

1 [Sale of Taxable General Obligation Bonds (Affordable Housing, 2015), Series 2016F - Not to  
2 Exceed \$77,000,000]

3 **Resolution authorizing the issuance and sale of not to exceed \$77,000,000 aggregate**  
4 **principal amount of City and County of San Francisco Taxable General Obligation**  
5 **Bonds (Affordable Housing, 2015), Series 2016F; prescribing the form and terms of**  
6 **said bonds; providing for the appointment of depositories and other agents for said**  
7 **bonds; providing for the establishment of accounts related to said bonds; authorizing**  
8 **the sale of said bonds by competitive or negotiated sale; approving the forms of**  
9 **Official Notice of Sale and Notice of Intention to Sell Bonds and directing the**  
10 **publication of the Notice of Intention to Sell Bonds; approving the form of Bond**  
11 **Purchase Contract; approving the form of the Preliminary Official Statement and the**  
12 **form and execution of the Official Statement relating to the sale of said bonds;**  
13 **approving the form of the Continuing Disclosure Certificate; authorizing and approving**  
14 **modifications to documents; ratifying certain actions previously taken, as defined**  
15 **herein; and granting general authority to City officials to take necessary actions in**  
16 **connection with the authorization, issuance, sale, and delivery of said bonds, as**  
17 **defined herein.**

18  
19 WHEREAS, By Resolution No. 258-15 adopted by the Board of Supervisors (the  
20 "Board of Supervisors") of the City and County of San Francisco (the "City") on July 7, 2015, it  
21 was determined and declared that public interest and necessity demands the construction,  
22 development, acquisition, and preservation of affordable housing in the City for low- and  
23 middle-income households, and the payment of related costs necessary or convenient for  
24 such purposes; and

1           WHEREAS, By Ordinance No. 121-15 adopted by the Board of Supervisors on July 21,  
2 2015 (the "Bond Ordinance"), the Board of Supervisors duly called a special election to be  
3 held on November 3, 2015, for the purpose of submitting to the electors of the City a  
4 proposition to incur bonded indebtedness of the City in the amount of \$310,000,000 to finance  
5 the construction, acquisition, improvement, rehabilitation, preservation and repair of affordable  
6 housing improvements, as therein described (the "Project"); and

7           WHEREAS, A special election was held in the City on November 3, 2015 (the "Bond  
8 Election"), for the purpose of submitting to the qualified voters of the City said proposition and  
9 such proposition was approved by two-thirds of the qualified electors of the City voting on  
10 such proposition; and

11           WHEREAS, By Resolution No. \_\_\_\_\_ (the "Authorizing Resolution"), adopted by the  
12 Board of Supervisors on the date hereof, the City authorized the issuance of the City and  
13 County of San Francisco Taxable and Tax-Exempt General Obligation Bonds (Affordable  
14 Housing, 2015) (the "Bonds") in the amount of \$310,000,000; and

15           WHEREAS, It is necessary and desirable to issue a first series of the Bonds on a  
16 taxable basis in an aggregate principal amount not to exceed \$77,000,000 (the "Series 2016F  
17 Bonds"), to finance a portion of the costs of the Project (as defined in the Authorizing  
18 Resolution); and

19           WHEREAS, The Series 2016F Bonds are being issued pursuant to the Authorizing  
20 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government  
21 Code, the Charter of the City (the "Charter"), the Bond Ordinance and the Bond Election; and

22           WHEREAS, Pursuant to the applicable provisions of the San Francisco Administrative  
23 Code Sections 5.30-5.36, the Citizens' General Obligation Bond Oversight Committee shall  
24 conduct an annual review of bond spending and shall provide an annual report on the  
25 management of the program to the Mayor and the Board of Supervisors, and, to the extent

1 permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the Series 2016F  
2 Bonds shall be deposited in a fund established by the Office of the City Controller (the  
3 "Controller") and appropriated by the Board of Supervisors at the direction of the Citizens'  
4 General Obligation Bond Oversight Committee to cover the costs of such Committee and its  
5 review process; now, therefore, be it

6 RESOLVED By the Board of Supervisors of the City and County of San Francisco, as  
7 follows:

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

9 Section 2. Conditions Precedent. All conditions, things and acts required by law to  
10 exist, to happen and to be performed precedent to and in connection with the issuance of the  
11 Series 2016F Bonds exist, have happened and have been performed in due time, form and  
12 manner in accordance with applicable law, and the City is now authorized pursuant to the  
13 Bond Election, the Charter and applicable law to incur indebtedness in the manner and form  
14 provided in this Resolution.

15 Section 3. Documents. The documents presented to the Board of Supervisors and on  
16 file with the Clerk of the Board of Supervisors or designee thereof (the "Clerk of the Board of  
17 Supervisors") are contained in File No. 160868.

18 Section 4. Issuance and Sale of Series 2016F Bonds; Determination of Certain Terms;  
19 Designation. The Board of Supervisors authorizes the issuance and sale of not to exceed  
20 \$77,000,000 in aggregate principal amount of Bonds to be designated as "City and County of  
21 San Francisco Taxable General Obligation Bonds (Affordable Housing, 2015), Series 2016F,"  
22 for the purposes set forth in the Bond Ordinance and Proposition A approved by the voters at  
23 the Bond Election.

24 The Director of Public Finance of the City or a designee thereof (the "Director of Public  
25 Finance") is authorized to determine, for the Series 2016F Bonds, the sale date, the interest

1 rates, the definitive principal amount, the maturity dates and the redemption dates, if any, and  
2 the terms of any optional or mandatory redemption, subject to the other specific provisions of  
3 this Resolution, including the following terms and conditions: (i) the Series 2016F Bonds shall  
4 not have a true interest cost (as such term is defined in the Official Notice of Sale for the  
5 Bonds (the "Official Notice of Sale")) in excess of 12%; and (ii) the Series 2016F Bonds shall  
6 not have a final maturity date more than thirty (30) years from their date of issuance. The  
7 Director of Public Finance is further authorized to give the Series 2016F Bonds such  
8 additional or other series designation, or to modify such series designation, as may be  
9 necessary or appropriate to distinguish the Series 2016F Bonds from every other series of  
10 Bonds and from other bonds issued by the City.

11 Section 5. Authentication and Registration of the Series 2016F Bonds. Each of the  
12 Series 2016F Bonds shall be in fully registered form without coupons in denominations of  
13 \$5,000 or any integral multiple of that amount. The officers of the City are directed to cause  
14 the Series 2016F Bonds to be prepared in sufficient quantity for delivery to or for the account  
15 of their purchaser and the Director of Public Finance is directed to cause the blanks in the  
16 Series 2016F Bonds to be completed in accordance with the Authorizing Resolution and the  
17 Bond Award or Bond Purchase Contract (as defined below), to procure their execution by the  
18 proper officers of the City (including by facsimile signature if necessary or convenient, except  
19 that any signature of the Clerk of the Board of Supervisors shall be by manual signature) and  
20 authentication as provided in this Section, and to deliver the Series 2016F Bonds when so  
21 executed and authenticated to said purchaser in exchange for their purchase price, all in  
22 accordance with the Authorizing Resolution.

23 The Series 2016F Bonds and the certificate of authentication and registration, to be  
24 manually executed by the Treasurer of the City or designee thereof (the "City Treasurer"), and  
25 the form of assignment to appear on the Series 2016F Bonds shall be substantially in the form

1 attached as Exhibit A (a copy of which is on file with the Clerk of the Board of Supervisors and  
2 which is declared to be a part of this Resolution as if fully set forth in this Resolution), with  
3 necessary or appropriate variations, omissions and insertions as permitted or required by this  
4 Resolution.

5 Only Series 2016F Bonds bearing a certificate of authentication and registration  
6 executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the  
7 benefits of the Authorizing Resolution and this Resolution, and such certificate of the City  
8 Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the  
9 Series 2016F Bonds so authenticated have been duly authenticated and delivered under, and  
10 are entitled to the benefits of, the Authorizing Resolution and this Resolution.

11 The Controller shall assign a distinctive letter, or number, or letter and number to each  
12 Series 2016F Bond authenticated and registered by the City Treasurer and shall maintain a  
13 record thereof which shall be available for inspection.

14 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at  
15 the office of the City Treasurer or at the designated office of any registrar appointed by the  
16 City Treasurer, separate and sufficient books for the registration and transfer of Series 2016F  
17 Bonds, which books shall at all times be open to inspection, and upon presentation for such  
18 purpose, the City Treasurer shall, under such reasonable regulations as he or she may  
19 prescribe, register or transfer or cause to be registered or transferred, on said books, Series  
20 2016F Bonds as provided in this Resolution. The City and the City Treasurer may treat the  
21 registered owner of each Series 2016F Bond as its absolute owner for all purposes, and the  
22 City and the City Treasurer shall not be affected by any notice to the contrary.

23 Section 7. Transfer or Exchange of Series 2016F Bonds. Any Series 2016F Bond  
24 may, in accordance with its terms, be transferred upon the books required to be kept pursuant  
25 to the provisions of Section 6, by the person in whose name it is registered, in person or by

1 the duly authorized attorney of such person in writing, upon surrender of such Series 2016F  
2 Bond for cancellation, accompanied by delivery of a duly executed written instrument of  
3 transfer in a form approved by the City Treasurer.

4 Any Series 2016F Bond may be exchanged at the office of the City Treasurer for a like  
5 aggregate principal amount of other authorized denominations of the same interest rate and  
6 maturity.

7 Whenever any Series 2016F Bond shall be surrendered for transfer or exchange, the  
8 designated City officials shall execute (as provided in Section 5) and the City Treasurer shall  
9 authenticate and deliver a new Series 2016F Bond of the same interest rate and maturity in a  
10 like aggregate principal amount. The City Treasurer shall require the payment by any bond  
11 owner requesting any such transfer of any tax or other governmental charge required to be  
12 paid with respect to such transfer or exchange.

13 No transfer or exchange of Series of 2016F Bonds shall be required to be made by the  
14 City Treasurer during the period from the Record Date (as defined in Section 8(b)) next  
15 preceding each interest payment date to such interest payment date or after a notice of  
16 redemption shall have been mailed with respect to such Series 2016F Bonds.

17 Section 8. Terms of the Series 2016F Bonds; General Redemption Provisions.

18 (a) Date of the Series 2016F Bonds. The Series 2016F Bonds shall be dated the  
19 date of their delivery or such other date (the "Dated Date") as is specified in the Bond Award  
20 or the Bond Purchase Contract.

21 (b) Payment of the Series 2016F Bonds. The principal of the Series 2016F Bonds  
22 shall be payable in lawful money of the United States of America to their owners, upon  
23 surrender at maturity or earlier redemption at the office of the City Treasurer. The interest on  
24 the Series 2016F Bonds shall be payable in like lawful money to the person whose name  
25 appears on the bond registration books of the City Treasurer as the owner as of the close of

1 business on the last day of the month immediately preceding an interest payment date (the  
2 "Record Date"), whether or not such day is a Business Day (as defined below).

3 Except as may be otherwise provided in connection with any book-entry only system  
4 applicable to the Series 2016F Bonds, payment of the interest on any Series 2016F Bond  
5 shall be made by check mailed on the interest payment date to such owner at such owner's  
6 address as it appears on the registration books as of the Record Date; provided, that if any  
7 interest payment date occurs on a day that banks in California or New York are closed for  
8 business or the New York Stock Exchange is closed for business, then such payment shall be  
9 made on the next succeeding day that banks in both California and New York are open for  
10 business and the New York Stock Exchange is open for business (each, a "Business Day");  
11 and provided, further, that the registered owner of an aggregate principal amount of at least  
12 \$1,000,000 of Series 2016F Bonds may submit a written request to the City Treasurer on or  
13 before a Record Date preceding an interest payment date for payment of interest on the next  
14 succeeding interest payment date and thereafter by wire transfer to a commercial bank  
15 located within the United States of America.

16 For so long as any Series 2016F Bonds are held in book-entry form by a securities  
17 depository selected by the City pursuant to Section 11, payment shall be made to the  
18 registered owner of the Series 2016F Bonds designated by such securities depository by wire  
19 transfer of immediately available funds.

20 (c) Interest on the Series 2016F Bonds. The Series 2016F Bonds shall bear interest  
21 at rates to be determined upon the sale of the Series 2016F Bonds, calculated on the basis of  
22 a 360-day year comprised of twelve 30-day months, payable on June 15, 2017 (or such other  
23 date as may be designated in the Bond Award or the Bond Purchase Contract), and  
24 semiannually thereafter on June 15 and December 15 of each year. Each Series 2016F Bond  
25 shall bear interest from the interest payment date next preceding the date of its authentication

1 unless it is authenticated as of a day during the period from the Record Date next preceding  
2 any interest payment date to the interest payment date, inclusive, in which event it shall bear  
3 interest from such interest payment date, or unless it is authenticated on or before the first  
4 Record Date, in which event it shall bear interest from the Dated Date; provided, that if, at the  
5 time of authentication of any Series 2016F Bond, interest is in default on the Series 2016F  
6 Bonds, such Series 2016F Bond shall bear interest from the interest payment date to which  
7 interest has previously been paid or made available for payment on the Series 2016F Bonds  
8 or from the Dated Date if the first interest payment is not made.

9 (d) Optional Redemption. The Series 2016F Bonds shall be subject to optional  
10 redemption prior to maturity as shall be provided in the Official Notice of Sale or the Bond  
11 Purchase Contract.

12 (e) Mandatory Redemption. The Series 2016F Bonds shall be subject to mandatory  
13 redemption as shall be designated by the purchaser pursuant to the terms of the Official  
14 Notice of Sale or as designated in the Bond Purchase Contract.

15 The principal of and interest on the Series 2016F Bonds subject to mandatory  
16 redemption shall be paid from the Series 2016F Bond Subaccount established in Section 9,  
17 pursuant to Section 9. In lieu of any such mandatory redemption for Series 2016F Bonds, at  
18 any time prior to the selection of Series 2016F Bonds for mandatory redemption, the City may  
19 apply amounts on deposit in the Series 2016F Bond Subaccount to make such payment to  
20 the purchase, at public or private sale, of Series 2016F Bonds subject to such mandatory  
21 redemption, and when and at such prices not in excess of the principal amount thereof  
22 (including sales commission and other charges but excluding accrued interest), as the City  
23 may determine.

24 (f) Selection of Series 2016F Bonds for Redemption. Whenever less than all of the  
25 outstanding Series 2016F Bonds are called for redemption on any date, the Director of Public



1 Finance will select the maturities of the Series 2016F Bonds to be redeemed in the sole  
2 discretion of the Director of Public Finance. Whenever less than all of the outstanding Series  
3 2016F Bonds maturing on any one date are called for redemption, the manner of selection of  
4 the portion of such Series 2016F Bonds called for redemption shall be as specified in the  
5 Official Statement for the Series 2016F Bonds.

6 (g) Notice of Redemption. The date on which Series 2016F Bonds that are called  
7 for redemption are to be presented for redemption is called the "Redemption Date." The City  
8 Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2016F Bonds,  
9 postage prepaid, to the respective registered owners at the addresses appearing on the bond  
10 registration books not less than twenty (20) nor more than sixty (60) days prior to the  
11 Redemption Date. The notice of redemption shall (a) state the Redemption Date; (b) state the  
12 redemption price; (c) state the maturity dates of the Series 2016F Bonds to be redeemed and,  
13 if less than all of any such maturity is called for redemption, the distinctive numbers of the  
14 Series 2016F Bonds of such maturity to be redeemed, and in the case of any Series 2016F  
15 Bonds to be redeemed in part only, the respective portions of the principal amount to be  
16 redeemed; (d) state the CUSIP number, if any, of each Series 2016F Bond to be redeemed;  
17 (e) require that such Series 2016F Bonds be surrendered by the owners at the office of the  
18 City Treasurer or his or her agent; and (f) give notice that interest on such Series 2016F Bond  
19 or portion of Series 2016F Bond to be redeemed will cease to accrue after the Redemption  
20 Date. Notice of optional redemption may be conditional upon receipt of funds or other event  
21 specified in the notice of redemption as provided in subsection (j) of this Section 8.

22 The actual receipt by the owner of any Series 2016F Bond of notice of such  
23 redemption shall not be a condition precedent to redemption, and failure to receive such  
24 notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings  
25

1 for the redemption of such Series 2016F Bonds or the cessation of accrual of interest on such  
2 Series 2016F Bonds on the Redemption Date.

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

9 The notice or notices required for redemption shall be given by the City Treasurer or  
10 any agent appointed by the City. A certificate of the City Treasurer or such other appointed  
11 agent of the City that notice of redemption has been given to the owner of any Series 2016F  
12 Bond to be redeemed in accordance with this Resolution shall be conclusive against all  
13 parties.

14 (h) Series 2016F Redemption Account. At the time the Director of Public Finance  
15 determines to optionally call and redeem any of the Series 2016F Bonds, the Controller or his  
16 or her agent shall establish a redemption account to be described or known as the "General  
17 Obligation Bonds, Series 2016F Redemption Account" (the "Series 2016F Redemption  
18 Account"), and prior to or on the Redemption Date there must be set aside in the Series  
19 2016F Redemption Account moneys available for the purpose and sufficient to redeem, as  
20 provided in this Resolution, the Series 2016F Bonds designated in said notice of redemption,  
21 subject to the provisions of subsection (j) of this Section. Said moneys must be set aside in  
22 the Series 2016F Redemption Account solely for the purpose of, and shall be applied on or  
23 after the Redemption Date to, payment of the redemption price of the Series 2016F Bonds to  
24 be redeemed upon presentation and surrender of such Series 2016F Bonds. Any interest due  
25 on or prior to the Redemption Date may be paid from the Series 2016F Bond Subaccount as

1 provided in Section 9 or from the Series 2016F Redemption Account. Moneys held from time  
2 to time in the Series 2016F Redemption Account shall be invested by the City Treasurer  
3 pursuant to the City's policies and guidelines for investment of moneys in the General Fund of  
4 the City. If, after all of the Series 2016F Bonds have been redeemed and canceled or paid  
5 and canceled, there are moneys remaining in the Series 2016F Redemption Account, said  
6 moneys shall be transferred to the General Fund of the City or to such other fund or account  
7 as required by applicable law; provided, that if said moneys are part of the proceeds of  
8 refunding bonds, said moneys shall be transferred pursuant to the resolution authorizing such  
9 refunding bonds.

10 (i) Effect of Redemption. When notice of optional redemption has been given  
11 substantially as provided in this Resolution, and when the amount necessary for the  
12 redemption of the Series 2016F Bonds called for redemption (principal, premium, if any, and  
13 accrued interest to such Redemption Date) is set aside for that purpose in the Series 2016F  
14 Redemption Account, the Series 2016F Bonds designated for redemption shall become due  
15 and payable on the Redemption Date, and upon presentation and surrender of said Series  
16 2016F Bonds at the place specified in the notice of redemption, such Series 2016F Bonds  
17 shall be redeemed and paid at said redemption price out of said Series 2016F Redemption  
18 Account. No interest will accrue on such Series 2016F Bonds called for redemption after the  
19 Redemption Date and the registered owners of such Series 2016F Bonds shall look for  
20 payment of such Series 2016F Bonds only to the Series 2016F Redemption Account. All  
21 Series 2016F Bonds redeemed shall be canceled immediately by the City Treasurer and shall  
22 not be reissued.

23 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice of  
24 optional redemption given as provided in Section 8(g) may provide that such redemption is  
25 conditioned upon: (i) deposit in the Series 2016F Redemption Account of sufficient moneys to

1 redeem the Series 2016F Bonds called for optional redemption on the anticipated  
2 Redemption Date, or (ii) the occurrence of any other event specified in the notice of  
3 redemption. If conditional notice of redemption has been given substantially as provided in  
4 this subsection (j), and on the scheduled Redemption Date (i) sufficient moneys to redeem the  
5 Series 2016F Bonds called for optional redemption on the Redemption Date have not been  
6 deposited in the Series 2016F Redemption Account, or (ii) any other event specified in the  
7 notice of redemption as a condition to the redemption has not occurred, then (y) the Series  
8 2016F Bonds for which conditional notice of redemption was given shall not be redeemed on  
9 the anticipated Redemption Date and shall remain Outstanding for all purposes of this  
10 Resolution, and (z) the redemption not occurring shall not constitute a default under this  
11 Resolution or the Authorizing Resolution.

12 The City may rescind any optional redemption and notice of it for any reason on any  
13 date prior to any Redemption Date by causing written notice of the rescission to be given to  
14 the owners of all Series 2016F Bonds so called for redemption. Notice of any such rescission  
15 of redemption shall be given in the same manner notice of redemption was originally given.  
16 The actual receipt by the owner of any Series 2016F Bond of notice of such rescission shall  
17 not be a condition precedent to rescission, and failure to receive such notice or any defect in  
18 such notice so mailed shall not affect the validity of the rescission.

19 Section 9. Series 2016F Bond Subaccount. There is established with the City  
20 Treasurer a special subaccount in the General Obligation Bonds (Affordable Housing, 2015)  
21 Bond Account (the "Bond Account") created pursuant to the Authorizing Resolution to be  
22 designated as the "General Obligation Bonds, Series 2016F Bond Subaccount" (the "Series  
23 2016F Bond Subaccount"), to be held separate and apart from all other accounts of the City.  
24 All interest earned on amounts on deposit in the Series 2016F Bond Subaccount shall be  
25 retained in the Series 2016F Bond Subaccount.

1 On or prior to the date on which any payment of principal of or interest on the Series  
2 2016F Bonds is due, including any Series 2016F Bonds subject to mandatory redemption on  
3 said date, the City Treasurer shall allocate to and deposit in the Series 2016F Bond  
4 Subaccount, from amounts held in the Bond Account, an amount which, when added to any  
5 available moneys contained in the Series 2016F Bond Subaccount, is sufficient to pay  
6 principal of and interest on the Series 2016F Bonds on such date.

7 On or prior to the date on which any Series 2016F Bonds are to be redeemed at the  
8 option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit  
9 in the Series 2016F Redemption Account, from amounts held in the Bond Account pursuant to  
10 Section 8 of the Authorizing Resolution, an amount which, when added to any available  
11 moneys contained in the Series 2016F Redemption Account, is sufficient to pay principal,  
12 interest and premium, if any, with respect to such Series 2016F Bonds on such date. The  
13 City Treasurer may make such other provision for the payment of principal of and interest and  
14 any redemption premium on the Series 2016F Bonds as is necessary or convenient to permit  
15 the optional redemption of the Series 2016F Bonds.

16 Amounts in the Series 2016F Bond Subaccount may be invested in any investment of  
17 the City in which moneys in the General Fund of the City are invested. The City Treasurer  
18 may (i) commingle any of the moneys held in the Series 2016F Bond Subaccount with other  
19 City moneys or (ii) deposit amounts credited to the Series 2016F Bond Subaccount into a  
20 separate fund or funds for investment purposes only; provided, that all of the moneys held in  
21 the Series 2016F Bond Subaccount shall be accounted for separately notwithstanding any  
22 such commingling or separate deposit by the City Treasurer.

23 Section 10. Series 2016F Project Subaccount. There is established with the City  
24 Treasurer a special subaccount in the General Obligation Bonds (Affordable Housing, 2015)  
25 Project Account (the "Project Account") created pursuant to the Authorizing Resolution to be

1 designated the "General Obligation Bonds, Series 2016F Project Subaccount" (the "Series  
2 2016F Project Subaccount"), to be held separate and apart from all other accounts of the City.  
3 All interest earned on amounts on deposit in the Series 2016F Project Subaccount shall be  
4 retained in the Series 2016F Project Subaccount. Amounts in the Series 2016F Project  
5 Subaccount shall be expended in accordance with the provisions of the Authorizing  
6 Resolution for the acquisition, construction or reconstruction of the Project (as defined in the  
7 Authorizing Resolution).

8           Amounts in the Series 2016F Project Subaccount may be invested in any investment of  
9 the City in which moneys in the General Fund of the City are invested. The City Treasurer  
10 may (i) commingle any of the moneys held in the Series 2016F Project Subaccount with other  
11 City moneys or (ii) deposit amounts credited to the Series 2016F Project Subaccount into a  
12 separate fund or funds for investment purposes only; provided, that all of the moneys held in  
13 the Series 2016F Project Subaccount (including interest earnings) shall be accounted for  
14 separately notwithstanding any such comingling or separate deposit by the City Treasurer.

15           The City Treasurer is authorized to pay or cause to be paid from the proceeds of the  
16 Series 2016F Bonds, on behalf of the City, the costs of issuance associated with the Series  
17 2016F Bonds. Costs of issuance of the Series 2016F Bonds shall include, without limitation,  
18 bond and financial printing expenses, mailing and publication expenses, rating agency fees,  
19 the fees and expenses of paying agents, registrars, financial consultants, disclosure counsel  
20 and co-bond counsel, and the reimbursement of departmental expenses in connection with  
21 the issuance of the Series 2016F Bonds.

22           Section 11. Appointment of Depositories and Other Agents. The City Treasurer is  
23 authorized and directed to appoint one or more depositories as he or she may deem desirable  
24 and the procedures set forth in Section 6, Section 7 and Section 8 relating to registration of  
25 ownership of the Series 2016F Bonds and payments and redemption notices to owners of the

1 Series 2016F Bonds may be modified to comply with the policies and procedures of such  
2 depository. The City will not have any responsibility or obligation to any purchaser of a  
3 beneficial ownership interest in any Series 2016F Bonds or to any participants in such a  
4 depository with respect to (i) the accuracy of any records maintained by such securities  
5 depository or any participant therein; (ii) any notice that is permitted or required to be given to  
6 the owners of Series 2016F Bonds under this Resolution; (iii) the selection by such securities  
7 depository or any participant therein of any person to receive payment in the event of a partial  
8 redemption of Series 2016F Bonds; (iv) the payment by such securities depository or any  
9 participant therein of any amount with respect to the principal or redemption premium, if any,  
10 or interest due with respect to Series 2016F Bonds; (v) any consent given or other action  
11 taken by such securities depository as the owner of Series 2016F Bonds; or (vi) any other  
12 matter.

13 The Depository Trust Company ("DTC") is appointed as depository for the Series  
14 2016F Bonds. The Series 2016F Bonds shall be initially issued in book-entry form. Upon  
15 initial issuance, the ownership of each Series 2016F Bond shall be registered in the bond  
16 register in the name of Cede & Co., as nominee of DTC. So long as each Series 2016F Bond  
17 is registered in book-entry form, each Series 2016F Bond shall be registered in the name of  
18 Cede & Co. or in the name of such successor nominee as may be designated from time to  
19 time by DTC or any successor as depository.

20 The City Treasurer is also authorized and directed to appoint one or more agents as he  
21 or she may deem necessary or desirable. To the extent permitted by applicable law and  
22 under the supervision of the City Treasurer, such agents may serve as paying agent, fiscal  
23 agent, rebate calculation agent, escrow agent or registrar for the Series 2016F Bonds or may  
24 assist the City Treasurer in performing any or all of such functions and such other duties as  
25 the City Treasurer shall determine. Such agents shall serve under such terms and conditions

1 as the City Treasurer shall determine. The City Treasurer may remove or replace agents  
2 appointed pursuant to this paragraph at any time.

3 Section 12. Defeasance Provisions. Payment of all or any portion of the Series 2016F  
4 Bonds may be provided for prior to such Series 2016F Bonds' respective stated maturities by  
5 irrevocably depositing with the Treasurer (or any commercial bank or trust company  
6 designated by the Treasurer to act as escrow agent with respect thereto):

7 (a) An amount of cash equal to the principal amount of all of such Series 2016F  
8 Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the case  
9 of Series 2016F Bonds which are to be redeemed prior to such Series 2016F Bonds'  
10 respective stated maturities and in respect of which notice of such redemption shall have  
11 been given as provided in Section 8 hereof or an irrevocable election to give such notice shall  
12 have been made by the City, the amount to be deposited shall be the principal amount  
13 thereof, all unpaid interest thereon to the Redemption Date, and any premium due on such  
14 Redemption Date; or

15 (b) Defeasance Securities (as herein defined) not subject to call, except as provided  
16 below in the definition thereof, maturing and paying interest at such times and in such  
17 amounts; together with interest earnings and cash, if required, as will, without reinvestment,  
18 as certified by an independent certified public accountant, be fully sufficient to pay the  
19 principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be,  
20 and any premium due on the Series 2016F Bonds to be paid or redeemed, as such principal  
21 and interest come due; provided, that, in the case of the Series 2016F Bonds which are to be  
22 redeemed prior to maturity, notice of such redemption shall be given as provided in Section 8  
23 hereof or an irrevocable election to give such notice shall have been made by the City; then,  
24 all obligations of the City with respect to said outstanding Series 2016F Bonds shall cease  
25 and terminate, except only the obligation of the City to pay or cause to be paid from the funds



1 deposited pursuant to paragraphs (a) or (b) of this Section 12, to the owners of said Series  
2 2016F Bonds all sums due with respect thereto; and provided further, that the City shall have  
3 received an opinion of nationally recognized bond counsel, that provision for the payment of  
4 said Series 2016F Bonds has been made in accordance with this Section 12.

5 For purposes of this Section 12, "Defeasance Securities" shall mean any of the  
6 following that at the time are legal investments under the laws of the State of California for the  
7 moneys proposed to be invested:

- 8 (1) United States Obligations (as defined below); and
- 9 (2) Pre-refunded fixed interest rate municipal obligations meeting the following  
10 conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the  
11 trustee or paying agent has been given irrevocable instructions concerning their calling and  
12 redemption and the issuer has covenanted not to redeem such obligations other than as set  
13 forth in such instructions; (b) the municipal obligations are secured by cash and/or United  
14 States Obligations; (c) the principal of and interest on the United States Obligations (plus any  
15 cash in the escrow fund or the redemption account) are sufficient to meet the liabilities of the  
16 municipal obligations; (d) the United States Obligations serving as security for the municipal  
17 obligations are held by an escrow agent or trustee; (e) the United States Obligations are not  
18 available to satisfy any other claims, including those against the trustee or escrow agent; and  
19 (f) the municipal obligations are rated (without regard to any numerical modifier, plus or minus  
20 sign or other modifier), at the time of original deposit to the escrow fund, by any two Rating  
21 Agencies (as defined below) not lower than the rating then maintained by such Rating  
22 Agencies on such United States Obligations

23 For purposes of this Section 12, "United States Obligations" means (i) direct and  
24 general obligations of the United States of America, or obligations that are unconditionally  
25 guaranteed as to principal and interest by the United States of America, including without

1 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds that  
2 have been stripped by request to the Federal Reserve Bank of New York in book-entry form  
3 or (ii) any security issued by an agency or instrumentality of the United States of America that  
4 is selected by the Director of Public Finance that results in the escrow fund being rated by any  
5 two Rating Agencies, at the time of the initial deposit to the escrow fund and upon any  
6 substitution or subsequent deposit to the escrow fund, not lower than the rating then  
7 maintained by the respective Rating Agency on United States Obligations described in clause  
8 (i) above.

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

13 Section 13. Sale of Series 2016F Bonds by Competitive or Negotiated Sale. The  
14 Board of Supervisors authorizes the sale of the Series 2016F Bonds by solicitation of  
15 competitive bids or by negotiated sale to one or more underwriters to be appointed in  
16 accordance with City policies, if so determined by the Director of Public Finance.

17 Section 14. Official Notice of Sale; Receipt of Bids; Bond Award.

18 (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids  
19 for the Series 2016F Bonds submitted to the Board of Supervisors is approved and adopted  
20 as the Official Notice of Sale inviting bids for the Series 2016F Bonds, with such changes,  
21 additions and modifications as may be made in accordance with Section 20. The Director of  
22 Public Finance is authorized and directed to cause to be mailed or otherwise circulated to  
23 prospective bidders for the Series 2016F Bonds copies of the Official Notice of Sale, subject  
24 to such corrections, revisions or additions as may be acceptable to the Director of Public  
25 Finance.

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

3 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any  
4 and all bids received for any reason. The Controller is authorized to award the Series 2016F  
5 Bonds to the responsible bidder whose bid (a) is timely received and conforms to the Official  
6 Notice of Sale, except to the extent informalities and irregularities are waived by the City as  
7 permitted by the Official Notice of Sale, and (b) represents the lowest true interest cost to the  
8 City in accordance with the procedures described in the Official Notice of Sale. The award, if  
9 made, shall be set forth in a certificate signed by the Controller setting forth the terms of the  
10 Series 2016F Bonds and the original purchasers (the "Bond Award"). The Controller shall  
11 provide a copy of the Bond Award as soon as practicable to the Clerk of the Board of  
12 Supervisors and the Director of Public Finance; provided, that failure to provide such copy  
13 shall not affect the validity of the Bond Award.

14 Section 15. Publication of Notice of Intention to Sell Bonds. The form of proposed  
15 Notice of Intention to Sell the Series 2016F Bonds (the "Notice of Intention to Sell Bonds")  
16 submitted to the Board of Supervisors is approved and adopted as the Notice of Intention to  
17 Sell the Series 2016F Bonds, and the Director of Public Finance is authorized and directed to  
18 cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions  
19 as may be made in accordance with Section 20, to be published once in *The Bond Buyer* or  
20 another financial publication generally circulated throughout the State of California.

21 Section 16. Authorization of Negotiated Sale; Authorization to Select Underwriters;  
22 Form of Bond Purchase Contract Approval. The Controller, in consultation with the Director of  
23 Public Finance, is hereby authorized to conduct the sale of the Series 2016F Bonds by  
24 negotiated sale pursuant to one or more Bond Purchase Contracts (each, a "Bond Purchase  
25 Contract"), each by and between the City and the underwriter(s) named therein (the

1 "Underwriters"), if the Controller determines that such manner of sale is in the best financial  
2 interest of the City, such determination to be conclusively evidenced by the execution and  
3 delivery of such Bond Purchase Contract as hereinafter approved. The form of such Bond  
4 Purchase Contract as presented to this Board of Supervisors, a copy of which is on file with  
5 the Clerk of the Board, is hereby approved. The Controller or the Director of Public Finance is  
6 hereby authorized to execute such Bond Purchase Contract with such changes, additions and  
7 modifications as the Controller or the Director of Public Finance may make or approve in  
8 accordance with Section 20 hereof; provided however, that the Underwriters' discount under  
9 any such Bond Purchase Contract shall not exceed 2.00% of the principal amount of the  
10 Series 2016F Bonds.

11 In order to facilitate the sale of the Series 2016F Bonds by negotiated sale, the  
12 Controller or the Director of Public Finance is hereby authorized and directed to appoint one  
13 or more financial institutions to act as underwriter for the Series 2016F Bonds in accordance  
14 with City policies and procedures, including, but not limited to, the City's policy to provide  
15 locally disadvantaged minority business enterprises and women enterprises an equal  
16 opportunity to participate in the performance of all City contracts.

17 Section 17. Disposition of Proceeds of Sale. The proceeds of sale of the Series  
18 2016F Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,  
19 shall be deposited into the Series 2016F Bond Subaccount; (b) premium, if any, shall be  
20 deposited into the Series 2016F Bond Subaccount; and (iii) remaining proceeds of sale shall  
21 be deposited into the Series 2016F Project Subaccount.

22 Section 18. Official Statement. The form of proposed Preliminary Official Statement  
23 describing the Series 2016F Bonds (the "Preliminary Official Statement") submitted to the  
24 Board of Supervisors is approved and adopted as the Preliminary Official Statement  
25 describing the Series 2016F Bonds, with such additions, corrections and revisions as may be

1 determined to be necessary or desirable made in accordance with Section 20. The Controller  
2 is authorized to cause the distribution of a Preliminary Official Statement deemed final for  
3 purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the  
4 Securities Exchange Act of 1934, as amended (the "Rule"), and to sign a certificate to that  
5 effect. The Director of Public Finance is authorized and directed to cause to be printed and  
6 mailed or electronically distributed to prospective bidders for the Series 2016F Bonds the  
7 Preliminary Official Statement in substantially the form of the Preliminary Official Statement  
8 approved and adopted by this Resolution, as completed, supplemented, corrected or revised.  
9 The Controller is authorized and directed to approve, execute, and deliver the final Official  
10 Statement with respect to the Series 2016F Bonds, which final Official Statement shall be in  
11 the form of the Preliminary Official Statement, with such additions, corrections and revisions  
12 as may be determined to be necessary or desirable made in accordance with Section 20 and  
13 as are permitted under the Rule. The Director of Public Finance is authorized and directed to  
14 cause to be printed and mailed or electronically distributed the final Official Statement to all  
15 actual initial purchasers of the Series 2016F Bonds.

16 Section 19. Continuing Disclosure Certificate. The form of Continuing Disclosure  
17 Certificate (the "Continuing Disclosure Certificate"), to be signed by the City to permit the  
18 original purchasers of the Series 2016F Bonds to comply with the Rule, submitted to the  
19 Board of Supervisors is approved and adopted as the Continuing Disclosure Certificate, with  
20 such additions, corrections and revisions as may be determined to be necessary or desirable  
21 made in accordance with Section 20. The Controller is authorized and directed to execute the  
22 Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure  
23 Certificate to the original purchasers of the Series 2016F Bonds.

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

1 bond counsel, to approve and make such changes, additions, amendments or modifications  
2 to the document or documents such official is authorized to execute as may be necessary or  
3 advisable (provided, that such changes, additions, amendments or modifications shall not  
4 authorize an aggregate principal amount of Series 2016F Bonds in excess of \$77,000,000 or  
5 conflict with the provisions of Section 4). The approval of any change, addition, amendment  
6 or modification to any of the aforementioned documents shall be evidenced conclusively by  
7 the execution and delivery of the document in question.

8 Section 21. Ratification. All actions previously taken by officials, employees and  
9 agents of the City with respect to the sale and issuance of the Series 2016F Bonds,  
10 consistent with any documents presented and this Resolution, are approved, confirmed and  
11 ratified.

12 Section 22. Relationship to Authorizing Resolution. In the event of any conflict  
13 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall  
14 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing  
15 Resolution, the City is not obligated to transfer money from the General Fund of the City to  
16 the Bond Account to pay the principal of or interest on the Series 2016F Bonds.

17 Section 23. Accountability Reports. The Series 2016F Bonds are subject to  
18 accountability requirements under the City's Administrative Code and the Bond Ordinance.  
19 The deadline for submission of the Accountability report(s) under Administrative Code section  
20 2.71(a) is hereby waived with respect to the Series 2016F Bonds. Accountability report(s)  
21 with respect to the Series 2016F Bonds shall be submitted in all other respects in the manner  
22 required by the Administrative Code and the Bond Ordinance.

23 Section 24. Citizens' Oversight Committee. The Series 2016F Bonds are subject to,  
24 and incorporate by reference, the applicable provisions of the San Francisco Administrative  
25 Code Sections 5.30-5.36 (the "Citizens' General Obligation Bond Oversight Committee"), and,

1 to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of the  
2 Series 2016F Bonds shall be deposited into a fund established by the Controller's Office and  
3 appropriated by the Board of Supervisors at the direction of the Citizens' General Obligation  
4 Bond Oversight Committee to cover the costs of such committee.

5 Section 25. CEQA Determination. The Board of Supervisors hereby reaffirms and  
6 incorporates by reference the CEQA findings and determinations set forth in the Bond  
7 Ordinance as if set forth in full herein. The use of bond proceeds to finance any project or  
8 portion of any project with Bond proceeds will be subject, as necessary, to approval of the  
9 Board of Supervisors upon completion of any planning and any further required environmental  
10 review under CEQA for the individual facilities and projects.

11 Section 26. General Authority. The Clerk of the Board of Supervisors, the Mayor, the  
12 City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each  
13 authorized and directed in the name and on behalf of the City to take any and all steps and to  
14 issue, deliver or enter into any and all certificates, requisitions, agreements, notices,  
15 consents, and other documents as may be necessary to give effect to the provisions of this  
16 Resolution, including but not limited to letters of representations to any depository or  
17 depositories, which they or any of them might deem necessary or appropriate in order to  
18 consummate the lawful issuance, sale and delivery of the Series 2016F Bonds. Any such  
19 actions are solely intended to further the purposes of this Resolution, and are subject in all  
20 respects to the terms of this Resolution. No such actions shall increase the risk to the City or  
21 require the City to spend any resources not otherwise granted herein. Final versions of any  
22 such documents shall be provided to the Clerk of the Board of Supervisors for inclusion in the  
23  
24  
25

1 official file within 30 days (or as soon thereafter as final documents are available) of execution  
2 by all parties.

3

4 APPROVED AS TO FORM:  
5 DENNIS J. HERRERA City Attorney

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7 By: \_\_\_\_\_  
8 Kenneth D. Roux  
9 Deputy City Attorney  
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