

NOTICE OF INTENTION TO SELL**\$67,540,000*****CITY AND COUNTY OF SAN FRANCISCO
GENERAL OBLIGATION BONDS
(TRANSPORTATION AND ROAD IMPROVEMENT BONDS, 2014), SERIES 2015B**

NOTICE IS HEREBY GIVEN that the City and County of San Francisco (the "City") intends to offer for public sale on _____, 2015, at 8:30 a.m. (California time) \$67,540,000* aggregate principal amount of City and County of San Francisco General Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series 2015B (the "Bonds") by sealed bids at the Controller's Office of Public Finance, 1 Dr. Carlton B. Goodlett Place, City Hall, Room 336, San Francisco, California 94102 and by electronic bids through Ipreo LLC's BiDCOMP™/PARITY® System ("Parity").

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

The Bonds will be offered for public sale subject to the terms and conditions of the Official Notice of Sale, dated on or around _____, 2015 (the "Official Notice of Sale") relating to the Bonds. Additional information regarding the proposed sale of the Bonds, including copies of the Preliminary Official Statement for the Bonds, dated on or around _____, 2015 (the "Preliminary Official Statement"), and the Official Notice of Sale, are expected to be available electronically at [www.http://_____](http://_____) on or around _____, 2015, and may also be obtained from either of the City's Co-Financial Advisors: (i) Acacia Financial Group, Inc.; 1441 Broadway, 5th Floor, New York, NY 10018, telephone: (212) 432-4020, Attention: Rich Lopatin, e-mail: rlopatin@acaciafin.com; or (ii) Backstrom McCarley Berry & Co., LLC, 115 Sansome Street, Mezzanine A, San Francisco, CA 94104, telephone: (415) 392-5505, Attention: Vincent McCarley e-mail: vmccarley@bmcbe.com. Failure of any bidder to receive such notice shall not affect the legality of the sale.

Other than with respect to postponement or cancellation as described above, the City reserves the right to modify or amend the Official Notice of Sale in any respect, as more fully described in the Official Notice of Sale; provided, that any such modification or amendment will be communicated to potential bidders through Parity and/or the News Services not later than 1:00 p.m. (California time) on the business day preceding the date for receiving bids for the Bonds or as otherwise described in the Official Notice of Sale. Failure of any potential bidder to receive notice of any modification or amendment will not affect the sufficiency of any such notice or the legality of the sale. The City reserves the right, in its sole discretion, to reject any and all bids and to waive any irregularity or informality in any bid which does not materially affect such bid or change the ranking of the bids.

Dated: _____, 2015

* Preliminary, subject to change.