

1 [San Francisco Unified School District General Obligation Bonds - Not to Exceed  
2 \$284,250,000]

3 **Resolution authorizing the issuance and sale of bonds of the San Francisco Unified**  
4 **School District; prescribing the terms of sale of not to exceed \$284,250,000 of said**  
5 **general obligation bonds, Election of 2016, Series C, by a negotiated sale; approving**  
6 **the form of bond purchase agreement; approving the forms of one or more paying**  
7 **agent agreements; and authorizing the execution of necessary documents and**  
8 **certificates relating to such bonds, as defined herein.**

9  
10 WHEREAS, An election was duly and regularly held in the San Francisco Unified  
11 School District (the "District") on November 8, 2016, in accordance with Section 1(b)(3) of  
12 Article XIII A of the California Constitution, for the purpose of submitting a bond measure  
13 (Proposition A) to the qualified electors of the District, authorizing the issuance of general  
14 obligation bonds in the aggregate principal amount of \$744,250,000 (the "Election of 2016  
15 Bonds"), and more than 55% of the votes cast were in favor of the issuance of the Election of  
16 2016 Bonds; and

17 WHEREAS, The District has heretofore issued the "San Francisco Unified School  
18 District General Obligation Bonds, Election of 2016, Series A" (the "Series A Bonds") in the  
19 original principal amount of \$180,000,000 for authorized school purposes; and

20 WHEREAS, The District has heretofore issued, pursuant to Resolution No. 350-20,  
21 adopted by this Board of Supervisors on July 21, 2020, and signed by the Mayor (the "Mayor")  
22 on July 31, 2020, the "San Francisco Unified School District General Obligation Bonds,  
23 Election of 2016, Series B" (the "Series B Bonds") in the original principal amount of  
24 \$280,000,000 for authorized school purposes; and

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1           WHEREAS, Pursuant to Section 15140(a) et seq. of the Education Code of the State of  
2 California (the “Education Code”), the District has requested this Board of Supervisors to  
3 issue an additional portion of said bonds, designated the “San Francisco Unified School  
4 District General Obligation Bonds, Election of 2016, Series C” (the “Bonds”) with such  
5 additional or other series or subseries designations as may be approved as herein provided,  
6 in an aggregate principal amount not exceeding \$284,250,000 and to authorize the sale of the  
7 Bonds by a negotiated sale to an underwriter or underwriters to be named therein  
8 (collectively, the “Underwriters”), to be selected by the District, pursuant to one or more Bond  
9 Purchase Agreements (each, a “Bond Purchase Agreement”), a form of which has been  
10 submitted to and is on file with the Clerk of the Board of Supervisors or designee thereof (the  
11 “Clerk of the Board of Supervisors”), all according to the terms and in the manner set forth in a  
12 resolution duly adopted on October 12, 2021 (the “District Resolution”), by the Board of  
13 Education of the District (the “District Board”), a certified copy of which has been filed with the  
14 Clerk of the Board of Supervisors; and

15           WHEREAS, The Bonds shall be issued pursuant to a paying agent agreement (the  
16 “New Money Paying Agent Agreement”) to be entered into by the District and the Treasurer  
17 and Tax Collector of the City (the “City Treasurer”), as paying agent (the “Paying Agent”), the  
18 form of which has been submitted to and is on file with the Clerk of the Board of Supervisors;  
19 and

20           WHEREAS, Concurrently with the issuance of the Bonds, the District shall issue bonds  
21 designated as the “San Francisco Unified School District 2021 General Obligation Refunding  
22 Bonds” (the “Refunding Bonds”) with such additional or other series or subseries designated  
23 as provided in the authorizing resolution of the District duly adopted on October 12, 2021 (the  
24 “Refunding District Resolution”), in an aggregate principal amount not to exceed  
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1 \$145,000,000 for the purpose of refunding outstanding prior issuances of general obligations  
2 of the District as set forth in the Refunding District Resolution; and

3 WHEREAS, The Refunding Bonds shall be issued pursuant to a paying agent  
4 agreement (the "Refunding Paying Agent Agreement") to be entered into by the District and  
5 the City Treasurer, as Paying Agent, the form of which has been submitted to and is on file  
6 with the Clerk of the Board of Supervisors; and

7 WHEREAS, This Board of Supervisors accepts the representation of the District Board  
8 that it is necessary and desirable that the Bonds be issued and sold by a negotiated sale on  
9 the terms and conditions set forth in the District Resolution; now, therefore, be it

10 RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as  
11 follows:

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

13 Section 2. Documents. The documents presented to the Board of Supervisors and  
14 on file with the Clerk of the Board of Supervisors are contained in File No. 211154

15 Section 3. Authorization and Designation of Bonds. Pursuant to Section 15140 et  
16 seq. of the Education Code, this Board of Supervisors hereby authorizes on behalf of the  
17 District, the issuance and sale of not to exceed \$284,250,000 aggregate principal amount of  
18 bonds of the District and designates said bonds to be issued and sold as the "San Francisco  
19 Unified School District General Obligation Bonds, Election of 2016, Series C." The Bonds  
20 shall be issued, as provided in Section 4 hereof.

21 Section 4. Sale of Bonds; Bond Purchase Agreement. The form of a Bond  
22 Purchase Agreement among the City, the District Board and the Underwriters, as presented to  
23 this Board, a copy of which is on file with the Clerk of the Board of Supervisors, is hereby  
24 approved. The Controller of the City (the "Controller") or the Director of the Controller's Office  
25 of Public Finance (the "Director of Public Finance") or designees thereof (each an "Authorized

1 City Officer”) are each hereby authorized to execute and deliver the Bond Purchase  
2 Agreement in the form hereby approved, with such changes, additions and modifications as  
3 such Authorized City Officer may make or approve in accordance with Section 8 hereof;  
4 provided, that: (i) the purchase price of the Bonds shall not be less than 100% of the principal  
5 amount of the Bonds (taking into account the purchase price and principal amount of any  
6 Bonds sold on the same date pursuant to any other Bond Purchase Agreement); (ii) the true  
7 interest cost for the Bonds shall not be in excess of 4.0% per annum (taking into account the  
8 true interest cost of any Bonds sold on the same date pursuant to any other Bond Purchase  
9 Agreement); (iii) the maximum interest rate on the Bonds shall not be in excess of 8.0% per  
10 annum; (iv) the Underwriter’s discount shall not exceed 0.4% of the aggregate principal  
11 amount of the Bonds sold thereunder (excluding any costs of issuance the Underwriter agrees  
12 to pay pursuant to the Bond Purchase Agreement); (v) the Bonds shall otherwise conform to  
13 the limitations specified in the District Resolution and (vi) no bond shall mature later than the  
14 date which is 21 years from the date of the Bonds, such date to be determined as set forth in  
15 Section 3(c) of the District Resolution.

16 The terms of each Bond Purchase Agreement shall recite the aggregate principal  
17 amount of the covered Bonds, the date thereof, the maturity dates, principal amounts and  
18 annual rates of interest of each maturity thereof, the initial and semiannual interest payment  
19 dates thereof, and the terms of optional and mandatory sinking fund redemption thereof.  
20 Each Bond Purchase Agreement for one or more series of Bonds, together with this  
21 Resolution, shall constitute the order of this Board of Supervisors for purposes of Section  
22 15230 of the Education Code.

23 Section 5. Paying Agent for the Bonds and the Refunding Bonds; Paying Agent  
24 Agreements. The City, through the office of the City Treasurer, shall be appointed as the  
25 initial Paying Agent for the Bonds pursuant to the New Money Paying Agent Agreement. The

1 form of a New Money Paying Agent Agreement between the City and the District Board, as  
2 presented to this Board, a copy of which is on file with the Clerk of the Board of Supervisors,  
3 is hereby approved. The City Treasurer or any Authorized City Officer is hereby authorized to  
4 execute and deliver the New Money Paying Agent Agreement in the form hereby approved,  
5 with such changes, additions and modifications as such Authorized City Officer may make or  
6 approve in accordance with Section 8 hereof.

7 The City shall also be appointed as the initial Paying Agent for the Refunding Bonds  
8 pursuant to the Refunding Paying Agent Agreement. The form of a Refunding Paying Agent  
9 Agreement between the City and the District Board, as presented to this Board, a copy of  
10 which is on file with the Clerk of the Board of Supervisors, is hereby approved. The City  
11 Treasurer or any Authorized City Officer is hereby authorized to execute and deliver the  
12 Refunding Paying Agent Agreement in the form hereby approved, with such changes,  
13 additions and modifications as such Authorized City Officer may make or approve in  
14 accordance with Section 8 hereof.

15 Section 6. District Responsibilities. The District shall provide notice to the City,  
16 through the Controller's office of Public Finance, of its intent to sell or issue any future series  
17 of Bonds not less than forty-five (45) days prior to the anticipate sale or issuance of any such  
18 Bonds, which notice shall be acknowledged in writing by the Controller's Office of Public  
19 Finance within fifteen (15) days of receipt of such notice. Furthermore, the City, through the  
20 Controller's Office of Public Finance, shall receive (i) a copy of the certified resolution of the  
21 District Board of Education approving the issuance of any future series of Bonds; (ii) a copy of  
22 the debt service schedule within fifteen (15) days of the issuance of any future series of  
23 Bonds; and (iii) all minutes approved by the independent citizens' oversight committee formed  
24 pursuant to the Education Code when such minutes are available. Failure of the City or the  
25 District to provide any such notice, acknowledgement, resolution, debt service schedule or

1 minutes required by this Resolution shall not affect the validity of any Bonds issued or sold by  
2 the District, or the requirement of the City to levy the tax pursuant to Section 15252 of the  
3 Education Code.

4 Section 7. City Responsibilities.

5 (a) The City, including the officers thereof and this Board of Supervisors, takes no  
6 responsibility for any act or omission that is in any way related to the validity of the Bonds, or  
7 any disclosure issues related to the Bonds, except as set forth in subsection (e) hereof.

8 (b) The City shall levy and collect taxes, pay principal and interest on the Bonds  
9 when due, and hold and invest the bond proceeds and tax funds for the Bonds duly issued  
10 and sold by the District pursuant to the authority granted by this Resolution, and as otherwise  
11 required by law. The Bonds shall not constitute a debt of the City and the City shall have no  
12 obligations regarding the use or application of the proceeds of the Bonds.

13 (c) The City, including the officers, officials and employees thereof and this Board of  
14 Supervisors, takes no responsibility for establishing a tax rate for any new issue of bonds in  
15 any year in which the information required by Section 6 hereof to be delivered to the City  
16 officers is delivered later than the deadline established by such officers in order to permit  
17 compliance with Section 29100 et seq. of the Government Code.

18 (d) Except as otherwise provided by this Resolution and by law, none of the City,  
19 this Board or any officers, nor officials or employees of the City shall have any liability  
20 hereunder or by reason hereof or in connection with the transactions contemplated hereby  
21 and the Bonds shall be payable solely from tax proceeds and any other moneys of the District  
22 available therefor as set forth in this Section 7.

23 (e) Neither this Board of Supervisors nor any officer of the City has prepared or  
24 reviewed the official statement of the District describing the Bonds (the "Official Statement"),  
25 and this Board of Supervisors and the various officers of the City take no responsibility for the

1 contents or distribution thereof, provided, however, that solely with respect to a section  
2 contained or to be contained therein describing the City's investment policy, current portfolio  
3 holdings, and valuation procedures, as they may relate to funds of the District held by the City  
4 Treasurer, the City Treasurer is hereby authorized and directed to prepare and review such  
5 information for inclusion in the Official Statement and in a preliminary form of the Official  
6 Statement, and to certify in writing to the District prior to or upon the issuance of the Bonds  
7 that the copies of each of the investment policy, portfolio holdings, and valuation procedures  
8 are true, correct, and complete reproductions of each respective document.

9 Section 8. Modifications, Changes and Additions. The City Treasurer and any  
10 Authorized City Official is hereby authorized to make such modifications, changes and  
11 additions to the documents and agreements approved hereby, upon consultation with the City  
12 Attorney, as may be necessary or desirable and in the interests of the City, and which  
13 changes do not materially increase the City's obligations or reduce its rights thereunder or  
14 hereunder. The respective official's approval of such modifications, changes and additions  
15 shall be conclusively evidenced by the execution and delivery by such official of the applicable  
16 Bond Purchase Agreement, Paying Agent Agreement or any of the other documents  
17 approved in this Resolution. Any such actions are solely intended to further the purposes of  
18 this Resolution and are subject in all respects to the terms of this Resolution. No such actions  
19 shall increase the risk to the City or require the City to spend any resources not otherwise  
20 granted herein. Final versions of any such documents shall be provided to the Clerk for  
21 inclusion in the official file within 30 days (or as soon thereafter as final documents are  
22 available) of execution by all parties.

23 Section 9. Other Actions. Officers, officials and staff of the City are hereby  
24 authorized and directed, jointly and severally, to do any and all things and to execute and  
25 deliver any and all documents that they may deem necessary or advisable in order to

1 accomplish the transactions authorized herein, and otherwise carry out, give effect to and  
2 comply with the terms and intent of this Resolution. Such actions heretofore taken by such  
3 officers, officials and staff consistent with the documents presented herein and as  
4 contemplated by this Resolution are hereby ratified, confirmed and approved.

5 Section 10. Continuing Disclosure. The City acknowledges and relies upon the fact  
6 that the District has represented that it shall execute a Continuing Disclosure Certificate  
7 containing such covenants of the District as shall be necessary to allow the Underwriters to  
8 comply with the requirements of Securities and Exchange Commission Rule 15c2-12. The  
9 City acknowledges and relies upon the fact that the District has covenanted to comply with  
10 and carry out all of the provisions of such Continuing Disclosure Certificate.

11 Section 11. Delivery of Resolution. The Clerk of the Board of Supervisors is hereby  
12 directed to deliver a copy of this Resolution to the Superintendent of the District.

13 Section 12. Effective Date. This Resolution shall take effect from and after its  
14 adoption.

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16 APPROVED AS TO FORM:  
17 DENNIS J. HERRERA, City Attorney

18 By: /s/ Kenneth D. Roux  
19 Kenneth D. Roux  
20 Deputy City Attorney

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