net Position (market value of assets), and Net Pension Liability for all employers who sponsor the Retirement System. The City's audited financial statements disclose only its own proportionate share of the Net Pension Liability and other required GASB 68 disclosures.

TABLE A-22
Employees' Retirement System
GASB 67/68 Disclosures
Fiscal Years 2019-2020 through 2023-24
(Dollar amounts in 000s)

As of July 1 st	Collective Total Pension Liability (TPL)	Discount Rate	Plan Fiduciary Net Position	Plan Net Position as % of TPL	Collective Net Pension Liability (NPL)	City and County's Proportionate Share of NPL
2020	\$32,031,018	7.40%	\$26,620,218	83.1%	\$5,410,800	\$5,107,271
2021	33,088,765	7.40	35,673,834	107.8	(2,585,069)	(2,446,563)
2022	35,489,639	7.20	32,798,524	92.4	2,691,115	2,552,997
2023	37,332,835	7.20	33,688,428	90.2	3,644,407	3,456,687
2024	39,404,561	7.20	35,417,666	89.9	3,986,895	3,775,718

Sources: SFERS fiscal year-end GSAB 67/68 Reports as of each June 30

Note: Collective amounts include all employees (City and County, SFUSD, SFCCD, Trail Courts)

NPL can be quite volatile. The large decline at fiscal year-end 2021 is due to the 33.7% investment portfolio return during that year, while the increase at fiscal year-end 2022 is due to both the -2.9% return and the reduction in discount rate from 7.4% to 7.2%. NPL increased again at year-end 2023 due to asset returns below the long-term assumed rate, the November 2022 Charter amendment that increased the June 30, 2023 TPL by \$59 million, and differences between expected and actual demographic assumptions including salary increases. The NPL increased by about \$342 million as of July 1, 2024, primarily due to liability experience losses of \$480 million, offset by an investment experience gain of \$171 million.

Asset Management

The assets of the Retirement System, (the "Fund") are invested in a broadly diversified manner across the institutional global capital markets. In addition to U.S. equities and fixed income securities, the Fund holds international equities, global sovereign and corporate debt, global public and private real assets, absolute return strategies (including hedge funds), and an array of alternative investments including private equity, venture capital limited partnerships, and private credit.

Annualized investment return (net of fees and expenses) for the Retirement System for the five years ending June 30, 2024 was 8.44%. For the ten-year and twenty-year periods ending June 30, 2024, annualized investment returns were 8.03% and 7.98% respectively.

The investments, their allocation, transactions and proxy votes are regularly reviewed by the Retirement Board and monitored by an internal staff of investment professionals who in turn are advised by external consultants who are specialists in the areas of investments detailed above. A description of the Retirement System's investment policy, a description of asset allocation targets and current investments, and the Annual Report of the Retirement System are available upon request from the Retirement System by writing to the San Francisco Retirement System, 1145 Market Street, 5th Floor, San Francisco, California 94103, or by calling (415) 487-7000. These documents are not incorporated herein by reference.

Voter Approved Changes to the Retirement Plan

SFERS plan benefits are established under the Charter and approved directly by the voters, rather than through the collective bargaining process. Changes to retirement benefits require a voter-approved Charter amendment.

In 2011, voters approved Proposition C which aimed to reduce future pension costs. Proposition C introduced new lower-cost benefit tiers for all members hired on and after January 7, 2012 and also restricted the payment of any new supplemental COLAs to when SFERS is fully funded. Since 2011, the fully funded requirement for Supplemental COLAs has been removed from all members hired before January 7, 2012. First the October 2015 Superior Court judgement removed the fully funded requirement for pre-Proposition C members retired on and after November 6, 1996. Then in November 2022, voters approved Proposition A which removed the fully funded requirement for retirees who commenced benefits prior to November 6, 1996. However, for this older group of retirees only, the amount of supplemental COLA is capped at \$200 per month for retirees with annual pensions exceeding \$50,000 when SFERS is not fully funded.

The Proposition C fully funded restriction remains in effect for retirees hired on and after January 7, 2012. In addition, for these post-2011 hires, the supplemental COLA is temporary and reverts to zero in any year in which no supplemental COLA is paid.

In November 2024, voters again approved two expansions of benefits. Measure H restored pre-2012 retirement age factors to firefighters while retaining the three-year final average compensation requirement for these post-2011 hires. Measure I increased retirement benefits for 911 Operators by moving their future service to the Miscellaneous Safety benefit tier. Measure I also allows Registered Nurses to purchase previously ineligible service worked prior to becoming a member of SFERS.

Impact on the Retirement System from Changes in the Economic Environment

As of June 30, 2024, the audited market value of Retirement System assets was \$35.4 billion. As of January 31, 2025, the estimated value of SFERS' investment portfolio was \$36.7 billion. These values represent, as of the date specified, the estimated value of the Retirement System's portfolio if it were liquidated on that date. The Retirement System cannot be certain of the value of certain of its portfolio assets and, accordingly, the market value of the portfolio could be lower or higher. Moreover, appraisals for classes of assets that are not publicly traded are based on estimates which typically lag changes in actual market value by three to six months. Representations of market valuations are audited at each fiscal year end as part of the annual audit of the Retirement System's financial statements.

The Retirement System investment portfolio is structured for long-term performance. The Retirement System continually reviews investment and asset allocation policies as part of its regular operations and continues to rely on an investment policy which is consistent with the principles of diversification and the search for long-term value. Market fluctuations are an expected investment risk for any long-term strategy. Significant market fluctuations are expected to have significant impact on the value of the Retirement System investment portfolio.

A decline in the value of SFERS Trust assets over time, without a commensurate decline in the pension liabilities, will result in an increase in the contribution rate for the City. No assurance can be provided by the City that contribution rates will not increase in the future, and that the impact of such increases will not have a material impact on City finances.

Other Employee Retirement Benefits

As noted above, various City employees are members of CalPERS, an agent multiple-employer public employee defined benefit plan for safety members and a cost-sharing multiple-employer plan for miscellaneous members. The City makes certain payments to CalPERS in respect of such members, at rates determined by the CalPERS board. Section A8.510 of the Charter requires the City to pay the full amount required by the actuarial valuations. The actual total employer contributions to CalPERS were \$52.0 million in fiscal year 2021-22. In addition to the required amounts, the City elected to pay an additional amount of \$8.4 million in fiscal years 2017-18, 2018-19 and 2019-2020; \$5.0 million in fiscal year 2021-22; and \$16.7 million in fiscal year 2022-23 in order to reduce its unfunded liability. A discussion of other post-employment benefits, including retiree medical benefits, is provided below under “Medical Benefits – Post-Employment Health Care Benefits” and “GASB 75 Reporting Requirements.”

Medical Benefits

Administration through San Francisco Health Service System; Audited System Financial Statements

Medical and COBRA benefits for eligible active City employees and eligible dependents, for retired City employees and eligible dependents, and for surviving spouses and domestic partners of covered City employees (the “City Beneficiaries”) are administered by the San Francisco Health Service System (the “San Francisco Health Service System” or “SFHSS”) pursuant to City Charter Sections 12.200 *et seq.* and A8.420 *et seq.* Pursuant to such Charter Sections, the SFHSS also administers medical benefits to active and retired employees of SFUSD, SFCCD and the San Francisco Superior Court; however, the City is only required to fund medical benefits for City Beneficiaries.

The San Francisco Health Service System is overseen by the City’s Health Service Board (the “Health Service Board”). The plans (the “SFHSS Medical Plans”) for providing medical care to the City Beneficiaries are determined annually by the Health Service Board and approved by the Board of Supervisors pursuant to Charter Section A8.422.

The San Francisco Health Service System oversees a trust fund (the “Health Service System Trust Fund”) established pursuant to Charter Sections 12.203 and A8.428 through which medical benefits for the City Beneficiaries are funded. The San Francisco Health Service System issues an annual, publicly available, independently audited financial report that includes financial statements for the Health Service System Trust Fund. This report may be obtained through the SFHSS website at sfhss.org, by writing to the San Francisco Health Service System, 1145 Market Street, Third Floor, San Francisco, California 94103. Audited annual financial statements for prior years are posted to the SFHSS website, however the information available on the SFHSS website is not incorporated in this Official Statement by reference.

Under the City Charter, the Health Service System Trust Fund is not a fund through which assets are accumulated to finance post-employment healthcare benefits (an “OPEB Trust Fund”). Thus, GASB Statement Number 45, *Financial Reporting for Postemployment Benefit Plans Other Than Pensions* (“GASB 45”) and GASB Statement Number 75, *Accounting and Financial Reporting for Postemployment Benefits Other than Pensions* (“GASB 75”), which apply to OPEB Trust Funds, do not apply to the San Francisco Health Service System Trust Fund. However, the City has been funding post-employment healthcare benefits (“OPEB”) in a separate fund, the Retiree Health Care Trust Fund (“RHCTF”) for the purpose of prefunding future OPEB payments as described below.

Determination of Employer and Employee Contributions for Medical Benefits

According to the City Charter Section A8.428, the City's contribution towards SFHSS Medical Plans for active employees and retirees is determined by the results of an annual survey of the amount of premium contributions provided by the ten most populous counties in California (other than the City) for health care. The survey is commonly called the 10-County Average Survey and is used to determine "the average contribution made by each such County toward the providing of health care plans, exclusive of dental or optical care, for each employee of such County." The "average contribution" is used to calculate the City's required contribution to the Health Service System Trust Fund for retirees.

Unions representing the majority of City employees negotiate through collective bargaining rather than applying the "average contribution" to determine the amount the City is required to contribute for active employees. To the extent annual medical premiums exceed the contributions made by the City as required by the Charter and union agreements, such excess must be paid by SFHSS Beneficiaries. Medical benefits for City Beneficiaries who are retired or otherwise not employed by the City (e.g., surviving spouses and surviving domestic partners of City retirees) ("Nonemployee City Beneficiaries") are funded through contributions from such Nonemployee City Beneficiaries and the City as determined pursuant to Charter Section A8.428. The San Francisco Health Service System medical benefit eligibility requirements for Nonemployee City Beneficiaries are described below under "*Post-Employment Health Care Benefits.*"

City Contribution for Retirees

The City contributes the full employer contribution amount for medical coverage for eligible retirees who were hired on or before January 9, 2009 pursuant to Charter Section A8.428. For retirees who were hired on or after January 10, 2009, the City contributes a portion of the medical coverage costs based on five coverage/employer contribution classifications that reflect certain criteria outlined in the Table below.

Retiree Medical Coverage/Employer Contribution for Those Hired On or After January 10, 2009	
Years of Credited Service at Retirement	Percentage of Employer Contribution Established in Charter Section A8.428 Subsection (b)(3)
Less than 5 years of Credited Service with the Employers (except for the surviving spouses or surviving domestic partners of active employees who died in the line of duty)	No Retiree Medical Benefits Coverage
At least 5 but less than 10 years of Credited Service with the Employers; or greater than 10 years of Credited Service with the Employers but not eligible to receive benefits under Subsections (a)(4), (b)(5) (A8.428 Subsection (b)(6))	0% - Access to Retiree Medical Benefits Coverage. Including Access to Dependent Coverage
At least 10 but less than 15 years of Credited Service with the Employers (AB.428 Subsection (b)(5))	50%
At least 15 but less than 20 years pf Credited Service with the Employers (AB.428 Subsection (b)(5))	75%
At least 20 years of Credited Service with the Employer; Retired Persons who retired for disability; surviving spouses or surviving domestic partners of active employees who died in the line of duty (AB.428 Subsection (b)(4))	100%

Health Care Reform

The following discussion is based on the current status of the Patient Protection and Affordable Care Act (the “ACA”). Many attempts have been made to completely repeal the ACA; however full repeal has been unsuccessful thus far.

Three ACA taxes and one fee have impacted SFHSS rates for medical coverage. The three ACA taxes were repealed in 2020 and 2021; however, Congress revived and extended the Patient-Centered Outcomes Research Institute (“PCORI”) Fee, which had expired in 2019. The PCORI fee, adopted in the ACA, is paid by issuers of health insurance policies and plan sponsors of self-insured health plans to help fund the Patient-Centered Outcomes Research Institute. The fee is based on the average number of lives covered under the policy or plan. The fee applies to policy or plan years ending on or after October 1, 2012, and before October 1, 2029.

Employer Contributions for San Francisco Health Service System Benefits

For fiscal year 2023-24, based on the most recent audited financial statements, the San Francisco Health Service System received approximately \$939 million from participating employers for San Francisco Health Service System benefit costs. Of this total, the City contributed approximately \$806 million; approximately \$230 million of this \$806 million amount was for health care benefits for approximately 24,269 retired City employees and their eligible dependents, and approximately \$576 million was for benefits for approximately 32,023 active City employees and their eligible dependents.

The 2024 aggregate (employee and employer) cost of medical benefits offered by SFHSS to the City increased by 10.3%. The increase is comparable to California benchmarks due to several factors including contracting by SFHSS that maintains competition among the health plans, implementing value-based models such as Accountable Care Organizations, use of generic prescription, and implementing flex-funded plans using narrow networks. Flex-funding eliminates the typical margins added by health plans; however, more risk is assumed by the city, and reserves are required to protect against this risk.

Post-Employment Health Care Benefits

The eligibility of former City employees for retiree health care benefits (“OPEB Benefits”) and City and employee contributions to the Retiree Health Care Trust Fund (“RHCTF”) are governed by the Charter (Section A8.432(a-b)). San Francisco voters have passed three different propositions to set these eligibility and contribution requirements: Proposition B passed on June 3, 2008; Proposition C passed on November 8, 2011; and Proposition A passed on November 5, 2013.

Employees hired before January 10, 2009, and a spouse or dependent are potentially eligible for health benefits following retirement at age 50 and completion of five years of City service. OPEB Benefit coverage and the City’s required contributions for employees hired on or after January 10, 2009, is described above under “Medical Benefits: City Contribution for Retirees”. Unlike employee pension contributions that are made to individual accounts, contributions to the RHCTF are non-refundable, even if an employee separates from the City and does not receive OPEB Benefits from the City.

Employee and City contributions to the RHCTF are a fixed percentage of pay that varies depending on the employee’s hire date, the year in which the payment is made, and whether the RHCTF is fully funded. Employees hired before January 10, 2009, are required to make contributions equal to 1% of their salary to the RHCTF and employees hired on or after January 10, 2009, are required to make contributions equal to 2% of their salary. The City pays all OPEB Benefits on a pay-as-you-go basis each year and is required to contribute an amount equal to 1% of total pay to the RHCTF.

The City may not make disbursements from the RHCTF until it is fully funded, subject to the following exception. If the sum of the City’s annual RHCTF contributions and OPEB Benefit payments (together, the

“OPEB Cost”) is projected to exceed 10% of payroll, the RHCTF Board may authorize stabilization disbursements from the RHCTF to the extent necessary to reduce the City’s OPEB Cost to 10% of payroll provided that such stabilization disbursement does not exceed 10% of the balance in the RHCTF as of the prior year. The City has never had to make a disbursement from the RHCTF, and OPEB Cost as a percentage of payroll for fiscal year 2022-23 was 6.2%.

GASB 75 Reporting Requirements

In June 2015, GASB issued GASB 75. GASB 75 revises and establishes new accounting and financial reporting requirements for governments that provide their employees with OPEBs. The new standard is effective for periods beginning after June 15, 2017. The City implemented the provisions of GASB 75 in its audited financial statements for fiscal year 2017-18. According to GASB’s Summary of GASB 75, GASB 75 requires recognition of the entire OPEB liability, a more comprehensive measure of OPEB expense, and new note disclosures and required supplementary information to enhance decision-usefulness and accountability.

City’s Estimated Liability

The City is required by GASB 75 to prepare a new actuarial study of its OPEB Benefits obligation at least once every two years. As of the measurement date of June 30, 2023 (issued October 2024), used in the most recent actuarial valuation report dated June 30, 2023, the retiree health care fiduciary plan net position as a percentage of the total OPEB liability was 19.3%. This reflects the net position of the RHCTF in the amount of \$938.9 million divided by the total OPEB liability of \$4.9 billion. The estimated covered payroll (annual payroll of active employees covered by the plan) was \$4.5 billion, and the ratio of the Net OPEB liability to the covered payroll was 86.8%.

Under GASB 75, the annual OPEB Expense can be calculated as the change in the City’s Net OPEB liability plus the changes in deferred outflows and inflows plus employee contributions. As stated above, employee and City contributions to the RHCTF are set by the Charter and are not actuarially determined. The annual OPEB Expense is included in the five-year trend information displayed in Table A-24 below purely for informational purposes.

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TABLE A-23
Five-Year Trend
Fiscal Years 2019-20 to 2023-24
(\$000s)

Fiscal Year	(A) Paygo Benefit Payments	(B) Trust Contributions	(A + B = C) Annual OPEB Cost	(D) Annual OPEB Expense	(C / D = E) Annual OPEB Cost as % of Annual OPEB Expense	Plan Fiduciary Net Position	Plan Fiduciary Net Position as % of TOL	Net OPEB Liability
2019-20	\$196,445	\$39,518	\$235,963	\$330,673	71.4%	\$366,602	8.6%	\$3,915,815
2020-21	206,439	39,555	245,994	320,684	76.7	488,989	11.3	3,823,335
2021-22	211,025	41,841	252,866	272,001	93.0	718,777	16.3	3,691,121
2022-23	215,408	45,241	260,649	256,974	101.4	739,880	16.5	3,746,270
2023-24	229,922	48,779	278,701	261,158	106.7	938,866	19.3	3,924,832

Source: Postretirement Health Plan GASB 74/75 Reports produced by Cheiron in November 2019, December 2021, December 2023, and October 2024.

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Total City Employee Benefits Costs

Table A-24 provides historical and budget information for all health benefits costs paid including pension, health, dental and other miscellaneous benefits. Historically, approximately 50% of health benefit costs are paid from the General Fund. For all fiscal years shown, a “pay-as-you-go” approach was used by the City for health care benefits.

Table A-24 below provides a summary of the City’s employee benefit actual costs for fiscal years 2020-21 through 2023-24 and budgeted costs for 2024-25.

TABLE A-24
Employee Benefit Costs, All Funds
Fiscal Years 2020-21 through 2024-25
(\$000s)

	2020-21 Actual ⁽¹⁾	2021-22 Actual ⁽¹⁾	2022-23 Actual ⁽¹⁾	2023-24 Actual ⁽¹⁾	2024-25 Budget ⁽¹⁾
SFERS and PERS Retirement Contributions	\$ 823,317	\$ 771,705	\$ 755,995	\$ 679,959	\$ 683,761
Social Security & Medicare	229,044	241,735	260,233	281,694	303,615
Health - Medical + Dental, active employees ⁽²⁾	564,453	570,262	583,588	633,720	698,030
Health - Retiree Medical ⁽²⁾	216,916	222,556	215,885	230,515	249,251
Other Benefits ⁽³⁾	<u>24,111</u>	<u>20,766</u>	<u>19,149</u>	<u>14,362</u>	<u>29,251</u>
Total Benefit Costs	\$1,857,841	\$ 1,827,024	\$ 1,834,849	\$ 1,840,251	\$1,963,909

⁽¹⁾ Figures for fiscal year 2020-21 through fiscal year 2023-24 are actuals. Figures for fiscal year 2024-25 are from the Final Budget, July 31, 2024.

⁽²⁾ Does not include Health Service System administrative costs. Does include flexible benefits that may be used for health insurance.

⁽³⁾ “Other Benefits” includes unemployment insurance premiums, life insurance and other miscellaneous employee benefits.

Source: Office of the Controller, City and County of San Francisco.

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INVESTMENT OF CITY FUNDS

Investment Pool

The Treasurer of the City (the “Treasurer”) is authorized by Charter Section 6.106 to invest funds available under California Government Code Title 5, Division 2, Part 1, Chapter 4. In addition to the funds of the City, the funds of various City departments and local agencies located within the boundaries of the City, including the school and community college districts, airport and public hospitals, are deposited into the City and County’s Pooled Investment Fund (the “Pool”). The funds are commingled for investment purposes.

Investment Policy

The management of the Pool is governed by the Investment Policy administered by the Office of the Treasurer and Tax Collector in accordance with California Government Code Sections 27000, 53601, 53635, et. al. In order of priority, the objectives of this Investment Policy are safety, liquidity and return on investments. Safety of principal is the foremost objective of the investment program. The investment portfolio maintains sufficient liquidity to meet all expected expenditures for at least the next six months. The Office of the Treasurer and Tax Collector also attempts to generate a market rate of return, without undue compromise of the first two objectives.

The Investment Policy is reviewed and monitored annually by a Treasury Oversight Committee, which is established by the Board of Supervisors. The Committee consists of the following members, who are nominated by the Treasurer and confirmed by the Board of Supervisors:

- Seat 1 is held by the Controller or the Controller’s designee.
- Seat 2 is held by the County Superintendent of Schools or the Superintendent’s designee.
- Seat 3 is held by the Chancellor of the Community College District or the Chancellor’s designee.
- Seats 4 and 5 are held by employees of City departments or local agencies that participate in the City’s pooled fund. These are currently held by the San Francisco International Airport and the San Francisco Public Utilities Commission.
- Seats 6 and 7 are held by members of the public who have expertise in, or an academic background in public finance

A complete copy of the Treasurer’s Investment Policy, dated May 2024, is included as an Appendix to this Official Statement.

Investment Portfolio

As of November 30, 2024, the City’s surplus investment fund consisted of the investments classified in Table A-25 and had the investment maturity distribution presented in Table A-26.

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TABLE A-25
Investment Portfolio
Pooled Funds
As of December 31, 2024

Type of Investment	Par Value	Book Value	Market Value
U.S. Treasuries	\$4,054,000,000	\$4,039,998,261	\$3,954,200,416
Federal Agencies	6,988,500,000	6,983,742,646	6,921,182,684
Public Time Deposits	60,000,000	60,000,000	60,000,000
Negotiable Certificates of Deposit	2,073,000,000	2,073,000,000	2,073,618,640
Commercial Paper	1,294,000,000	1,278,499,034	1,279,027,784
Medium Term Notes	124,595,000	123,896,217	123,085,670
Money Market Funds	1,812,524,333	1,812,524,333	1,812,524,333
Supranationals	417,037,000	416,064,748	413,102,734
Secured Bank Deposit	102,722,805	102,722,805	102,722,805
Total	\$16,926,379,137	\$16,890,448,043	\$16,739,465,065

December Earned Income Yield: 3.586%

Sources: Office of the Treasurer and Tax Collector, City and County of San Francisco
From Citibank-Custodial Safekeeping, Clearwater Analytics-Inventory Control Program.

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TABLE A-26
Investment Maturity Distribution
Pooled Funds
As of December 31, 2024

Maturity in Months			Par Value	Percentage
0	to	1	\$2,823,621,137	16.68%
1	to	2	668,407,000	3.95%
2	to	3	703,000,000	4.15%
3	to	4	610,938,000	3.61%
4	to	5	290,000,000	1.71%
5	to	6	1,545,340,000	9.13%
6	to	12	2,286,449,000	13.51%
12	to	24	3,269,291,000	19.31%
24	to	36	1,879,676,000	11.11%
36	to	48	849,430,000	5.02%
48	to	60	2,000,227,000	11.82%
			<u>\$16,926,379,137</u>	<u>100.00%</u>

Weighted Average Maturity: 532 Days

Sources: Office of the Treasurer and Tax Collector, City and County of San Francisco
From Citibank-Custodial Safekeeping, Clearwater Analytics-Inventory Control Program.

Further Information

A report detailing the investment portfolio and investment activity, including the market value of the portfolio, is submitted to the Mayor and the Board of Supervisors monthly. The monthly reports and annual reports are available on the Treasurer's web page: www.sftreasurer.org. The monthly reports and annual reports are not incorporated by reference herein.

CAPITAL FINANCING AND BONDS

Capital Plan

In October 2005, the Board of Supervisors adopted, and the Mayor approved, Ordinance No. 216-05, which established a new capital planning process for the City. The legislation requires that the City develop and adopt a 10-year capital expenditure plan for City-owned facilities and infrastructure. It also created the Capital Planning Committee (the "CPC") and the Capital Planning Program ("CPP"). The CPC makes recommendations to the Mayor and Board of Supervisors on the City's capital expenditures and plans. The CPC reviews and submits the Capital Plan, Capital Budget, and issuances of long-term debt for approval. The CPC is chaired by the City Administrator and includes the President of the Board of Supervisors, the Mayor's Budget Director, the Controller, the City Planning Director, the Director of Public Works, the Airport Director, the Executive Director of the MTA, the General Manager of the SFPUC, the General Manager of the Recreation and Parks Department, and the Executive Director of the Port. To help inform CPC recommendations, the CPC staff, under the direction of the City Administrator, review and prioritize funding needs; project and coordinate funding sources and uses; and provide policy analysis and reports on interagency capital planning.

The City Administrator, in conjunction with the CPC, is directed to develop and submit a 10-year capital plan every other fiscal year for approval by the Board of Supervisors. The Capital Plan is a fiscally constrained long-term finance strategy that prioritizes projects based on a set of funding principles. It provides an assessment of the City's infrastructure and other funding needs over 10 years, highlights investments required to meet these needs, and recommends a plan of finance to fund these investments. Although the Capital Plan provides cost

estimates and proposes methods to finance such costs, the document does not reflect any commitment by the Board of Supervisors to expend such amounts or to adopt any specific financing method. The Capital Plan is required to be updated and adopted biennially, along with the City's Five-Year Financial Plan and the Five-Year Information & Communication Technology Plan. The CPC is also charged with reviewing the annual capital budget submission and all long-term financing proposals and providing recommendations to the Board of Supervisors relating to the compliance of any such proposal or submission with the adopted Capital Plan.

The Capital Plan is required to be submitted to the Mayor and the Board of Supervisors by each March 1 in odd-numbered years and adopted by the Board of Supervisors and the Mayor on or before May 1 of the same year.

The fiscal years 2024-2033 Capital Plan (the "Adopted Capital Plan") was approved by the CPC on February 27, 2023, and was adopted by the Board of Supervisors on May 9, 2023. The Adopted Capital Plan contains \$41.4 billion in capital investments over the coming decade for all City departments, including \$5.8 billion in projects for General Fund-supported departments. The Adopted Capital Plan proposes \$2.2 billion for General Fund pay-as-you-go capital projects through fiscal year 2032-33. The next capital plan update is expected in Spring 2025. Major capital projects for General Fund-supported departments included in the Capital Plan consist of critical seismic projects, and relocation of staff from seismically vulnerable facilities; upgrades to public health, police, and fire facilities; transportation and utility system improvements; street and right-of-way improvements; the removal of barriers to accessibility; and park improvements, among other capital projects. \$2.7 billion of the capital projects of General Fund supported departments are expected to be financed with general obligation bonds and other long-term obligations, subject to planning policy constraints. The balance is expected to be funded by federal and State funds, the General Fund and other sources.

In addition to the City General Fund-supported capital spending, the Adopted Capital Plan recommends over \$19.0 billion in enterprise fund department projects to continue major transit, economic development and public utility projects such as MTA facilities, seawall strengthening, terminal 1 and 3 upgrades at San Francisco International Airport, water, sewer, and power enterprise improvements, and building adequate facilities to support the City's growing transit fleet, among others. Approximately \$8.3 billion of enterprise fund department capital projects are anticipated to be financed with revenue bonds. The balance is expected to be funded by general obligation bonds, federal and State funds, user/operator fees, General Fund and other sources.

While significant investments are proposed in the City's Adopted Capital Plan, identified resources remain below those necessary to maintain and enhance the City's physical infrastructure. As a result, over \$6.7 billion in capital needs including enhancements are deferred from the plan's horizon.

Failure to make the capital improvements and repairs recommended in the City's Adopted Capital Plan may have the following impacts: (i) failing to meet federal, State or local legal mandates; (ii) failing to provide for the imminent life, health, safety and security of occupants and the public; (iii) failing to prevent the loss of use of the asset; (iv) impairing the value of the City's assets; (v) increasing future repair and replacement costs; and (vi) harming the local economy.

Tax-Supported Debt Service – City General Obligation Bonds

Under the State Constitution and the Charter, City bonds secured by *ad valorem* property taxes ("general obligation bonds" or "GO bonds") can only be authorized with a two-thirds approval of the voters. In addition to the City's general obligation bonds, BART, SFUSD and SFCCD also have outstanding general obligation bonds as shown in Table A-31.

Table A-27 shows the annual amount of debt service payable on the City's outstanding GO bonds.

TABLE A-27
General Obligation Bonds Debt Service
As of February 1, 2025⁽¹⁾⁽²⁾⁽³⁾

Fiscal Year	Principal	Interest	Annual Debt Service
2024-25	\$ 318,396,476	\$ 105,021,619	\$ 423,418,094
2025-26	172,886,279	106,815,845	279,702,124
2026-27	167,565,840	98,911,233	266,477,073
2027-28	172,394,035	91,221,340	263,615,375
2028-29	181,311,751	83,299,451	264,611,202
2029-30	190,205,095	74,830,961	265,036,056
2030-31	158,916,950	65,974,669	224,891,620
2031-32	165,595,000	58,985,796	224,580,796
2032-33	135,880,000	51,873,937	187,753,937
2033-34	119,425,000	46,151,265	165,576,265
2034-35	114,795,000	41,239,200	156,034,200
2035-36	81,495,000	36,576,173	118,071,173
2036-37	72,275,000	33,310,171	105,585,171
2037-38	75,135,000	30,444,141	105,579,141
2038-39	70,495,000	27,440,791	97,935,791
2039-40	71,675,000	24,598,341	96,273,341
2040-41	67,580,000	21,663,033	89,243,033
2041-42	70,535,000	18,710,534	89,245,534
2042-43	73,635,000	15,606,646	89,241,646
2043-44	76,885,000	12,357,536	89,242,536
2044-45	80,245,000	8,996,725	89,241,725
2045-46	46,575,000	5,506,630	52,081,630
2046-47	13,465,000	3,713,546	17,178,546
2047-48	14,040,000	3,137,495	17,177,495
2048-49	5,345,000	2,535,881	7,880,881
2049-50	5,530,000	2,354,712	7,884,712
2050-51	5,725,000	2,159,925	7,884,925
2051-52	5,935,000	1,950,338	7,885,338
2052-53	6,155,000	1,732,790	7,887,790
2053-54	6,380,000	1,506,973	7,886,973
2054-55	6,610,000	1,272,671	7,882,671
2055-56	6,855,000	1,029,667	7,884,667
2056-57	7,110,000	777,438	7,887,438
2057-58	7,370,000	515,551	7,885,551
2058-59	3,895,000	243,790	4,138,790
2059-60	4,010,000	123,668	4,133,668
TOTAL	\$ 2,782,326,426	\$ 1,082,590,481	\$ 3,864,916,907

(1) This table only includes the City's General Obligation Bonds and does not include any of the overlapping debt as shown in Table A-33.

(2) Totals reflect rounding to nearest dollar.

(3) Section 9.106 of the City Charter limits issuance of general obligation bonds of the City to 3% of assessed value.

Sources: Office of Public Finance, City and County of San Francisco

Authorized but Unissued City GO Bonds

Certain GO bonds authorized by the City's voters as discussed below have not yet been issued. Such bonds may be issued at any time by action of the Board of Supervisors, without further approval by the voters.

In November 1992, voters approved Proposition A ("1992 Proposition A") which authorized the issuance of up to \$350.0 million in GO bonds to support San Francisco's Seismic Safety Loan Program ("SSLP"), which provides loans for the seismic strengthening of privately-owned unreinforced masonry affordable housing, market-rate residential, commercial and institutional buildings. Between 1994 and 2015, the City issued \$89.3 million of bonds under the original 1992 Proposition A authorization. In November 2016, voters approved Proposition C ("2016 Proposition C"), which amended the 1992 Proposition A authorization (together, the "1992A/2016A Propositions") to broaden the scope of the remaining \$260.7 million authorization by adding the eligibility to finance the acquisition, improvement, and rehabilitation to convert at-risk multi-unit residential buildings to affordable housing, as well as the needed seismic, fire, health, and safety upgrades and other major rehabilitation for habitability, and related costs. Currently \$85.7 million remains authorized and unissued.

In November 2018, voters approved Proposition A ("2018 Embarcadero Seawall Improvement Proposition"), authorizing the issuance of up to \$425.0 million in general obligation bonds for repair and improvement projects along the City's Embarcadero and Seawall to protect the waterfront, BART and Muni, buildings, historic piers, and roads from earthquakes, flooding, and sea level rise. Currently, \$216.3 million remains authorized and unissued.

In November 2019, voters approved Proposition A ("2019 Affordable Housing Proposition"), which authorized the issuance of up to \$600.0 million in general obligation bonds to finance the construction, development, acquisition, and preservation of affordable housing for certain vulnerable San Francisco residents; to assist in the acquisition, rehabilitation, and preservation of existing affordable housing to prevent the displacement of residents; to repair and reconstruct distressed and dilapidated public housing developments and their underlying infrastructure; to assist the City's middle-income residents or workers in obtaining affordable rental or home ownership opportunities including down payment assistance and support for new construction of affordable housing for SFUSD and City College of San Francisco employees; and to pay related costs. Currently, \$107.5 million remains authorized and unissued.

In March 2020, voters approved Proposition B ("2020 Earthquake Safety and Emergency Response Proposition") which authorized the issuance of up to \$628.5 million in general obligation bonds to aid fire, earthquake and emergency response by improving, constructing, and/or replacing: deteriorating cisterns, pipes, tunnels, and related facilities to ensure firefighters a reliable water supply for fires and disasters; neighborhood fire and police stations and supporting facilities; the City's 911 Call Center; and other disaster response and public safety facilities, and to pay related costs. Currently, \$243.0 million remains authorized and unissued.

In November 2020, voters approved Proposition A ("2020 Health and Recovery Bond"), which authorized the issuance of up to \$487.5 million in general obligation bonds to fund permanent investments in transitional supportive housing facilities, shelters, and/or facilities that serve individuals experiencing homelessness, mental health challenges, or substance use; improve the safety and quality of parks; and improve the safety and condition of streets and other public rights of way. Currently, approximately \$200.2 million remains authorized and unissued.

In March 2024, voters approved Proposition A ("2024 Affordable Housing Proposition"), which authorized the issuance of up to \$300.0 million in general obligation bonds to construct, develop, acquire, and/or rehabilitate housing, including workforce housing and senior housing, that will be affordable to households ranging from extremely low-income to moderate-income households. Currently, approximately \$152.8 million remains authorized and unissued.

In November 2024, voters approved Proposition B (“2024 Healthy, Safe, and Vibrant SF Bond”), which authorized the issuance of up to \$390.0 million in general obligation bonds to finance the acquisition or improvement of temporary shelters, particularly for families; facilities that deliver healthcare services, including preventive care and behavioral health services, such as the Chinatown Public Health Center; critical repairs, renovations, and seismic upgrades at Zuckerberg San Francisco General Hospital and Trauma Center and Laguna Honda Hospital; and pedestrian and street safety improvements, streetscape enhancements, and other public space improvements. No series have yet been issued under the 2024 Healthy, Safe, and Vibrant SF Bond authorization.

Table A-28 on the following page lists for each of the City’s voter-authorized general obligation bond programs, the amounts issued and outstanding, and the amount of remaining authorization for which bonds have not yet been issued. Series are grouped by program authorization in chronological order. The authorized and unissued column refers to total program authorization that can still be issued and does not refer to any particular series.

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TABLE A-28
General Obligation Bonds
As of February 1, 2025⁽¹⁾⁽²⁾

Bond Authorization Name	Election Date	Authorized Amount	Series	Bonds Issued	Bonds Outstanding	Authorized & Unissued
Seismic Safety Loan Program	11/3/92	\$350,000,000	1994A	\$35,000,000	\$-	\$10,346,426 ⁽²⁾
			2007A	\$30,315,450		
			2015A	\$24,000,000	-	
Reauthorization to Repurpose for Affordable Housing	11/8/16		2019A	\$72,420,000	\$67,710,000	\$85,684,550
			2020C	\$102,580,000	\$91,915,000	
Clean & Safe Neighborhood Parks	2/5/08	\$185,000,000	2008B	\$42,520,000	-	
			2010B	\$24,785,000	-	
			2010D	\$35,645,000	\$21,090,000	
			2012B	\$73,355,000	-	
			2016A	\$8,695,000	\$5,325,000	
San Francisco General Hospital & Trauma Center Earthquake Safety	11/4/08	\$887,400,000	2009A	\$131,650,000	-	
			2010A	\$120,890,000	-	
			2010C	\$173,805,000	\$102,840,000	
			2012D	\$251,100,000	-	
			2014A	\$209,955,000	-	
Earthquake Safety and Emergency Response Bond	6/8/10	\$412,300,000	2010E	\$79,520,000	-	
			2012A	\$183,330,000	-	
			2012E	\$38,265,000	-	
			2013B	\$31,020,000	-	
			2014C	\$54,950,000	-	
			2016C	\$25,215,000	\$15,995,000	
Road Repaving & Street Safety	11/8/11	\$248,000,000	2012C	\$74,295,000	-	
			2013C	\$129,560,000	-	
			2016E	\$44,145,000	\$28,005,000	
Clean & Safe Neighborhood Parks	11/6/12	\$195,000,000	2013A	\$71,970,000	-	
			2016B	\$43,220,000	\$17,285,000	
			2018A	\$76,710,000	-	
			2019B	\$3,100,000	-	
Earthquake Safety and Emergency Response Bond	6/3/14	\$400,000,000	2014D	\$100,670,000	-	
			2016D	\$109,595,000	\$53,965,000	
			2018C	\$189,735,000	-	
Transportation and Road Improvement	11/4/14	\$500,000,000	2015B	\$67,005,000	-	
			2018B	\$174,445,000	-	
			2020B	\$135,765,000	\$95,430,000	
			2021C-1	\$104,785,000	\$81,070,000	
			2021C-2	\$18,000,000	-	

Affordable Housing Bond	11/3/15	\$310,000,000	2016F	\$75,130,000	\$36,230,000	
			2018D	\$142,145,000	\$81,420,000	
			2019C	\$92,725,000	\$20,680,000	-
Public Health and Safety Bond	6/7/16	\$350,000,000	2017A	\$173,120,000	-	
			2018E	\$49,955,000	-	
			2020D-1	\$111,925,000	\$75,385,000	
			2020D-2	\$15,000,000	-	-
Embarcadero Seawall Earthquake Safety	11/6/18	\$425,000,000	2020A	\$49,675,000	-	
			2023B	\$39,020,000	-	
			2025A-1	\$15,085,000	\$15,085,000	
			2025A-2	\$104,910,000	\$104,910,000	\$216,310,000
Affordable Housing Bond	11/5/19	\$600,000,000	2021A	\$254,585,000	\$162,425,000	
			2023C	\$170,780,000	\$104,160,000	
			2025C	\$67,095,000	\$67,095,000	\$107,540,000
Earthquake Safety and Emergency Response Bond	3/3/20	\$628,500,000	2021B-1	\$69,215,000	\$62,665,000	
			2021B-2	\$11,500,000	-	
			2021E-1	\$74,090,000	\$57,975,000	
			2021E-2	\$13,000,000	-	
			2025B-1	\$197,030,000	\$197,030,000	
			2025B-2	\$20,680,000	\$20,680,000	\$242,985,000
Health and Recovery Bond	11/4/20	\$487,500,000	2021D-1	\$194,255,000	\$160,130,000	
			2021D-2	\$64,250,000	-	
			2023A	\$28,785,000	\$27,025,000	\$200,210,000
Affordable Housing Bond	3/5/24	\$300,000,000	2025D	\$147,230,000	\$147,230,000	\$152,770,000
Healthy, Safe and Vibrant SF Bond	11/5/24	\$390,000,000				\$390,000,000
SUBTOTAL		\$6,668,700,000		\$5,273,200,450	\$1,931,101,426	\$1,395,499,550
General Obligation Refunding Bonds	Dated Issued			Bonds Issued	Bonds Outstanding	
Series 2020-R1	5/7/20			\$195,250,000	\$140,415,000	
Series 2021-R1	5/6/21			\$91,230,000	\$67,545,000	
Series 2021-R2	9/16/21			\$86,905,000	\$25,205,000	
Series 2022-R1	5/18/22			\$327,300,000	\$277,445,000	
Series 2024-R1	5/22/24			\$340,615,000	\$340,615,000	
SUBTOTAL				\$1,041,300,000	\$851,225,000	
TOTALS		\$6,668,700,000		\$5,762,470,450	\$2,782,326,426	\$1,395,499,550

- (1) Section 9.106 of the City Charter limits issuance of general obligation bonds of the City to 3% of the assessed value of all taxable real and personal property, located within the City and County.
- (2) Of the \$35,000,000 authorized by the Board of Supervisors in February 2007, \$30,315,450 has been drawn upon to date pursuant to the Credit Agreement described under "General Obligation Bonds."

Source: Office of Public Finance, City and County of San Francisco.

General Fund Lease Obligations

The Charter requires that any lease-financing agreements with a nonprofit corporation or another public agency must be approved by a majority vote of the City's electorate, except (i) leases approved prior to April 1, 1977, (ii) refunding lease financings expected to result in net savings, and (iii) certain lease financing for capital equipment. The Charter does not require voter approval of lease financing agreements with for-profit corporations or entities.

Table A-29 sets forth the aggregate annual lease payment obligations supported by the City's General Fund with respect to outstanding long-term lease revenue bonds, certificates of participation, and equipment lease purchase agreements as of February 1, 2025.

TABLE A-29
Debt Service on Lease Revenue Bonds and Certificates of Participation
As of February 1, 2025⁽¹⁾⁽²⁾

Fiscal Year	Principal	Interest ⁽³⁾	Annual Payment Obligation
2024-25 ⁽⁴⁾	\$ 86,028,037	\$ 66,674,745	\$ 154,702,783
2025-26	82,318,229	69,304,214	151,622,443
2026-27	83,158,731	65,166,710	148,325,442
2027-28	78,900,000	61,087,550	139,987,550
2028-29	82,635,000	57,149,270	139,784,270
2029-30	86,375,000	53,155,516	139,530,516
2030-31	80,130,000	49,303,539	129,433,539
2031-32	73,890,000	45,957,453	119,847,453
2032-33	75,700,000	42,837,104	118,537,104
2033-34	78,905,000	39,472,572	118,377,572
2034-35	72,945,000	36,174,234	109,119,234
2035-36	74,000,000	32,777,980	106,777,980
2036-37	75,010,000	29,301,845	104,311,845
2037-38	78,330,000	25,780,658	104,110,658
2038-39	81,815,000	22,096,390	103,911,390
2039-40	85,480,000	18,229,478	103,709,478
2040-41	89,240,000	14,246,487	103,486,487
2041-42	76,885,000	10,080,611	86,965,611
2042-43	42,855,000	6,915,706	49,770,706
2043-44	42,755,000	5,021,056	47,776,056
2044-45	20,115,000	3,573,000	23,688,000
2045-46	13,695,000	2,768,400	16,463,400
2046-47	14,245,000	2,220,600	16,465,600
2047-48	13,220,000	1,650,800	14,870,800
2048-49	13,750,000	1,122,000	14,872,000
2049-50	14,300,000	572,000	14,872,000
TOTAL⁽⁵⁾	\$ 1,616,679,998	\$ 764,639,919	\$ 2,381,319,917

(1) Includes privately placed lease purchase financings and excludes the 833 Bryant lease and commercial paper.

(2) Actual payment dates are used to project outstanding payment obligations.

(3) Totals reflect rounding to nearest dollar.

(4) Includes payments made to date in the current fiscal year.

(5) For purposes of this table, the interest rate on the Lease Revenue Bonds Series 2008-1, and 2008-2 (Moscone Center Expansion Project) is assumed to be 6.0%. These bonds are in variable rate mode.

Source: Office of Public Finance, City and County of San Francisco.

Voter-Approved Lease Revenue Bonds

The City electorate has approved several lease revenue bond propositions, and the City has issued the lease revenue bonds set forth in Table 30. There are approximately \$114.1 million of authorized but unissued voter-approved lease revenue bonds. The following lease programs have remaining authorization:

In 1987, voters approved Proposition F, which authorizes the City to lease finance (without limitation as to maximum aggregate principal amount) the construction of new parking facilities, including garages and surface lots, in eight of the City's neighborhoods. In July 2000, the City issued \$8.2 million in lease revenue bonds to finance the construction of the North Beach Parking Garage, which was opened in February 2002. There is no current plan to issue additional bonds at this time.

In 1990, voters approved Proposition C ("1990 Proposition C"), which amended the Charter to authorize the City to lease purchase equipment through a nonprofit corporation without additional voter approval but with certain restrictions. The City and County of San Francisco Finance Corporation (the "Corporation") was incorporated for that purpose. 1990 Proposition C provides that the outstanding aggregate principal amount of obligations with respect to lease financings may not exceed \$20.0 million, with such amount increasing by five percent each fiscal year. As of July 1, 2023, the total authorized and unissued amount for such financings was \$100 million. There is no current plan to issue additional bonds at this time.

In 1994, voters approved Proposition B ("1994 Proposition B"), which authorized the issuance of up to \$60.0 million in lease revenue bonds for the acquisition and construction of a combined dispatch center for the City's emergency 911 communication system and for the emergency information and communications equipment for the center. In 1997 and 1998, the Corporation issued \$22.6 million and \$23.3 million of 1994 Proposition B lease revenue bonds, respectively, leaving \$14.1 million in remaining authorization. There is no current plan to issue additional series of bonds under 1994 Proposition B.

In 2000, voters approved Proposition C ("2000 Proposition C"), which extended a two and one-half cent per \$100.0 in assessed valuation property tax set-aside for the benefit of the Recreation and Park Department (the "Open Space Fund"). 2000 Proposition C also authorized the issuance of lease revenue bonds or other forms of indebtedness payable from the Open Space Fund. In August 2018 the City issued refunding lease revenue bonds to refund Series 2006 and 2007 Open Space Fund lease revenue bonds.

In 2007, voters approved Proposition D, which amended the Charter and renewed the Library Preservation Fund. Proposition D continued the two and one-half cent per \$100.0 in assessed valuation property tax set-aside and established a minimum level of City appropriations, moneys that are maintained in the Library Preservation Fund. Proposition D also authorized the issuance of revenue bonds or other evidences of indebtedness. In August 2018 the City issued refunding lease revenue bonds to refund Series 2009A Branch Library Improvement Project lease revenue bonds.

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Table A-30 below lists the City's outstanding certificates of participation, lease purchase financings, and voter-authorized lease revenue bonds.

TABLE A-30
Outstanding Certificates of Participation and Lease Revenue Bonds⁽¹⁾
As of February 1, 2025⁽¹⁾⁽²⁾

Issue Name	Final Maturity	Original Principal	Outstanding Principal
CERTIFICATES OF PARTICIPATION			
Series 2009D - Taxable BABs (525 Golden Gate Avenue)	2041	\$ 129,550,000	\$ 120,210,000
Series 2013B - Non-AMT (Port Facilities Project)	2038	4,830,000	4,830,000
Series 2013C - AMT (Port Facilities Project)	2043	32,870,000	19,195,000
Series 2016A (War Memorial Veterans Building)	2032	16,125,000	8,775,000
Series 2017A - Taxable (Hope SF)	2047	28,320,000	23,935,000
Series 2017B (Moscone Convention Center Expansion Project)	2042	412,355,000	345,655,000
Series 2019A (49 South Van Ness Project)	2050	247,810,000	236,815,000
Refunding Series 2019-R1 (Multiple Capital Improvement Projects)	2035	116,460,000	76,745,000
Refunding Series 2020-R1 (Multiple Capital Improvement Projects)	2033	70,640,000	53,255,000
Series 2020 (Animal Care & Control Project)	2041	47,075,000	42,330,000
Series 2021A (Multiple Capital Improvement Projects)	2041	76,020,000	70,730,000
Series 2023A - Taxable (Affordable Housing and Community Facilities Projects)	2043	103,410,000	100,670,000
Series 2023B (Multiple Capital Improvement Projects)	2043	80,040,000	77,595,000
Refunding Series 2024-R1 (Multiple Capital Improvement Projects)	2045	214,585,000	214,585,000
Series 2024A (Multiple Capital Improvement Projects)	2044	<u>123,345,000</u>	<u>123,345,000</u>
SUBTOTAL CERTIFICATES OF PARTICIPATION		\$ 1,703,435,000	\$ 1,518,670,000
LEASE PURCHASE FINANCINGS			
2010 Lease Purchase Financing (SFGH Emergency Backup Generators)	2025	\$ 22,549,489	\$ 2,243,998
2016 Lease Purchase Financing (Public Safety Radio Replacement Project)	2026	<u>34,184,136</u>	<u>7,302,012</u>
SUBTOTAL LEASE PURCHASE FINANCINGS		\$ 56,733,625	\$ 9,546,010
FINANCE CORPORATION LEASE REVENUE BONDS			
Refunding Series 2008-1 (Moscone Center Expansion Project) - Variable	2030	\$ 72,670,000	\$ 21,500,000
Refunding Series 2008-2 (Moscone Center Expansion Project) - Variable	2030	72,670,000	21,500,000
Refunding Series 2018A (Open Space Fund - Various Park Projects)	2029	34,950,000	16,115,000
Refunding Series 2018B (Branch Library Improvement Program)	2028	<u>13,355,000</u>	<u>6,030,000</u>
SUBTOTAL LEASE REVENUE BONDS		\$ 193,645,000	\$ 65,145,000
TOTAL		\$ 1,953,813,625	\$ 1,593,361,010

(1) Excludes commercial paper and California HFA Revenue Bonds (San Francisco Supportive Housing - 833 Bryant Apartments) (\$26,485,000)

(2) Actual payment dates are used to project outstanding payment obligations.

Source: Office of Public Finance, City and County of San Francisco.

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Board Authorized and Unissued Long-Term Certificates of Participation

Certain issuances have been authorized as supplements to a lease (“Master Lease”), which currently supports the City’s outstanding Certificates of Participation (“COPs”), Series 2019-R1, Series 2020-R1, Series 2021A, Series 2023A, Series 2023B, Series 2024-R1 and Series 2024A, by and between the City and a third-party trustee, currently U.S. Bank National Association. Properties leased pursuant to the Master Lease currently include the City-owned Laguna Honda Hospital campus located at 375 Laguna Honda Boulevard, San Francisco; the San Bruno Jail Complex located at 1 Moreland Drive, San Bruno; and One South Van Ness Property located at 1 South Van Ness Avenue, San Francisco.

Treasure Island Improvement Project: In October of 2013, the Board authorized, and the Mayor approved the issuance of not to exceed \$13.5 million of City and County of San Francisco Certificates of Participation to finance the cost of additions and improvements to the utility infrastructure at Treasure Island. At this time there is not an expected timeline for the issuance of these certificates.

Housing Trust Fund Project: In April 2016, the Board authorized and the Mayor approved the issuance of not to exceed \$95.0 million of City and County of San Francisco Certificates of Participation (Affordable Housing Projects) authorized under the Master Lease to provide funds to assist in the development, acquisition, construction or rehabilitation of affordable rental housing projects. The City previously issued commercial paper to finance these projects and paid down its commercial paper balance.

Hall of Justice Relocation Projects: In October 2019, the Board authorized and the Mayor approved the issuance of not to exceed \$62.0 million principal amount of City and County of San Francisco Certificates of Participation (Multiple Capital Projects) authorized under the Master Lease to finance or refinance tenant improvements involving the construction, acquisition, improvement, renovation, and retrofitting of City-owned properties as needed for the Hall of Justice Improvement Project enabling staff and offices to be consolidated in acquired City-owned properties. The City funded \$4.6 million in project fund and related financing costs related to this authorization for the 444 Sixth Street acquisition as part of the Certificates of Participation, Series 2021A issuance. The City expects to issue the remainder of the long-term COPs in fiscal year 2025-26 or later.

HOPE SF Project: In December 2019, the Board authorized, and the Mayor approved the issuance of not to exceed \$83.6 million of City and County of San Francisco Certificates of Participation authorized under the Master Lease to finance or refinance certain capital improvements, including but not limited to certain properties generally known as Hunters View, Sunnysdale, and Potrero Terrace and Annex housing developments. The City anticipates issuing the first long-term COPs under this authorization in fiscal year 2025-26 or later.

Critical Repairs and Recovery Stimulus (FY2022): In July 2021, the Board authorized and the Mayor approved the issuance of not to exceed \$67.5 million of City and County of San Francisco Certificates of Participation authorized under the Master Lease, to finance and refinance certain capital improvements generally consisting of critical repairs, renovations and improvements to City-owned buildings, facilities and works utilized by various City departments and local economic stimulus projects. The City funded \$31.9 million in project fund and related financing costs for this authorization as part of the Certificates of Participation Series 2023B issuance. The City expects to issue the remainder of the long-term COPs in fiscal year 2024-25 or later.

Critical Repairs, Recovery Stimulus and Street Repaving Projects (FY2023): In July 2022, the Board authorized and in August 2022 the Mayor approved the issuance of not to exceed \$140.0 million of City and County of San Francisco Certificates of Participation authorized under the Master Lease, to finance and refinance certain capital improvements generally consisting of (a) street repaving and reconstruction, (b) critical repairs, including renovations and improvements to City-owned buildings, facilities and works utilized by various City departments and (c) local economic stimulus projects. The City funded \$48.4 million in project fund and related financing costs for this authorization as part of the Certificates of Participation Series 2023B issuance. The City expects to issue the remainder of the long-term COPs in fiscal year 2025-26 or later.

Affordable Housing and Community Development Projects: In May 2023 the Board authorized and in June 2023 the Mayor approved the issuance of not to exceed \$146.8 million of City and County of San Francisco Certificates of Participation authorized under the Master Lease, to finance and refinance certain capital improvement, affordable housing and community facility development projects. The City funded \$102.0 million in project funds for this authorization as part of the Certificates of Participation, Series 2023A issuance. The City expects to issue the remainder of the long-term COPs in fiscal year 2025-26 or later.

Critical Repairs and Street Repaving Projects (FY2024): In September 2023 the Board authorized and the Mayor approved the issuance of not to exceed \$77.2 million of City and County of San Francisco Certificates of Participation authorized under the Master Lease, to finance and refinance certain capital improvements generally consisting of critical repairs, renovations and improvements to City-owned buildings, facilities, streets, and works utilized by various City departments. The City expects to issue its first series of long-term COPs in fiscal year 2025-26 or later.

Critical Repairs and Street Repaving Projects (FY2025): In September 2024 the Board authorized and the Mayor approved the issuance of not to exceed \$61.4 million of City and County of San Francisco Certificates of Participation authorized under the Master Lease, to finance and refinance certain capital improvements generally consisting of critical repairs, renovations and improvements to City-owned buildings, facilities, streets, and works utilized by various City departments. The City expects to issue its first series of long-term COPs in fiscal year 2025-26.

Music Concourse Garage (FY2025): In September 2024 the Board authorized and the Mayor approved the issuance of not to exceed \$29.0 million of City and County of San Francisco Certificates of Participation, to finance the acquisition of the Music Concourse Garage (Garage), with certain obligations associated with the construction of the Garage being defeased concurrently. The City expects to issue the COPs in fiscal year 2024-25.

Treasure Island Stage 2 Certificates of Participation. In May 2024, legislation amending the Development Agreement and Disposition and Development Agreement for the Treasure Island development project was approved by the Board of Supervisors. This amendment includes a proposal for the City to issue Certificates of Participation to fund \$115 million in infrastructure improvements related to Stage 2 of the Treasure Island development project. In December 2024 the Board authorized the issuance of not to exceed \$65.0 million of City and County of San Francisco Certificates of Participation to finance, refinance or reimburse expenditures relating to the construction of certain public facilities and improvements in connection with Stage 2 of the Treasure Island development project. The City expects to issue its first series of COPs in fiscal year 2024-25.

Commercial Paper Program

In March 2009, the Board of Supervisors authorized, and the Mayor approved, a not-to-exceed \$150.0 million Lease Revenue Commercial Paper Certificates of Participation Program, Series 1 and 1-T and Series 2 and 2-T (the “Original CP Program”). In July of 2013, the Board of Supervisors authorized, and the Mayor approved an additional \$100.0 million of Lease Revenue Commercial Paper Certificates of Participation, Series 3 and 3-T and Series 4 and 4-T (the “Second CP Program” and together with the Original CP Program, the “City CP Program”) that increased the total authorization of the City CP Program to \$250.0 million.

Commercial Paper Notes (the “CP Notes”) are issued from time to time to pay approved project costs in connection with the acquisition, improvement, renovation and construction of real property and the acquisition of capital equipment and vehicles. Projects are eligible to access the CP Program once the Board of Supervisors and the Mayor have approved the project and the long-term, permanent financing for the project.

The Original CP Program notes are secured by a \$150.0 million revolving credit agreement with Wells Fargo, which expires in March 2026.

The Second CP Program notes are secured by a \$100.0 million revolving letter of credit issued by Bank of the West, which expires in April 2026.

As of February 15, 2025, the outstanding principal amount of CP Notes is \$18.6 million. The average interest rate for the \$7.7 million outstanding tax-exempt CP Notes is 2.64%. The interest rate for the \$10.9 million outstanding taxable CP Notes is 4.45%. The projects with Board of Supervisors authorized and unissued Certificates of Participation currently utilizing the CP Program include HOPE SF, Critical Repairs & Recovery Stimulus, and Hall of Justice Relocation Project - Tenant Improvements. Additionally, there is a short-term financing for police vehicle acquisition utilizing the City's CP Program and is expected to be paid down over time. The following is a summary of the outstanding liability by project associated with the CP Notes outstanding.

Project	CP Notes Liability as of 2/15/2025
HOPE SF	\$3,935,699
Critical Repairs & Recovery Stimulus	11,674,155
Police Vehicle Acquisition	1,871,158
HOJ Relocation – Tenant Improvements	1,119,988
TOTAL*	\$18,601,000

** Projects may not sum to total due to rounding.*

Overlapping Debt

Table A-31 shows bonded debt and long-term obligations as of December 1, 2024, sold in the public capital markets, except for those financings otherwise noted in the table, by the City and those public agencies whose boundaries overlap the boundaries of the City in whole or in part. Long-term obligations of non-City agencies generally are not payable from revenues of the City. In many cases, long-term obligations issued by a public agency are payable only from the General Fund or other revenues of such public agency. In the table, lease obligations of the City which support indebtedness incurred by others are included. As noted below, the Charter limits the City's outstanding general obligation bond debt to 3% of the total assessed valuation of all taxable real and personal property within the City.

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TABLE A-31
Statement of Direct and Overlapping Debt and Long-Term Obligations
As of February 1, 2025

<u>2024-25 Assessed Valuation</u> (includes unitary utility valuation):	\$ 351,900,093,338
<u>GENERAL OBLIGATION BONDED DEBT:</u>	
San Francisco City and County General and School Purposes	\$ 2,782,326,426
San Francisco Unified School District Bonds	932,935,000
San Francisco Community College District	642,020,000
TOTAL GENERAL OBLIGATION BONDED DEBT	\$ 4,357,281,426
<u>LEASE OBLIGATIONS BONDS:</u>	
San Francisco City and County	\$ 1,593,361,013
TOTAL LEASE OBLIGATION BONDED DEBT	\$ 1,593,361,013
TOTAL COMBINED DIRECT DEBT	\$ 5,950,642,439
<u>OVERLAPPING TAX AND ASSESSMENT DEBT</u>	
Bay Area Rapid Transit District General Obligation Bond (33.728%)	\$ 793,683,107
San Francisco Community Facilities District No. 6	114,415,000
San Francisco Community Facilities District No. 7	27,160,000
San Francisco Community Facilities District No. 2009-1, Improvement Areas 1 and 2	2,050,422
San Francisco Community Facilities District No. 2014-1 Transbay Transit Center	562,820,000
San Francisco Community Facilities District No. 2016-1 Treasure Island, Improvement Areas 1 and 2	99,140,000
San Francisco Special Tax District No. 2020-1 Mission Rock Facilities	150,825,000
City of San Francisco Assessment District No. 95-1	145,000
ABAG Community Facilities District No. 2004-1 Seismic Safety Improvements	7,805,000
ABAG Community Facilities District No. 2006-1 San Francisco Rincon Hill	4,275,000
ABAG Community Facilities District No. 2006-2 San Francisco Mint Plaza	2,495,000
TOTAL OVERLAPPING TAX AND ASSESSMENT DEBT	\$ 1,764,813,529
<u>OVERLAPPING TAX INCREMENT DEBT:</u>	
Successor Agency to the San Francisco Redevelopment Agency	\$ 757,789,273
Transbay Joint Powers Authority	222,965,000
TOTAL OVERLAPPING INCREMENT DEBT	\$ 980,754,273
<u>OVERLAPPING TAX INCREMENT REVENUE DEBT:</u>	
San Francisco Infrastructure and Revitalization Financing District No. 1	\$ 37,420,000
TOTAL OVERLAPPING TAX INCREMENT REVENUE DEBT	\$ 37,420,000
TOTAL DIRECT AND OVERLAPPING BONDED DEBT	\$ 8,733,630,241⁽¹⁾
<u>Ratios to 2024-25 Assessed Valuation (\$351,900,093,338)</u>	<u>Actual Ratio</u>
Direct General Obligation Bonded Debt (\$4,357,281,426)	1.24%
Combined Direct Debt (\$5,950,642,439)	1.69%
Total Direct and Overlapping Bonded Debt	2.48%
<u>Ratio to 2024-25 Redevelopment Incremental Valuation (\$45,832,885,271)</u>	
Total Overlapping Tax Increment Debt	2.14%

⁽¹⁾ Excludes tax and revenue anticipation notes, enterprise revenue bonds and airport improvement corporation bonds.
Source: California Municipal Statistics Inc., City and County of San Francisco

CITY GOVERNMENT

City Charter

San Francisco is constituted as a city and county chartered pursuant to Article XI, Sections 3, 4, 5 and 6 of the Constitution of the State of California (the “State”) and is the only consolidated city and county in the State. In addition to its powers under its charter in respect of municipal affairs granted under the State Constitution, San Francisco generally can exercise the powers of both a city and a county under State law. On April 15, 1850, several months before California became a state, the original charter was granted by territorial government to the City. New City charters were adopted by the voters on May 26, 1898, effective January 8, 1900, and on March 26, 1931, effective January 8, 1932. In November 1995, voters approved the current charter, which went into effect in most respects on July 1, 1996 (“Charter”).

The City is governed by a Board of Supervisors consisting of eleven members elected from supervisorial districts (the “Board of Supervisors”), and a Mayor elected at large who serves as chief executive officer (the “Mayor”). Members of the Board of Supervisors and the Mayor each serve a four-year term. The Mayor and members of the Board of Supervisors are subject to term limits as established by the Charter. Members of the Board of Supervisors may serve no more than two successive four-year terms and may not serve another term until four years have elapsed since the end of the second successive term in office. The Mayor may serve no more than two successive four-year terms, with no limit on the number of non- successive terms of office. The City Attorney, Assessor-Recorder, District Attorney, Treasurer and Tax Collector, Sheriff, and Public Defender are also elected directly by the citizens and may serve unlimited four-year terms. The Charter provides a civil service system for most City employees. School functions are carried out by the San Francisco Unified School District (grades TK-12) (“SFUSD”) and the San Francisco Community College District (post-secondary) (“SFCCD”). Each is a separate legal entity with a separately elected governing board.

Unique among California cities, San Francisco as a charter city and county provides the services of both a city and a county. Public services include police, fire and public safety; public health, mental health and other social services; courts, jails, and juvenile justice; public works, streets, and transportation, including a port and airport; construction and maintenance of all public buildings and facilities; water, sewer, and power services; parks and recreation; libraries and cultural facilities and events; zoning and planning, and many others. Employment costs are relatively fixed by labor and retirement agreements, and account for slightly less than 50% of all City expenditures. In addition, voters have approved Charter amendments that impose certain spending mandates and tax revenue set-asides, which dictate expenditure or service levels for certain programs, and allocate specific revenues or specific proportions thereof to other programs, including transportation services, children’s services and public education, and libraries.

Under its original charter, the City committed to a policy of municipal ownership of utilities. The Municipal Railway, when acquired from a private operator in 1912, was the first such city-owned public transit system in the nation. In 1914, the City obtained its municipal water system, including the Hetch Hetchy watershed near Yosemite. In 1927, the City dedicated Mills Field Municipal Airport at a site in what is now San Mateo County 14 miles south of downtown San Francisco, which would grow to become today’s San Francisco International Airport. In 1969, the City acquired the Port of San Francisco (the “Port”) in trust from the State. Substantial expansions and improvements have been made to these enterprises since their original acquisition. SFO, the Port, SFPUC (which includes the Water Enterprise, the Wastewater Enterprise and the Hetch Hetchy Water and Power Project), the Municipal Transportation Agency (“MTA”) (which operates the San Francisco Municipal Railway or “Muni” and the Department of Parking and Traffic (“DPT”), including twenty one public parking garages), and the City-owned hospitals (Zuckerberg San Francisco General and Laguna Honda), are collectively referred to herein as the “enterprise fund departments,” as they are not integrated into the City’s General Fund operating budget. However, certain enterprise fund departments, including San Francisco General Hospital, Laguna Honda Hospital, and the MTA, annually receive significant General Fund-transfers.

The Charter distributes governing authority among the Mayor, the Board of Supervisors, the various other elected officers, the City Controller and other appointed officers, and the boards and commissions that oversee the various City departments. The Mayor appoints most commissioners subject to a two-thirds vote of the Board of Supervisors, unless otherwise provided in the Charter. The Mayor appoints each department head from among persons nominated to the position by the appropriate commission and may remove department heads.

Mayor

In November 2024, Daniel Lurie was elected as the City's 46th Mayor. He took office on January 8, 2025, succeeding Mayor Breed.

Board of Supervisors

Table A-32 lists the members of the Board of Supervisors effective January 8, 2025. The Supervisors are elected for staggered four-year terms and are elected by district. Vacancies are filled by appointment by the Mayor.

TABLE A-32
Board of Supervisors

Name	First Elected or Appointed	Current Term Expires
Connie Chan, District 1	2021	2029
Stephen Sherill, District 2	2024	2027
Danny Sauter, District 3	2025	2029
Joel Engardio, District 4	2023	2027
Bilal Mahmood, District 5	2025	2029
Matt Dorsey, District 6	2022	2027
Myrna Melgar, District 7	2021	2029
Rafael Mandelman, Board President, District 8	2018	2027
Jackie Felder, District 9	2025	2029
Shamann Walton, District 10	2019	2027
Chyanne Chen, District 11	2025	2029

Other Elected and Appointed City Officers

The City Attorney, an elected position, represents the City in all legal proceedings in which the City has an interest. On November 4, 2024, David Chiu was re-elected to serve as the San Francisco City Attorney.

The Assessor-Recorder, a citywide elected position, administers the property tax assessment system of the City. On February 8, 2021, Joaquín Torres, formerly the Director of the Office of Economic and Workforce Development, was sworn in as the new Assessor-Recorder. Mr. Torres ran and was elected by voters in a special election on February 15, 2022 to his current term as Assessor-Recorder.

The Treasurer is responsible for the deposit and investment of all City moneys, and also acts as Tax Collector for the City. José Cisneros was re-elected to a four-year term as Treasurer of the City in November 2024 for a term that extends through January 2029. Mr. Cisneros has served as Treasurer since September 2004, following his appointment by then-Mayor Newsom.

The City Controller is responsible for timely accounting, disbursement, and other disposition of City moneys, certifies the accuracy of budgets, estimates the cost of ballot measures, provides payroll services for the City's employees, and, as the Auditor for the City, directs performance and financial audits of City activities. On January 10, 2024, Mayor Breed appointed Greg Wagner, formerly the Chief Operating Officer of the City's

Department of Public Health, to a ten-year term as Controller of the City. Mr. Wagner's appointment was confirmed by the Board of Supervisors on January 23, 2024, in accordance with the Charter.

The City Administrator has overall responsibility for the management and implementation of policies, rules and regulations promulgated by the Mayor, the Board of Supervisors and the voters. The City Administrator oversees the General Services Agency which consists of 25 departments, divisions, and programs that include the Public Works Department, Department of Technology, Office of Contract Administration/Purchasing, Real Estate, County Clerk, Fleet Management, Convention Facilities, Animal Care and Control, Medical Examiner, and Treasure Island. Carmen Chu was sworn in as the City Administrator on February 2, 2021.

THE SUCCESSOR AGENCY

The San Francisco Redevelopment Agency (the "Former Agency") was organized in 1948 by the Board of Supervisors pursuant to the Redevelopment Law. The Former Agency's mission was to eliminate physical and economic blight within specific geographic areas of the City designated by the Board of Supervisors. The Former Agency had redevelopment plans for nine redevelopment project areas.

As a result of ABx1 26 and the decision of the California Supreme Court in the *California Redevelopment Association* case, as of February 1, 2012, (collectively, the "Dissolution Act"), redevelopment agencies in the State were dissolved, including the Former Agency, and successor agencies were designated as successor entities to the former redevelopment agencies to expeditiously wind down the affairs of the former redevelopment agencies and also to satisfy "enforceable obligations" of the former redevelopment agencies all under the supervision of a new oversight board, the State Department of Finance and the State Controller.

Pursuant to Ordinance No. 215-12 passed by the Board of Supervisors of the City on October 2, 2012 and signed by the Mayor on October 4, 2012, the Board of Supervisors (i) officially gave the following name to the successor to the Former Agency: the "Successor Agency to the Redevelopment Agency of the City and County of San Francisco," (the "Successor Agency") also referred to as the "Office of Community Investment & Infrastructure" ("OCII"), (ii) created the Successor Agency Commission as the policy body of the Successor Agency, (iii) delegated to the Successor Agency Commission the authority to act to implement the surviving redevelopment projects, the replacement housing obligations of the Former Agency and other enforceable obligations and the authority to take actions that ABx1 26 and AB 1484 require or allow and (iv) established the composition and terms of the members of the Successor Agency Commission.

Because of the existence of enforceable obligations, the Successor Agency is authorized to continue to implement, through the issuance of tax allocation bonds, certain major redevelopment projects that were previously administered by the Former Agency. The Successor Agency exercises land use, development and design approval authority for the developed projects. The Successor Agency, in addition to other various City agencies and entities, also may issue community facilities district bonds from time to time to facilitate development in the major approved development projects in accordance with the terms of such enforceable obligations. See also, Table A-33: "Statement of Direct and Overlapping Debt and Long-Term Obligations."

CITY INFRASTRUCTURE FINANCING DISTRICTS

San Francisco has formed numerous special financing districts in order to finance infrastructure improvements benefiting the public in newly developing areas of the City. Projects that may be financed by revenues from special finance districts include, but are not limited to streets, water and sewer systems, libraries, parks, and public safety facilities. Pursuant to California Government Code Section 53395 *et seq.* ("IFD Law"), the Board of Supervisors has formed Infrastructure Financing Districts, Infrastructure Revitalization Financing Districts, and Enhanced Infrastructure Financing Districts (collectively "IFDs") within the geographic boundaries of the City.

Under IFD Law, municipalities may fund improvements within the IFD geographic boundary. IFDs capture increases in property tax revenue stemming from growth in assessed value as a result of new development and use that revenue to finance infrastructure projects and improvements. Each district has its own plan of finance for the allocation and use of tax increment.

CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND EXPENDITURES

Several constitutional and statutory limitations on taxes, revenues and expenditures exist under State law which limit the ability of the City to impose and increase taxes and other revenue sources and to spend such revenues, and which, under certain circumstances, would permit existing revenue sources of the City to be reduced by vote of the City electorate. These constitutional and statutory limitations, and future limitations, if enacted, could potentially have an adverse impact on the City's general finances and its ability to raise revenue, or maintain existing revenue sources, in the future. However, *ad valorem* property taxes required to be levied to pay debt service on general obligation bonds were authorized and approved in accordance with all applicable constitutional limitations. A summary of the currently effective limitations is set forth below.

Article XIII A of the California Constitution

Article XIII A of the California Constitution, known as "Proposition 13," was approved by the California voters in June of 1978. It limits the amount of *ad valorem* tax on real property to 1% of "full cash value," as determined by the county assessor. Article XIII A defines "full cash value" to mean the county assessor's valuation of real property as shown on the 1975-76 tax bill under "full cash value," or thereafter, the appraised value of real property when "purchased, newly constructed or a change in ownership has occurred" (as such terms are used in Article XIII A) after the 1975 assessment. Furthermore, all real property valuation may be increased or decreased to reflect the inflation rate, as shown by the CPI or comparable data, in an amount not to exceed 2% per year, or may be reduced in the event of declining property values caused by damage, destruction or other factors. Article XIII A provides that the 1% limitation does not apply to *ad valorem* taxes to pay interest or redemption charges on 1) indebtedness approved by the voters prior to July 1, 1978, 2) any bonded indebtedness for the acquisition or improvement of real property approved on or after July 1, 1978, by two-thirds of the votes cast by the voters voting on the proposition, or 3) bonded indebtedness incurred by a school district or community college district for the construction, reconstruction, rehabilitation or replacement of school facilities or the acquisition or lease of real property for school facilities, approved by 55% of the voters of the district voting on the proposition, but only if certain accountability measures are included in the proposition.

The California Revenue and Taxation Code permits county assessors who have reduced the assessed valuation of a property as a result of natural disasters, economic downturns or other factors, to subsequently "recapture" such value (up to the pre-decline value of the property) at an annual rate higher or lower than 2%, depending on the assessor's measure of the restoration of value of the damaged property. The California courts have upheld the constitutionality of this procedure.

Since its adoption, Article XIII A has been amended a number of times. These amendments have created a number of exceptions to the requirement that property be assessed when purchased, newly constructed or a change in ownership has occurred. These exceptions include certain transfers of real property between family members, certain purchases of replacement dwellings for persons over age 55 and by property owners whose original property has been destroyed in a declared disaster, and certain improvements to accommodate persons with disabilities and for seismic upgrades to property. These amendments have resulted in marginal reductions in the property tax revenues of the City. Both the California State Supreme Court and the United States Supreme Court have upheld the validity of Article XIII A.

Article XIII B of the California Constitution

Article XIII B was enacted by California voters as an initiative constitutional amendment in November 1979. Article XIII B limits the annual appropriations from the proceeds of taxes of the State and any city, county,

school district, authority, or other political subdivision of the State to the level of appropriations for the prior fiscal year, as adjusted for changes in the cost of living, population, and services rendered by the governmental entity. However, no limit is imposed on the appropriation of local revenues and taxes to pay debt service on bonds existing or authorized by January 1, 1979, or subsequently authorized by the voters. Article XIII B includes a requirement that if an entity's average revenues over two consecutive years exceed the amount permitted to be spent, the excess would have to be returned by revising tax or fee schedules over the following two years. With voter approval, the appropriations limit can be raised for up to four years.

Articles XIII C and XIII D of the California Constitution

Proposition 218, an initiative constitutional amendment, approved by the voters of the State in 1996, added Articles XIII C and XIII D to the State Constitution, which affect the ability of local governments, including charter cities such as the City, to levy and collect both existing and future taxes, assessments, fees, and charges. Proposition 218 does not affect the levy and collection of taxes for voter-approved debt. However, Proposition 218 affects the City's finances in other ways. Article XIII C requires that all new local taxes be submitted to the electorate for approval before such taxes become effective. Taxes for general governmental purposes of the City require a majority vote and taxes for specific purposes require a two-thirds vote. Under Proposition 218, the City can only continue to collect taxes that were imposed after January 1, 1995 if voters subsequently approved such taxes by November 6, 1998. All of the City's local taxes subject to such approval have been either reauthorized in accordance with Proposition 218 or discontinued. The voter approval requirements of Article XIII C reduce the City's flexibility to manage fiscal problems through new, extended, or increased taxes. No assurance can be given that the City will be able to raise taxes in the future to meet increased expenditure requirements.

In addition, Article XIII C addresses the initiative power in matters of local taxes, assessments, fees, and charges. Pursuant to Article XIII C, the voters of the City could, by initiative, repeal, reduce or limit any existing or future local tax, assessment, fee, or charge, subject to certain limitations imposed by the courts and additional limitations with respect to taxes levied to repay bonds. The City raises a substantial portion of its revenues from various local taxes which are not levied to repay bonded indebtedness, and which could be reduced by initiative under Article XIII C. No assurance can be given that the voters of the City will not approve initiatives that repeal, reduce, or prohibit the imposition or increase of local taxes, assessments, fees or charges. See "GENERAL FUND REVENUES — OTHER CITY TAX REVENUES" herein, for a discussion of other City taxes that could be affected by Proposition 218.

With respect to the City's general obligation bonds (City bonds secured by *ad valorem* property taxes), the State Constitution and the laws of the State impose a duty on the Board of Supervisors to levy a property tax sufficient to pay debt service coming due in each year. The initiative power cannot be used to reduce or repeal the authority and obligation to levy such taxes which are pledged as security for payment of the City's general obligation bonds or to otherwise interfere with performance of the duty of the City with respect to such taxes which are pledged as security for payment of those bonds.

Article XIII D contains several provisions making it generally more difficult for local agencies, such as the City, to levy and maintain "assessments" (as defined in Article XIII D) for local services and programs. The City has created a number of special assessment districts both for neighborhood business improvement purposes and community benefit purposes and has caused limited obligation bonds to be issued in 1996 to finance construction of a new public right of way. The City cannot predict the future impact of Proposition 218 on the finances of the City, and no assurance can be given that Proposition 218 will not have a material adverse impact on the City's revenues.

Proposition 1A

Proposition 1A, a constitutional amendment proposed by the State Legislature and approved by the voters in November 2004, provides that the State may not reduce any local sales tax rate, limit existing local government

authority to levy a sales tax rate, or change the allocation of local sales tax revenues, subject to certain exceptions. As set forth under the laws in effect as of November 3, 2004, Proposition 1A generally prohibits the State from shifting any share of property tax revenues allocated to local governments for any fiscal year to schools or community colleges. Any change in the allocation of property tax revenues among local governments within a county must be approved by two-thirds of both houses of the Legislature. Proposition 1A provides, however, that beginning in fiscal year 2008-09, the State may shift to schools and community colleges up to 8% of local government property tax revenues, which amount must be repaid, with interest, within three years. If the Governor proclaims that the shift is needed due to a severe State financial hardship, the shift is approved by two-thirds of both houses and certain other conditions are met. The State may also approve voluntary exchanges of local sales tax and property tax revenues among local governments within a county.

Proposition 1A also provides that if the State reduces the annual vehicle license fee rate below 0.65% of vehicle value, the State must provide local governments with equal replacement revenues. Further, Proposition 1A requires the State to suspend State mandates affecting cities, counties, and special districts, excepting mandates relating to employee rights, schools or community colleges, in any year that the State does not fully reimburse local governments for their costs to comply with such mandates.

Proposition 1A may result in increased and more stable City revenues. The magnitude of such increase and stability is unknown and would depend on future actions by the State. However, Proposition 1A could also result in decreased resources being available for State programs. This reduction, in turn, could affect actions taken by the State to resolve budget difficulties. Such actions could include increasing State taxes, decreasing aid to cities and spending on other State programs, or other actions, some of which could be adverse to the City.

Proposition 22

Proposition 22 (“Proposition 22”) which was approved by California voters in November 2010, prohibits the State, even during a period of severe fiscal hardship, from delaying the distribution of tax revenues for transportation, redevelopment, or local government projects and services and prohibits fuel tax revenues from being loaned for cash-flow or budget balancing purposes to the State General Fund or any other State fund. In addition, Proposition 22 generally eliminates the State’s authority to temporarily shift property taxes from cities, counties, and special districts to schools, temporarily increases a school and community college district’s share of property tax revenues, prohibits the State from borrowing or redirecting redevelopment property tax revenues or requiring increased pass-through payments thereof, and prohibits the State from reallocating vehicle license fee revenues to pay for State-imposed mandates. In addition, Proposition 22 requires a two-thirds vote of each house of the State Legislature and a public hearing process to be conducted in order to change the amount of fuel excise tax revenues shared with cities and counties. Proposition 22 prohibits the State from enacting new laws that require redevelopment agencies to shift funds to schools or other agencies (but see “THE SUCCESSOR AGENCY” above). While Proposition 22 will not change overall State and local government costs or revenues by the express terms thereof, it will cause the State to adopt alternative actions to address its fiscal and policy objectives.

Due to the prohibition with respect to the State’s ability to take, reallocate, and borrow money raised by local governments for local purposes, Proposition 22 supersedes certain provisions of Proposition 1A (2004). However, borrowings and reallocations from local governments during 2009 are not subject to Proposition 22 prohibitions. In addition, Proposition 22 supersedes Proposition 1A of 2006. Accordingly, the State is prohibited from borrowing sales taxes or excise taxes on motor vehicle fuels or changing the allocations of those taxes among local governments except pursuant to specified procedures involving public notices and hearings.

Proposition 26

On November 2, 2010, the voters of the State approved Proposition 26 (“Proposition 26”), revising certain provisions of Articles XIII A and XIII C of the California Constitution. Proposition 26 re-categorizes many State and local fees as taxes, requires local governments to obtain two-thirds voter approval for taxes levied by

local governments, and requires the State to obtain the approval of two-thirds of both houses of the State Legislature to approve State laws that increase taxes. Furthermore, pursuant to Proposition 26, any increase in a fee beyond the amount needed to provide the specific service or benefit is deemed to be a tax and the approval thereof will require a two-thirds vote. In addition, for State-imposed charges, any tax or fee adopted after January 1, 2010 with a majority vote which would have required a two-thirds vote if Proposition 26 were effective at the time of such adoption was repealed as of November 2011 absent the re-adoption by the requisite two-thirds vote.

Proposition 26 amends Article XIII C of the State Constitution to state that a “tax” means a levy, charge or exaction of any kind imposed by a local government, except (1) a charge imposed for a specific benefit conferred or privilege granted directly to the payor that is not provided to those not charged, and which does not exceed the reasonable costs to the local government of conferring the benefit or granting the privilege; (2) a charge imposed for a specific government service or product provided directly to the payor that is not provided to those not charged, and which does not exceed the reasonable costs to the local government of providing the service or product; (3) a charge imposed for the reasonable regulatory costs to a local government for issuing licenses and permits, performing investigations, inspections and audits, enforcing agricultural marketing orders, and the administrative enforcement and adjudication thereof; (4) a charge imposed for entrance to or use of local government property or the purchase, rental, or lease of local government property; (5) a fine, penalty, or other monetary charge imposed by the judicial branch of government or a local government as a result of a violation of law, including late payment fees, fees imposed under administrative citation ordinances and parking violations; (6) a charge imposed as a condition of property development; or (7) assessments and property related fees imposed in accordance with the provisions of Proposition 218. Fees, charges, and payments that are made pursuant to a voluntary contract that are not “imposed by a local government” are not considered taxes and are not covered by Proposition 26.

Proposition 26 applies to any levy, charge or exaction imposed, increased, or extended by local government on or after November 3, 2010. Accordingly, fees adopted prior to that date are not subject to the measure until they are increased or extended or if it is determined that an exemption applies.

If the local government specifies how the funds from a proposed local tax are to be used, the approval will be subject to a two-thirds voter requirement. If the local government does not specify how the funds from a proposed local tax are to be used, the approval will be subject to a fifty percent voter requirement. Proposed local government fees that are not subject to Proposition 26 are subject to the approval of a majority of the governing body. In general, proposed property charges will be subject to a majority vote of approval by the governing body although certain proposed property charges will also require approval by a majority of property owners.

Future Initiatives and Changes in Law

The laws and Constitutional provisions described above were each adopted as measures that qualified for the ballot pursuant to the State’s initiative process. From time-to-time other initiative measures could be adopted, further affecting revenues of the City or the City’s ability to expend revenues. The nature and impact of these measures cannot be anticipated by the City.

On April 25, 2013, the California Supreme Court in *McWilliams v. City of Long Beach* (April 25, 2013, No. S202037), held that the claims provisions of the Government Claims Act (Government Code Section 900 *et. seq.*) govern local tax and fee refund actions (absent another State statute governing the issue), and that local ordinances were without effect. The effect of the *McWilliams* case is that local governments could face class actions over disputes involving taxes and fees. Such cases could expose local governments to significant refund claims in the future. The City cannot predict whether any such class claims will be filed against it in the future, the outcome of any such claim or its impact on the City.

LEGAL MATTERS AND RISK MANAGEMENT

Pending Litigation

There are a number of lawsuits and claims routinely pending against the City. Included among these are a number of actions which if successful would be payable from the City's General Fund. Except as otherwise described in this Appendix A as to certain litigation, in the opinion of the City Attorney, such suits and claims presently pending will not materially impair the ability of the City to pay debt service on its General Fund lease obligations or other debt obligations, nor have an adverse impact on City finances.

Ongoing Investigations

Community Challenge Grant Program Investigation. On August 29, 2023, the San Francisco District Attorney charged Lanita Henriquez, who served as the director of the San Francisco Community Challenge Grant Program under the Office of the San Francisco City Administrator, and Rudolph Dwayne Jones, a former City official who occasionally served as a prime contractor and a subcontractor to the SFPUC, with counts of misappropriation of public monies, bribery, and financial conflict of interest in a government contract. It is alleged that Ms. Henriquez and Mr. Jones misappropriated public money between 2016 and 2020, that Mr. Jones wrote Ms. Henriquez multiple checks in 2017 and 2018 totaling \$25,000, while Ms. Henriquez directed government grant contracts exceeding \$1.4 million to entities controlled by Mr. Jones, in which entities Ms. Henriquez also had a financial stake, between 2016 and 2020.

The San Francisco District Attorney has not alleged any impropriety in connection with the sole grant program Ms. Henriquez administered for the SFPUC and the SFPUC has confirmed that there are no active direct contracts between the SFPUC and Mr. Jones or his affiliated entities. The SFPUC has, however, identified four subcontracts between Mr. Jones or his affiliated entities and other SFPUC prime contractors that were effective on the date that Mr. Jones was charged, and directed each of the four prime contractors retaining Mr. Jones and/or any entities affiliated with Mr. Jones, to terminate or cancel any subcontract, service order, or other contractual arrangement such parties.

The FBI investigation is ongoing, and the City can give no assurance when the FBI will complete its investigation. The San Francisco District Attorney's Office Public Integrity Task Force has also independently investigated certain of the matters described here, and the City can give no assurance when this task force will complete its investigation.

Recology Settlement. On March 4, 2021, the City Attorney announced an approximately \$100 million settlement with Recology San Francisco ("Recology"), the contractor handling the City's waste and recycling collection. The settlement arose from overcharges that were uncovered as part of the continuing public integrity investigation tied to Mr. Nuru and others. As part of the Settlement, Recology was required to lower commercial and residential rates starting April 1, 2021 and make a \$7 million settlement payment to the City under the California Unfair Competition Law and the San Francisco Campaign and Governmental Conduct Code. In addition, Recology will be enjoined for four years from making any gift to any City employee or any contribution to a nonprofit at the behest of a City employee. The comprehensive settlement agreement with Recology was approved by the Board of Supervisors. The bribery and corruption public integrity investigation related to the Nuru matter is ongoing.

On May 16, 2022, the Controller's Office released a public integrity assessment report on the review of rate-setting and rate reporting processes, and profits earned by Recology that were over and above allowed profit margins. The report found that Recology netted profits of \$23.4 million over and above the allowed profit margin set in the 2017 Rate Application. Even after taking into account the 2021, \$101 million settlement in restitution, penalties, and interest to ratepayers affected by the erroneous calculation of revenues in the rate application, Recology consistently exceeded their allowable operating profits.

On June 7, 2022, the voters of San Francisco passed Proposition F, a ballot measure that allows the City to oversee Recology more closely, including certain changes to the composition of the Refuse Rate Board. The changes are intended to provide more oversight with respect to monitoring rates to residential and commercial customers.

In addition to the ongoing joint investigation by the City Attorney's Office and the Controller's Office into City contracting policies and procedures, the City's Board of Supervisors has conducted a series of public hearings before its Government Audit and Oversight Committee to examine issues raised by the federal complaints. That committee also considered the Controller's periodic reports. The City can give no assurance regarding when the City's investigation will be completed or what the outcome will be. The criminal investigation by the Federal Bureau of Investigation and the United States Attorney's office is ongoing.

Human Rights Commission Investigation. On October 11, 2024, Sheryl Davis the Executive Director of Human Rights Commission resigned her post amid allegations of the misuse of public funds. Mawuli Tugbenyoh, formerly the deputy director for the city's Department of Human Resources, was named acting interim director of the Commission. The Mayor announced the imposition of tighter financial controls regarding spending for the Commission. The investigation is ongoing and the City can give no assurance about the outcome of the investigation.

AB 218 and AB 2777 (Sexual Abuse Victims Acts)

Assembly Bill 218, which is called the "California Child Victims Act", became effective in January 2020, and Assembly Bill 2777, which is called the "Sexual Abuse and Cover Up Accountability Act", became effective in January 2023. These bills allow alleged victims of sexual abuse to bring claims which previously had been barred by the applicable statute of limitations. Although there are certain, existing claims against the City as a result of the enactment of these laws, the City is still in the process of evaluating whether these types of claims might have a material impact on the City's finances. The City can give no assurances that additional claims will not be brought against the City as a result of these laws or that any additional claims will not have a material impact on the City's finances.

Risk Retention Program

Citywide risk management is coordinated by the Risk Management Division of the City Administrator's Office. With certain exceptions, it is the general policy of the City to first evaluate self-insurance and not purchase commercial liability insurance for the risks of losses to which it is exposed. The City believes that it is more economical to manage its risks internally and administer, adjust, settle, defend, and pay claims from budgeted resources (i.e., "self-insurance"). The City obtains commercial insurance in certain circumstances, including when required by bond or lease financing covenants and for other limited purposes. The City actuarially determines liability and workers' compensation risk exposures as permitted under State law. The City does not maintain commercial earthquake coverage, with certain minor exceptions.

The City's decision to obtain commercial insurance depends on various factors. For property insurance, these factors include whether the facility is currently under construction or if the property is owned by a self-supporting enterprise fund department. For new construction projects, the City has utilized traditional insurance, owner-controlled insurance programs or contractor-controlled insurance programs. Under the latter two approaches, the insurance program provides coverage for the entire construction project. When a traditional insurance program is used, the City requires each contractor to provide its own insurance, while ensuring that the full scope of work be covered with satisfactory limits. The majority of the City's commercial insurance coverage is purchased for enterprise fund departments and other similar revenue-generating departments (i.e. the Airport, MTA, SFPUC, the Port and Convention Facilities, etc.). The remainder of the commercial insurance coverage is for General Fund departments that are required to provide coverage for bond-financed facilities, coverage for collections at City-owned museums and to meet statutory requirements for bonding of various public officials, and other limited purposes where required by contract or other agreement. In recent years, the City has purchased Cyber

Liability insurance for departments and certain enterprise fund departments providing critical City services and/or managing high volumes of confidential/personal data.

Through coordination between the City Controller and the City Attorney's Office, the City's general liability risk exposure is actuarially determined and is addressed through appropriations in the City's budget and also reflected in the ACFR. The appropriations are sized based on actuarially determined anticipated claim payments and the projected timing of disbursement.

The City is self-insured for the financial risk and liability to provide workers' compensation benefits to its employees. The administration of workers' compensation claims and disbursement of all benefit payments is managed by the Workers' Compensation Division of the City's Department of Human Resources and its contracted third-party claims administrator. Estimates of future workers' compensation costs are based on the following criteria: (i) the frequency and severity of historical claim filings; (ii) average claim losses by expense category; (iii) gross payroll and workforce composition; (iv) benefit cost inflation, including increases to the statewide average weekly wage, and medical cost growth; and (v) regulatory developments that impact benefit cost and delivery. The Workers' Compensation Division determines and allocates workers' compensation costs to departments based upon actual claim benefit expenditures and an allocated share of overhead expenses for self-insurance administration. The City continues to develop and implement programs to lower or mitigate workers' compensation costs.

APPENDIX B

**ANNUAL COMPREHENSIVE FINANCIAL REPORT OF THE
CITY AND COUNTY OF SAN FRANCISCO
FOR THE FISCAL YEAR ENDED JUNE 30, 2024**

APPENDIX C

SUMMARY OF CERTAIN PROVISIONS OF THE LEGAL DOCUMENTS

APPENDIX D

FORM OF CONTINUING DISCLOSURE CERTIFICATE

§
CITY AND COUNTY OF SAN FRANCISCO
CERTIFICATES OF PARTICIPATION
SERIES 202[] [A]
(MULTIPLE CAPITAL
IMPROVEMENT PROJECTS)
(TAX-EXEMPT)

§
CITY AND COUNTY OF SAN FRANCISCO
CERTIFICATES OF PARTICIPATION
SERIES 202[] [B]
(MULTIPLE CAPITAL
IMPROVEMENT PROJECTS)
(FEDERALLY TAXABLE)

This Continuing Disclosure Certificate (the “Disclosure Certificate”) is executed and delivered by the City and County of San Francisco (the “City”) in connection with the delivery of the certificates of participation captioned above (the “Certificates”). The Certificates are issued pursuant to that certain Trust Agreement, dated as of May 1, 2009 (the “Original Trust Agreement”), as previously supplemented and amended and as supplemented and amended by the [nTH] Supplement to Trust Agreement, dated as of [] 1, 202[] and the [nTH] Supplement to Trust Agreement, dated as of [] 1, 202[] (as supplemented and amended, the “Trust Agreement”), between the City and U.S. Bank Trust Company, National Association, as successor-in-interest to U.S. Bank National Association (as trustee, the “Trustee”). Pursuant to Section 8.10 of the Original Trust Agreement and Section 4.8 of that certain Project Lease, dated as of May 1, 2009, as previously supplemented and amended and as supplemented and amended by the [nTH] Supplement to Project Lease, dated as of [] 1, 202[] and the [nTH] Supplement to Project Lease, dated as of [] 1, 202[] (as supplemented and amended, the “Project Lease”), by and between the Trustee and the City, the City covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City for the benefit of the Holders and Beneficial Owners of the Certificates and in order to assist the Participating Underwriters (defined below) in complying with Securities and Exchange Commission (the “S.E.C.”) Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the Trust Agreement, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section 2, the following capitalized terms will have the following meanings:

“Annual Report” will mean any Annual Report provided by the City pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Beneficial Owner” will mean any person which: (a) has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Certificates (including persons holding Certificates through nominees, depositories or other intermediaries) including, but not limited to, the power to vote or consent with respect to any Certificates or to dispose of ownership of any Certificates; or (b) is treated as the owner of any Certificates for federal income tax purposes.

“Dissemination Agent” will mean the City, acting in its capacity as Dissemination Agent under this Disclosure Certificate, or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

“Financial Obligation” means “financial obligation” as such term is defined in the Rule.

“Holder” will mean either the registered owners of the Certificates, or, if the Certificates are registered in the name of The Depository Trust Company or another recognized depository, any applicable participant in such depository system.

“Listed Events” will mean any of the events listed in Section 5(a) of this Disclosure Certificate.

“MSRB” will mean the Municipal Securities Rulemaking Board or any other entity designated or authorized by the Securities and Exchange Commission to receive reports pursuant to the Rule. Until otherwise designated by the MSRB or the Securities and Exchange Commission, filings with the MSRB are to be made through the Electronic Municipal Market Access (EMMA) website of the MSRB currently located at <http://emma.msrb.org>.

“Participating Underwriter” will mean any of the original underwriters or purchasers of the Certificates required to comply with the Rule in connection with offering of the Certificates.

“Rule” will mean Rule 15c2-12(b)(5) adopted by the S.E.C. under the Securities Exchange Act of 1934, as the same may be amended from time to time.

SECTION 3. Provision of Annual Reports.

(a) The City will, or will cause the Dissemination Agent to, not later than 270 days after the end of the City’s fiscal year (which is June 30), commencing with the report for the [2024-25] Fiscal Year (which is due not later than [March 27, 2026]), provide to the MSRB an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. If the Dissemination Agent is not the City, the City will provide the Annual Report to the Dissemination Agent not later than 15 days prior to said date. The Annual Report must be submitted in electronic format and accompanied by such identifying information as prescribed by the MSRB, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided, that if the audited financial statements of the City are not available by the date required above for the filing of the Annual Report, the City will submit unaudited financial statements and submit the audited financial statements as soon as they are available. If the City’s fiscal year changes, it will give notice of such change in the same manner as for a Listed Event under Section 5(b).

(b) If the City is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the City will send, in a timely manner, a notice to the MSRB in substantially the form attached as Exhibit A.

(c) The Dissemination Agent will (if the Dissemination Agent is other than the City) file a report with the City certifying the date that the Annual Report was provided to the MSRB pursuant to this Disclosure Certificate.

SECTION 4. Content of Annual Reports. The City’s Annual Report will contain or incorporate by reference the following information, as required by the Rule:

(a) the audited general-purpose financial statements of the City prepared in accordance with generally accepted accounting principles applicable to governmental entities;

(b) a summary of budgeted general fund revenues and appropriations;

(c) a summary of the assessed valuation of taxable property in the City;

(d) a summary of the ad valorem property tax levy and delinquency rate;

(e) a summary of aggregate annual scheduled lease payments or rental obligations with respect to outstanding certificates of participation and lease revenue bonds payable from the general fund of the City.

(f) a summary of outstanding and authorized but unissued lease obligations and certificates of participation payable from the general fund of the City.

Any or all of the items listed above may be set forth in a document or set of documents, or may be included by specific reference to other documents, including official statements of debt issues of the City or related public entities, which are available to the public on the MSRB website. If the document included by reference is a final official statement, it must be available from the MSRB. The City will clearly identify each such other document so included by reference.

SECTION 5. Reporting of Listed Events.

(a) To the extent applicable and pursuant to the provisions of this Section 5, the City will give, or cause to be given, notice of the occurrence of any of the following events with respect to the Certificates:

- (1) Principal and interest payment delinquencies;
- (2) Nonpayment related defaults, if material;
- (3) Unscheduled draws on any debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Certificates, or other material events affecting the tax status of the Certificates;
- (7) Modifications to the rights of Certificate holders, if material;
- (8) Certificate calls, if material, and tender offers;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the Certificates, if material;
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the obligated person;
- (13) Consummation of a merger, consolidation or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (15) incurrence of a Financial Obligation of the City, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affect security holders, if material; and
- (16) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the City, any of which reflect financial difficulties.

(b) Whenever the City obtains knowledge of the occurrence of a Listed Event, the City will, in a timely manner not in excess of ten business days after the occurrence of the Listed Event, file a notice of such occurrence with the MSRB in electronic format, accompanied by such identifying information as is prescribed by the MSRB.

SECTION 6. Termination of Reporting Obligation. The City's obligations under this Disclosure Certificate will terminate upon the legal defeasance, prepayment or payment in full of all of the Certificates. If such termination occurs prior to the final Certificate Payment Date of the Certificates, the City will give notice of such termination in the same manner as for a Listed Event under Section 5(b).

SECTION 7. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may

discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent will have only such duties as are specifically set forth in this Disclosure Certificate.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the City may amend or waive this Disclosure Certificate or any provision of this Disclosure Certificate, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 3(b), 4 or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Certificates or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of the City Attorney or nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original delivery of the Certificates, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the owners of a majority in aggregate principal amount of the Certificates or (ii) does not, in the opinion of the City Attorney or nationally recognized bond counsel, materially impair the interests of the Holders.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, the City will describe such amendment in the next Annual Report, and will include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or, in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the City. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change will be given in the same manner as for a Listed Event under Section 5, and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 9. Additional Information. Nothing in this Disclosure Certificate will be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the City chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the City will have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 10. Remedies. In the event of a failure of the City to comply with any provision of this Disclosure Certificate, any Participating Underwriter, Holder or Beneficial Owner of the Certificates may take such actions as may be necessary and appropriate to cause the City to comply with its obligations under this Disclosure Certificate; provided that any such action may be instituted only in a federal or state court located in the City and County of San Francisco, State of California, and that the sole remedy under this Disclosure Certificate in the event of any failure of the City to comply with this Disclosure Certificate will be an action to compel performance.

SECTION 11. Beneficiaries. This Disclosure Certificate will inure solely to the benefit of the City, the Dissemination Agent, the Participating Underwriters and Holders and Beneficial Owners from time to time of the Certificates, and will create no rights in any other person or entity.

SECTION 12. Counterparts. This Disclosure Certificate may be executed in several counterparts, each of which will be an original and all of which will constitute but one and the same instrument.

Date: _____, 202[]

CITY AND COUNTY OF SAN FRANCISCO

Greg Wagner
Controller

Approved as to form:

DAVID CHIU
CITY ATTORNEY

By: _____
Deputy City Attorney

CONTINUING DISCLOSURE CERTIFICATE – EXHIBIT A

**FORM OF NOTICE TO THE
MUNICIPAL SECURITIES RULEMAKING BOARD
OF FAILURE TO FILE ANNUAL REPORT**

Name of Issuer: CITY AND COUNTY OF SAN FRANCISCO

Name of Issue: CITY AND COUNTY OF SAN FRANCISCO
CERTIFICATES OF PARTICIPATION, SERIES 202[][A]
(MULTIPLE CAPITAL IMPROVEMENT PROJECTS)
(TAX-EXEMPT) AND CITY AND COUNTY OF SAN
FRANCISCO CERTIFICATES OF PARTICIPATION,
SERIES 202[][B] (MULTIPLE CAPITAL IMPROVEMENT
PROJECTS) (FEDERALLY TAXABLE)

Date of Delivery: _____, 202[]

NOTICE IS HEREBY GIVEN that the City has not provided an Annual Report with respect to the above-named Certificates as required by Section 3 of the Continuing Disclosure Certificate of the City and County of San Francisco, dated the Date of Delivery. The City anticipates that the Annual Report will be filed by _____.

Dated: _____

CITY AND COUNTY OF SAN FRANCISCO

By: _____ [to be signed only if filed]
Title: _____

APPENDIX E

DTC AND THE BOOK-ENTRY ONLY SYSTEM

The information in numbered paragraphs 1-10 of this APPENDIX E, concerning The Depository Trust Company ("DTC") and DTC's book-entry system, has been furnished by DTC for use in official statements and the City takes no responsibility for the completeness or accuracy thereof. The City cannot and does not give any assurances that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest or principal with respect to the Certificates, (b) certificates representing ownership interest in or other confirmation or ownership interest in the Certificates, or (c) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Certificates, or that they will so do on a timely basis, or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this Appendix. The current "Rules" applicable to DTC are on file with the Securities and Exchange Commission and the current "Procedures" of DTC to be followed in dealing with DTC Participants are on file with DTC. As used in this appendix, "Securities" means the Certificates, "Issuer" means the City, and "Agent" means the Trustee.

1. The Depository Trust Company ("DTC") will act as securities depository for the securities (the "Securities"). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for the Securities, in the aggregate principal amount of such issue, and will be deposited with DTC.

2. DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC's records. The ownership interest of each actual purchaser of each Security ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

10. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

APPENDIX F

PROPOSED FORM OF CO-SPECIAL COUNSEL OPINION

[To come]

APPENDIX G

**CITY AND COUNTY OF SAN FRANCISCO OFFICE OF THE TREASURER
INVESTMENT POLICY**