

1 [Sale of Taxable General Obligation Bonds (Affordable Housing, 2016 - Preservation and  
2 Seismic Safety), Series 2020F - Not to Exceed \$102,580,000]

3 **Resolution authorizing the issuance and sale of not to exceed \$102,580,000 aggregate**  
4 **principal amount of City and County of San Francisco Taxable General Obligation**  
5 **Bonds (Affordable Housing, 2016-Preservation and Seismic Safety), Series 2020F;**  
6 **prescribing the form and terms of said bonds; providing for the appointment of**  
7 **depositories and other agents for said bonds; providing for the establishment of**  
8 **accounts related to said bonds; authorizing the sale of said bonds by competitive or**  
9 **negotiated sale; approving the forms of Official Notice of Sale and Notice of Intention**  
10 **to Sell Bonds and directing the publication of the Notice of Intention to Sell Bonds;**  
11 **approving the form of Bond Purchase Contract; approving the form of the Preliminary**  
12 **Official Statement and the form and execution of the Official Statement relating to the**  
13 **sale of said bonds; approving the form of the Continuing Disclosure Certificate;**  
14 **authorizing and approving modifications to documents; ratifying certain actions**  
15 **previously taken, as defined herein; and granting general authority to City officials to**  
16 **take necessary actions in connection with the authorization, issuance, sale, and**  
17 **delivery of said bonds, as defined herein.**

18  
19 WHEREAS, By Ordinance No. 217-92 adopted by the Board of Supervisors on July 13,  
20 1992 (the "1992 Bond Ordinance"), the Board of Supervisors duly called a special election to  
21 be held on November 3, 1992, for the purpose of submitting to the electors of the City a  
22 proposition to incur bonded indebtedness of the City in the amount of up to \$350,000,000 of  
23 general obligation bonds to establish a seismic safety loan program (the "Loan Program") to  
24 provide loans for the seismic strengthening of unreinforced masonry buildings; and  
25

1           WHEREAS, A special election was held in the City on November 3, 1992 (the  
2 “Proposition A Bond Election”), for the purpose of submitting to the qualified voters of the City  
3 said proposition, denominated as Proposition A (“Proposition A”), as follows:

4           “EARTHQUAKE LOAN BOND PROGRAM, 1992. To incur a bonded indebtedness of  
5 \$350,000,000 to provide loans for the seismic strengthening of unreinforced masonry  
6 buildings devoted to affordable housing and to market-rate residential, commercial and  
7 institutional uses and to pay necessary administrative costs incidental thereto”; and

8           WHEREAS, Such proposition was approved by two-thirds of the qualified electors of  
9 the City voting on such proposition; and

10           WHEREAS, Proposition A allocated \$150,000,000 to make loans for affordable  
11 housing buildings (the “Affordable Housing Loan Program”) and \$200,000,000 to make loans  
12 for market rate residential, commercial and institutional buildings (the “Market Rate Loan  
13 Program” and together with the Affordable Housing Loan Program, the “Programs”); and

14           WHEREAS, To date, the City has issued \$45,315,450 in loans to private parties under  
15 the Affordable Housing Loan Program and \$44,000,000 in loans to private parties under the  
16 Market Rate Loan Program, leaving \$260,684,550 of authorized but unissued bonding  
17 authority under the Programs; and

18           WHEREAS, By Resolution No. 311-16, adopted by the Board of Supervisors (the  
19 “Board of Supervisors”) of the City and County of San Francisco (the “City”) on July 19, 2016,  
20 it was determined and declared that it was in the public interest to access the remaining  
21 bonding authority under the Programs and expand the permitted uses for which funds could  
22 be loaned to finance the costs to acquire, improve and rehabilitate and to convert at-risk multi-  
23 unit residential buildings to permanent affordable housing by amending Proposition A; and,

24           WHEREAS, By Ordinance No. 136-16, adopted by the Board of Supervisors on July  
25 26, 2016 (the “2016 Bond Ordinance”), the Board of Supervisors duly called a special election

1 to be held on November 8, 2016, for the purpose of submitting to the electors of the City a  
2 proposition to amend Proposition A to authorize the City to incur general obligation  
3 indebtedness for the purposes of providing loans to finance the costs to acquire, improve and  
4 rehabilitate and convert at-risk multi-unit residential buildings to permanent affordable  
5 housing, performing needed seismic, fire, health and safety upgrades and other major  
6 rehabilitation for habitability, and related costs necessary or convenient for the foregoing  
7 purposes; and

8 WHEREAS, A special election was held in the City on November 8, 2016 (the  
9 “Proposition C Bond Election”), for the purpose of submitting to the qualified voters of the City  
10 said proposition, denominated as Proposition C (“Proposition C”), as follows:

11 “SAN FRANCISCO EARTHQUAKE LOAN AND HOUSING PRESERVATION BONDS,  
12 1992. To amend 1992 voter approved measure Proposition A, to allow as an additional  
13 purpose the incurrence of bonded indebtedness to finance the acquisition,  
14 improvement, and rehabilitation of at-risk multi-unit residential buildings and to convert  
15 such structures to permanent affordable housing; shall the City and County of San  
16 Francisco issue up to \$260,700,000 in general obligation bonds, subject to  
17 independent citizen oversight and regular audits?”; and

18 WHEREAS, By Resolution No. 34-19 (the “Authorizing Resolution”), adopted by the  
19 Board of Supervisors on January 29, 2019, the City authorized the issuance of one or more  
20 series of bonds under Proposition C in the maximum aggregate principal amount of  
21 \$260,684,550 (the “Bonds”); and

22 WHEREAS, On February 26, 2019, the City issued the first series of Bonds under this  
23 authorization captioned “City and County of San Francisco Taxable General Obligation Bonds  
24 (Social Bonds - Affordable Housing, 2016), Series 2019A” in the original aggregate principal  
25 amount of \$72,420,000 (the “Series 2019A Bonds”); and

1           WHEREAS, Following the issuance of the Series 2019A Bonds, the remaining  
2 authorized but unissued bonding authority under Proposition C was \$188,264,550; and

3           WHEREAS, It is necessary and desirable to issue one or more additional series of the  
4 Bonds on a taxable basis in an aggregate principal amount not to exceed \$102,580,000 (the  
5 “Series 2020F Bonds”), to provide funds to make loans the proceeds of which will finance a  
6 portion of the costs of projects for the additional purposes authorized by Proposition C; and

7           WHEREAS, The Series 2020F Bonds are being issued pursuant to the Authorizing  
8 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government  
9 Code, the Charter of the City (the “Charter”), the 2016 Bond Ordinance and the Proposition C  
10 Bond Election; and

11           WHEREAS, In accordance with Government Code, Section 5852.1, the Board has  
12 obtained and disclosed the information required thereby, as more fully set forth in the staff  
13 report prepared by the Controller’s Office of Public Finance (“Staff Report”); and

14           WHEREAS, Pursuant to the applicable provisions of the San Francisco Administrative  
15 Code, Sections 5.30-5.36, the Citizens’ General Obligation Bond Oversight Committee shall  
16 conduct an annual review of bond spending and shall provide an annual report on the  
17 management of the program to the Mayor and the Board of Supervisors, and, to the extent  
18 permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the Series 2020F  
19 Bonds shall be deposited in a fund established by the Office of the City Controller (the  
20 “Controller”) and appropriated by the Board of Supervisors at the direction of the Citizens’  
21 General Obligation Bond Oversight Committee to cover the costs of such Committee and its  
22 review process; now, therefore, be it

23           RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as  
24 follows:

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

1           Section 2. Conditions Precedent. All conditions, things and acts required by law to  
2 exist, to happen and to be performed precedent to and in connection with the issuance of the  
3 Series 2020F Bonds exist, have happened and have been performed in due time, form and  
4 manner in accordance with applicable law, and the City is now authorized pursuant to the  
5 Proposition C Bond Election, the Charter and applicable law to incur indebtedness in the  
6 manner and form provided in this Resolution.

7           Section 3. Documents. The documents presented to the Board of Supervisors and on  
8 file with the Clerk of the Board of Supervisors or designee thereof (the “Clerk of the Board of  
9 Supervisors”) are contained in File No. \_\_\_\_\_.

10          Section 4. Issuance and Sale of Series 2020F Bonds; Determination of Certain Terms;  
11 Designation. The Board of Supervisors authorizes the issuance and sale of not to exceed  
12 \$102,580,000 in aggregate principal amount of Bonds to be designated as “City and County  
13 of San Francisco Taxable General Obligation Bonds (Affordable Housing, 2016 –  
14 Preservation and Seismic Safety), Series 2020F,” for the purposes set forth in the 2016 Bond  
15 Ordinance and Proposition A, approved by the voters at the Proposition A Bond Election, as  
16 amended by Proposition C, approved by the voters at the Proposition C Bond Election. Prior  
17 to issuance, the Series 2020F Bonds may be subdivided into more than one series. For  
18 purposes of this Resolution, all of such subdivided series in the aggregate are referred to  
19 herein as the “Series 2020F Bonds.”

20          The Director of Public Finance or a designee thereof is authorized to determine, for the  
21 Series 2020F Bonds, the sale date, the interest rates, the definitive principal amounts, the  
22 maturity dates and the redemption dates, if any, and the terms of any optional or mandatory  
23 redemption, subject to the other specific provisions of this Resolution, including the following  
24 terms and conditions: (i) the Series 2020F Bonds shall not have a true interest cost in excess  
25 of 12%; and (ii) the Series 2020F Bonds shall not have a final maturity date more than 40

1 years from their date of issuance. The Director of Public Finance is further authorized to give  
2 the Series 2020F Bonds, including each subdivided series thereof, such additional or other  
3 series designation, or to modify such series designation, as may be necessary or appropriate  
4 to distinguish the Series 2020F Bonds from every other series of Bonds and from other bonds  
5 issued by the City, and otherwise as permitted by the Authorizing Resolution.

6 Section 5. Authentication and Registration of the Series 2020F Bonds. Each of the  
7 Series 2020F Bonds shall be in fully registered form without coupons in denominations of  
8 \$5,000 or any integral multiple of that amount. The officers of the City are directed to cause  
9 the Series 2020F Bonds to be prepared in sufficient quantity for delivery to or for the account  
10 of their purchaser and the Director of Public Finance is directed to cause the blanks in the  
11 Series 2020F Bonds to be completed in accordance with the Authorizing Resolution, the  
12 Official Statement, and the Bond Award or Bond Purchase Contract (as defined below), as  
13 applicable, to procure their execution by the proper officers of the City (including by facsimile  
14 signature if necessary or convenient, except that any signature of the Clerk of the Board of  
15 Supervisors shall be by manual signature) and authentication as provided in this Section, and  
16 to deliver the Series 2020F Bonds when so executed and authenticated to said purchaser in  
17 exchange for their purchase price, all in accordance with the Authorizing Resolution.

18 The Series 2020F Bonds and the certificate of authentication and registration, to be  
19 manually executed by the Treasurer of the City or designee thereof (the "City Treasurer"), and  
20 the form of assignment to appear on the Series 2020F Bonds shall be substantially in the form  
21 attached as Exhibit A (a copy of which is on file with the Clerk of the Board of Supervisors and  
22 which is declared to be a part of this Resolution as if fully set forth in this Resolution), with  
23 necessary or appropriate variations, omissions and insertions as permitted or required by this  
24 Resolution, the Official Statement and the Bond Award or the Bond Purchase Contract, as  
25 applicable.

1           Only Series 2020F Bonds bearing a certificate of authentication and registration  
2           executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the  
3           benefits of the Authorizing Resolution and this Resolution, and such certificate of the City  
4           Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the  
5           Series 2020F Bonds so authenticated have been duly authenticated and delivered under, and  
6           are entitled to the benefits of, the Authorizing Resolution and this Resolution.

7           The Controller shall assign a distinctive letter, or number, or letter and number to each  
8           Series 2020F Bond authenticated and registered by the City Treasurer and shall maintain a  
9           record thereof which shall be available for inspection.

10          Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at  
11          the office of the City Treasurer or at the designated office of any registrar appointed by the  
12          City Treasurer, separate and sufficient books for the registration and transfer of Series 2020F  
13          Bonds, which books shall at all times be open to inspection, and upon presentation for such  
14          purpose, the City Treasurer shall, under such reasonable regulations as he or she may  
15          prescribe, register or transfer or cause to be registered or transferred, on said books, Series  
16          2020F Bonds as provided in this Resolution. The City and the City Treasurer may treat the  
17          registered owner of each Series 2020F Bond as its absolute owner for all purposes, and the  
18          City and the City Treasurer shall not be affected by any notice to the contrary.

19          Section 7. Transfer or Exchange of Series 2020F Bonds. Any Series 2020F Bond  
20          may, in accordance with its terms, be transferred upon the books required to be kept pursuant  
21          to the provisions of Section 6, by the person in whose name it is registered, in person or by  
22          the duly authorized attorney of such person in writing, upon surrender of such Series 2020F  
23          Bond for cancellation, accompanied by delivery of a duly executed written instrument of  
24          transfer in a form approved by the City Treasurer.

1 Any Series 2020F Bond may be exchanged at the office of the City Treasurer for a like  
2 aggregate principal amount of other authorized denominations of the same interest rate and  
3 maturity.

4 Whenever any Series 2020F Bond shall be surrendered for transfer or exchange, the  
5 designated City officials shall execute (as provided in Section 5) and the City Treasurer shall  
6 authenticate and deliver a new Series 2020F Bond of the same interest rate and maturity in a  
7 like aggregate principal amount. The City Treasurer shall require the payment by any bond  
8 owner requesting any such transfer of any tax or other governmental charge required to be  
9 paid with respect to such transfer or exchange.

10 No transfer or exchange of Series of 2020F Bonds shall be required to be made by the  
11 City Treasurer during the period from the Record Date (as defined in Section 8(b)) next  
12 preceding each interest payment date to such interest payment date or after a notice of  
13 redemption shall have been mailed with respect to such Series 2020F Bonds.

14 Section 8. Terms of the Series 2020F Bonds; General Redemption Provisions.

15 (a) Date of the Series 2020F Bonds. The Series 2020F Bonds shall be dated the  
16 date of their delivery or such other date (the "Dated Date") as is specified in the Bond Award  
17 or the Bond Purchase Contract.

18 (b) Payment of the Series 2020F Bonds. The principal of the Series 2020F Bonds  
19 shall be payable in lawful money of the United States of America to their owners, upon  
20 surrender at maturity or earlier redemption at the office of the City Treasurer. The interest on  
21 the Series 2020F Bonds shall be payable in like lawful money to the person whose name  
22 appears on the bond registration books of the City Treasurer as the owner as of the close of  
23 business on the last day of the month immediately preceding an interest payment date (the  
24 "Record Date"), whether or not such day is a Business Day (as defined below).



1           Except as may be otherwise provided in connection with any book-entry only system  
2 applicable to the Series 2020F Bonds, payment of the interest on any Series 2020F Bond  
3 shall be made by check mailed on the interest payment date to such owner at such owner's  
4 address as it appears on the registration books as of the Record Date; provided, that if any  
5 interest payment date occurs on a day that banks in California or New York are closed for  
6 business or the New York Stock Exchange is closed for business, then such payment shall be  
7 made on the next succeeding day that banks in both California and New York are open for  
8 business and the New York Stock Exchange is open for business (each, a "Business Day");  
9 and provided, further, that the registered owner of an aggregate principal amount of at least  
10 \$1,000,000 of Series 2020F Bonds may submit a written request to the City Treasurer on or  
11 before a Record Date preceding an interest payment date for payment of interest on the next  
12 succeeding interest payment date and thereafter by wire transfer to a commercial bank  
13 located within the United States of America.

14           For so long as any Series 2020F Bonds are held in book-entry form by a securities  
15 depository selected by the City pursuant to Section 11, payment shall be made to the  
16 registered owner of the Series 2020F Bonds designated by such securities depository by wire  
17 transfer of immediately available funds.

18           (c)   Interest on the Series 2020F Bonds. The Series 2020F Bonds shall bear  
19 interest at rates to be determined upon the sale of the Series 2020F Bonds, calculated on the  
20 basis of a 360-day year comprised of twelve 30-day months, payable on June 15, 2021 (or  
21 such other date as may be designated in the Bond Award or the Bond Purchase Contract, as  
22 defined hereinbelow), and semiannually thereafter on June 15 and December 15 of each  
23 year. Each Series 2020F Bond shall bear interest from the interest payment date next  
24 preceding the date of its authentication unless it is authenticated as of a day during the period  
25 from the Record Date next preceding any interest payment date to the interest payment date,

1 inclusive, in which event it shall bear interest from such interest payment date, or unless it is  
2 authenticated on or before the first Record Date, in which event it shall bear interest from the  
3 Dated Date; provided, that if, at the time of authentication of any Series 2020F Bond, interest  
4 is in default on the Series 2020F Bonds, such Series 2020F Bond shall bear interest from the  
5 interest payment date to which interest has previously been paid or made available for  
6 payment on the Series 2020F Bonds or from the Dated Date if the first interest payment is not  
7 made.

8 (d) Optional Redemption. The Series 2020F Bonds shall be subject to optional  
9 redemption prior to maturity as shall be provided in the Official Statement (as defined  
10 hereinbelow).

11 (e) Mandatory Redemption. The Series 2020F Bonds shall be subject to mandatory  
12 redemption as provided in the Official Statement (as defined hereinbelow).

13 The principal of and interest on the Series 2020F Bonds subject to mandatory  
14 redemption shall be paid from the Series 2020F Bond Subaccount established in Section 9,  
15 pursuant to Section 9. In lieu of any such mandatory redemption for Series 2020F Bonds, at  
16 any time prior to the selection of Series 2020F Bonds for mandatory redemption, the City may  
17 apply amounts on deposit in the Series 2020F Bond Subaccount to make such payment to  
18 the purchase, at public or private sale, of Series 2020F Bonds subject to such mandatory  
19 redemption, and when and at such prices not in excess of the principal amount thereof  
20 (including sales commission and other charges but excluding accrued interest), as the City  
21 may determine.

22 (f) Selection of Series 2020F Bonds for Redemption. Whenever less than all of the  
23 outstanding Series 2020F Bonds are called for redemption, the manner of selection of the  
24 portion of such Series 2020F Bonds called for redemption shall be as specified in the Official  
25 Statement for the Series 2020F Bonds.

1           (g)    Notice of Redemption. The date on which Series 2020F Bonds that are called  
2 for redemption are to be presented for redemption is called the “Redemption Date.” The City  
3 Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2020F Bonds,  
4 postage prepaid, to the respective registered owners at the addresses appearing on the bond  
5 registration books not less than twenty (20) nor more than sixty (60) days prior to the  
6 Redemption Date. The notice of redemption shall (a) state the Redemption Date; (b) state the  
7 redemption price; (c) state the maturity dates of the Series 2020F Bonds to be redeemed and,  
8 if less than all of any such maturity is called for redemption, the distinctive numbers of the  
9 Series 2020F Bonds of such maturity to be redeemed, and in the case of any Series 2020F  
10 Bonds to be redeemed in part only, the respective portions of the principal amount to be  
11 redeemed; (d) state the CUSIP number, if any, of each Series 2020F Bond to be redeemed;  
12 (e) require that such Series 2020F Bonds be surrendered by the owners at the office of the  
13 City Treasurer or his or her agent; and (f) give notice that interest on such Series 2020F Bond  
14 or portion of Series 2020F Bond to be redeemed will cease to accrue after the Redemption  
15 Date. Notice of optional redemption may be conditional upon receipt of funds or other event  
16 specified in the notice of redemption as provided in subsection (j) of this Section 8.

17           The actual receipt by the owner of any Series 2020F Bond of notice of such  
18 redemption shall not be a condition precedent to redemption, and failure to receive such  
19 notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings  
20 for the redemption of such Series 2020F Bonds or the cessation of accrual of interest on such  
21 Series 2020F Bonds on the Redemption Date.

22           Notice of redemption also shall be given, or caused to be given by the City Treasurer,  
23 by (i) registered or certified mail, postage prepaid, (ii) confirmed facsimile transmission, (iii)  
24 overnight delivery service, or (iv) to the extent acceptable to the intended recipient, email or  
25 similar electronic means, to (a) all organizations registered with the Securities and Exchange

1 Commission as securities depositories and (b) such other services or organizations as may  
2 be required in accordance with the Continuing Disclosure Certificate described in Section 19.

3 The notice or notices required for redemption shall be given by the City Treasurer or  
4 any agent appointed by the City. A certificate of the City Treasurer or such other appointed  
5 agent of the City that notice of redemption has been given to the owner of any Series 2020F  
6 Bond to be redeemed in accordance with this Resolution shall be conclusive against all  
7 parties.

8 (h) Series 2020F Redemption Account. At the time the Director of Public Finance  
9 determines to optionally call and redeem any of the Series 2020F Bonds, the Controller or his  
10 or her agent shall establish a redemption account to be described or known as the “ General  
11 Obligation Bonds, Taxable Series 2020F Redemption Account” (the “Series 2020F  
12 Redemption Account”), and prior to or on the Redemption Date there must be set aside in the  
13 Series 2020F Redemption Account moneys available for the purpose and sufficient to  
14 redeem, as provided in this Resolution, the Series 2020F Bonds designated in said notice of  
15 redemption, subject to the provisions of subsection (j) of this Section. Said moneys must be  
16 set aside in the Series 2020F Redemption Account solely for the purpose of, and shall be  
17 applied on or after the Redemption Date to, payment of the redemption price of the Series  
18 2020F Bonds to be redeemed upon presentation and surrender of such Series 2020F Bonds.  
19 Any interest due on or prior to the Redemption Date may be paid from the Series 2020F Bond  
20 Subaccount as provided in Section 9 or from the Series 2020F Redemption Account. Moneys  
21 held from time to time in the Series 2020F Redemption Account shall be invested by the City  
22 Treasurer pursuant to the City’s policies and guidelines for investment of moneys in the  
23 General Fund of the City. If, after all of the Series 2020F Bonds have been redeemed and  
24 canceled or paid and canceled, there are moneys remaining in the Series 2020F Redemption  
25 Account, said moneys shall be transferred to the General Fund of the City or to such other

1 fund or account as required by applicable law; provided, that if said moneys are part of the  
2 proceeds of refunding bonds, said moneys shall be transferred pursuant to the resolution  
3 authorizing such refunding bonds.

4 (i) Effect of Redemption. When notice of optional redemption has been given  
5 substantially as provided in this Resolution, and when the amount necessary for the  
6 redemption of the Series 2020F Bonds called for redemption (principal, premium, if any, and  
7 accrued interest to such Redemption Date) is set aside for that purpose in the Series 2020F  
8 Redemption Account or the Series 2020F Bond Subaccount, the Series 2020F Bonds  
9 designated for redemption shall become due and payable on the Redemption Date, and upon  
10 presentation and surrender of said Series 2020F Bonds at the place specified in the notice of  
11 redemption, such Series 2020F Bonds shall be redeemed and paid at said redemption price  
12 out of said Series 2020F Redemption Account. No interest will accrue on such Series 2020F  
13 Bonds called for redemption after the Redemption Date and the registered owners of such  
14 Series 2020F Bonds shall look for payment of such Series 2020F Bonds only to the Series  
15 2020F Redemption Account. All Series 2020F Bonds redeemed shall be canceled  
16 immediately by the City Treasurer and shall not be reissued.

17 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice of  
18 optional redemption given as provided in Section 8(g) may provide that such redemption is  
19 conditioned upon: (i) deposit in the Series 2020F Redemption Account of sufficient moneys to  
20 redeem the Series 2020F Bonds called for optional redemption on the anticipated  
21 Redemption Date, or (ii) the occurrence of any other event specified in the notice of  
22 redemption. If conditional notice of redemption has been given substantially as provided in  
23 this subsection (j), and on the scheduled Redemption Date (i) sufficient moneys to redeem the  
24 Series 2020F Bonds called for optional redemption on the Redemption Date have not been  
25 deposited in the Series 2020F Redemption Account, or (ii) any other event specified in the

1 notice of redemption as a condition to the redemption has not occurred, then the Series  
2 2020F Bonds for which conditional notice of redemption was given shall not be redeemed on  
3 the anticipated Redemption Date and shall remain Outstanding for all purposes of this  
4 Resolution, and the redemption not occurring shall not constitute a default under this  
5 Resolution or the Authorizing Resolution.

6 The City may rescind any optional redemption and notice of it for any reason on any  
7 date prior to any Redemption Date by causing written notice of the rescission to be given to  
8 the owners of all Series 2020F Bonds so called for redemption. Notice of any such rescission  
9 of redemption shall be given in the same manner notice of redemption was originally given.  
10 The actual receipt by the owner of any Series 2020F Bond of notice of such rescission shall  
11 not be a condition precedent to rescission, and failure to receive such notice or any defect in  
12 such notice so mailed shall not affect the validity of the rescission.

13 Section 9. Series 2020F Bond Subaccount. There is established with the City  
14 Treasurer a special subaccount in the General Obligations Bonds (Prop A, 1992/Prop C,  
15 2016) Bond Account (the "Bond Account") created pursuant to the Authorizing Resolution to  
16 be designated as the "Taxable General Obligation Bonds, Series 2020F Bond Subaccount"  
17 (the "Series 2020F Bond Subaccount"), to be held separate and apart from all other accounts  
18 of the City. All interest earned on amounts on deposit in the Series 2020F Bond Subaccount  
19 shall be retained in the Series 2020F Bond Subaccount.

20 Amounts deposited in the Series 2020F Bond Subaccount pursuant to clause (a) of  
21 Section 17 hereof, representing capitalized interest on the Bonds, shall be used to make  
22 interest payments on the Bonds through and including December 15, 2020, or such other date  
23 as may be provided in the Official Statement.

24 On or prior to the date on which any payment of principal of or interest on the Series  
25 2020F Bonds is due, including any Series 2020F Bonds subject to mandatory redemption on

1 said date, the City Treasurer shall allocate to and deposit in the Series 2020F Bond  
2 Subaccount, *first* from amounts held in the Program Revenues Subaccount of the Bond  
3 Account, until such subaccount is exhausted, and *second*, from amounts held in the Tax  
4 Revenues Subaccount of the Bond Account , an aggregate amount which, when added to any  
5 available moneys contained in the Series 2020F Bond Subaccount, is sufficient to pay  
6 principal of and interest on the Series 2020F Bonds on such date.

7 On or prior to the date on which any Series 2020F 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 2020F 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 2020F Redemption Account, is sufficient to pay principal,  
12 interest and premium, if any, with respect to such Series 2020F Bonds on such date. The  
13 City Treasurer may make such other provision for the payment of principal and interest and  
14 any redemption premium on the Series 2020F Bonds as is necessary or convenient to permit  
15 the optional redemption of the Series 2020F Bonds.

16 Amounts in the Series 2020F 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 2020F Bond Subaccount with other  
19 City moneys or (ii) deposit amounts credited to the Series 2020F Bond Subaccount into a  
20 separate fund or funds for investment purposes only; provided, that all of the moneys held in  
21 the Series 2020F Bond Subaccount shall be accounted for separately notwithstanding any  
22 such commingling or separate deposit by the City Treasurer.

23 Section 10. Series 2020F Project Subaccount. There is established with the City  
24 Treasurer a special subaccount in the General Obligation Bonds (Prop A, 1992/Prop C, 2016)  
25 Project Account (the "Project Account") created pursuant to the Authorizing Resolution to be

1 designated the “Taxable General Obligation Bonds, Series 2020F Project Subaccount” (the  
2 “Series 2020F Project Subaccount”), to be held separate and apart from all other accounts of  
3 the City. All interest earned on amounts on deposit in the Series 2020F Project Subaccount  
4 shall be retained in the Series 2020F Project Subaccount. Amounts in the Series 2020F  
5 Project 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 2020F 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 2020F Project Subaccount with other  
11 City moneys or (ii) deposit amounts credited to the Series 2020F Project Subaccount into a  
12 separate fund or funds for investment purposes only; provided, that all of the moneys held in  
13 the Series 2020F 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 2020F Bonds, on behalf of the City, the costs of issuance associated with the Series  
17 2020F Bonds. Costs of issuance of the Series 2020F 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 2020F 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 2020F Bonds and payments and redemption notices to owners of the



1 Series 2020F 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 2020F 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 2020F 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 2020F 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 2020F Bonds; (v) any consent given or other action  
11 taken by such securities depository as the owner of Series 2020F Bonds; or (vi) any other  
12 matter.

13 The Depository Trust Company (“DTC”) is appointed as depository for the Series  
14 2020F Bonds. The Series 2020F Bonds shall be initially issued in book-entry form. Upon  
15 initial issuance, the ownership of each Series 2020F Bond shall be registered in the bond  
16 register in the name of Cede & Co., as nominee of DTC. So long as each Series 2020F Bond  
17 is registered in book-entry form, each Series 2020F 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 2020F 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 2020F  
4 Bonds may be provided for prior to such Series 2020F 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), in a separate  
7 account not commingled with other moneys or securities held by the Treasurer or such  
8 escrow agent:

9 (a) An amount of cash equal to the principal amount of all of such Series 2020F  
10 Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the case  
11 of Series 2020F Bonds which are to be redeemed prior to such Series 2020F Bonds'  
12 respective stated maturities and in respect of which notice of such redemption shall have  
13 been given as provided in Section 8 hereof or an irrevocable election to give such notice shall  
14 have been made by the City, the amount to be deposited shall be the principal amount  
15 thereof, all unpaid interest thereon to the Redemption Date, and any premium due on such  
16 Redemption Date; or

17 (b) Defeasance Securities (as herein defined) not subject to call, except as provided  
18 below in the definition thereof, maturing and paying interest at such times and in such  
19 amounts; together with interest earnings and cash, if required, as will, without reinvestment,  
20 as certified by an independent certified public accountant, be fully sufficient to pay the  
21 principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be,  
22 and any premium due on the Series 2020F Bonds to be paid or redeemed, as such principal  
23 and interest come due; provided, that, in the case of the Series 2020F Bonds which are to be  
24 redeemed prior to maturity, notice of such redemption shall be given as provided in Section 8  
25 hereof or an irrevocable election to give such notice shall have been made by the City; then,

1 all obligations of the City with respect to said outstanding Series 2020F Bonds shall cease  
2 and terminate, except only the obligation of the City to pay or cause to be paid from the funds  
3 deposited pursuant to paragraphs (a) or (b) of this Section 12, to the owners of said Series  
4 2020F Bonds all sums due with respect thereto; and provided further, that the City shall have  
5 received an opinion of nationally recognized bond counsel, that provision for the payment of  
6 said Series 2020F Bonds has been made in accordance with this Section 12.

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

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

1 For purposes of this Section 12, "United States Obligations" means (i) direct and  
2 general obligations of the United States of America, or obligations that are unconditionally  
3 guaranteed as to principal and interest by the United States of America, including without  
4 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds that  
5 have been stripped by request to the Federal Reserve Bank of New York in book-entry form  
6 or (ii) any security issued by an agency or instrumentality of the United States of America that  
7 is selected by the Director of Public Finance that results in the escrow fund being rated by any  
8 two Rating Agencies, at the time of the initial deposit to the escrow fund and upon any  
9 substitution or subsequent deposit to the escrow fund, not lower than the rating then  
10 maintained by the respective Rating Agency on United States Obligations described in clause  
11 (i) above.

12 For purposes of this Section 12, "Rating Agencies" means Moody's Investors Service,  
13 Inc., Fitch Ratings, and S&P Global Ratings, or any other nationally recognized bond rating  
14 agency that is the successor to any of the foregoing rating agencies or that is otherwise  
15 established after the date hereof.

16 Section 13. Sale of Series 2020F Bonds by Competitive or Negotiated Sale. The  
17 Board of Supervisors authorizes the sale of the Series 2020F Bonds by solicitation of  
18 competitive bids or by negotiated sale to one or more underwriters to be appointed in  
19 accordance with City policies, as so determined by the Director of Public Finance pursuant to  
20 Section 16.

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

22 (a) Official Notice of Sale. The form of proposed Official Notice of Sale ("Official  
23 Notice of Sale") inviting bids for the Series 2020F Bonds submitted to the Board of  
24 Supervisors is approved and adopted as the Official Notice of Sale inviting bids for the Series  
25 2020F Bonds, with such changes, additions and modifications as may be made in accordance

1 with Section 20. The Director of Public Finance is authorized and directed to cause to be  
2 mailed or otherwise circulated to prospective bidders for the Series 2020F Bonds copies of  
3 the Official Notice of Sale, subject to such corrections, revisions or additions as may be  
4 acceptable to the Director of Public Finance.

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

7 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any  
8 and all bids received for any reason. The Controller is authorized to award the Series 2020F  
9 Bonds to the responsible bidder whose bid (a) is timely received and conforms to the Official  
10 Notice of Sale, except to the extent informalities and irregularities are waived by the City as  
11 permitted by the Official Notice of Sale, and (b) represents the lowest true interest cost to the  
12 City in accordance with the procedures described in the Official Notice of Sale. The award, if  
13 made, shall be set forth in a certificate signed by the Controller setting forth the terms of the  
14 Series 2020F Bonds and the original purchasers (the "Bond Award"). The Controller shall  
15 provide a copy of the Bond Award as soon as practicable to the Clerk of the Board of  
16 Supervisors and the Director of Public Finance; provided, that failure to provide such copy  
17 shall not affect the validity of the Bond Award.

18 Section 15. Publication of Notice of Intention to Sell Bonds. The form of proposed  
19 Notice of Intention to Sell the Series 2020F Bonds (the "Notice of Intention to Sell Bonds")  
20 submitted to the Board of Supervisors is approved and adopted as the Notice of Intention to  
21 Sell the Series 2020F Bonds, and the Director of Public Finance is authorized and directed to  
22 cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions  
23 as may be made in accordance with Section 20, to be published once in *The Bond Buyer* or  
24 another financial publication generally circulated throughout the State of California.

1           Section 16. Authorization of Negotiated Sale; Authorization to Select Underwriters;  
2 Form of Bond Purchase Contract Approval. The Controller, in consultation with the Director of  
3 Public Finance, is hereby authorized to conduct the sale of the Series 2020F Bonds by  
4 negotiated sale pursuant to one or more Bond Purchase Contracts (each, a “Bond Purchase  
5 Contract”), each by and between the City and the underwriter(s) named therein (the  
6 “Underwriters”), if the Controller determines that such manner of sale is in the best financial  
7 interest of the City, such determination to be conclusively evidenced by the execution and  
8 delivery of such Bond Purchase Contract as hereinafter approved. The form of such Bond  
9 Purchase Contract as presented to this Board of Supervisors, a copy of which is on file with  
10 the Clerk of the Board, is hereby approved. The Controller or the Director of Public Finance is  
11 hereby authorized to execute such Bond Purchase Contract with such changes, additions and  
12 modifications as the Controller or the Director of Public Finance may make or approve in  
13 accordance with Section 20 hereof; provided however, that the Underwriters’ discount under  
14 any such Bond Purchase Contract shall not exceed 0.40% of the principal amount of the  
15 Series 2020F Bonds.

16           In order to facilitate the sale of the Series 2020F Bonds by negotiated sale, the  
17 Controller or the Director of Public Finance is hereby authorized and directed to appoint one  
18 or more financial institutions to act as underwriter for the Series 2020F Bonds in accordance  
19 with City policies and procedures, including, but not limited to, the City’s policy to provide  
20 locally disadvantaged minority business enterprises and women enterprises an equal  
21 opportunity to participate in the performance of all City contracts.

22           For purposes of California Government Code Section 53508.9, the Board hereby finds  
23 the following to be true and correct: (1) a negotiated sale of the Series 2020F Bonds would  
24 be in the best financial interest of the City because the City will be able to obtain market and  
25 structuring advice from the underwriters and flexibility as to timing of sale and ability to

1 premarket bonds; (2) the co-bond counsel to the City with respect to the Series 2020F Bonds  
2 shall be Jones Hall, A Professional Law Corporation, and Curls Bartling PC; (3) the  
3 underwriters with respect to a negotiated sale of the Series 2020F Bonds shall be UBS  
4 Financial Services Inc., RBC Capital Markets, LLC, and Blaylock Van, LLC; (4) the municipal  
5 advisor with respect to the Series 2020F Bonds shall be Del Rio Advisors, LLC; and (5) the  
6 estimated costs of issuance of the Bonds shall be as set forth in the Staff Report.

7 Section 17. Disposition of Proceeds of Sale. The proceeds of sale of the Series  
8 2020F Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,  
9 shall be deposited into the Series 2020F Bond Subaccount; (b) premium, if any, shall be  
10 deposited into the Series 2020F Bond Subaccount; (c) amounts required to pay interest on  
11 the Series 2020F Bonds, if any, for a limited period (as may be set forth in the Official  
12 Statement), shall be deposited into the Series 2020F Bond Subaccount, and (d) remaining  
13 proceeds of sale shall be deposited into the Series 2020F Project Subaccount.

14 Section 18. Official Statement. The form of proposed Preliminary Official Statement  
15 describing the Series 2020F Bonds (the "Preliminary Official Statement") submitted to the  
16 Board of Supervisors is approved and adopted as the Preliminary Official Statement  
17 describing the Series 2020F Bonds, with such additions, corrections and revisions as may be  
18 determined to be necessary or desirable made in accordance with Section 20. The Controller  
19 is authorized to cause the distribution of a Preliminary Official Statement deemed final for  
20 purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the  
21 Securities Exchange Act of 1934, as amended (the "Rule"), and to sign a certificate to that  
22 effect. The Director of Public Finance is authorized and directed to cause to be printed and  
23 mailed or electronically distributed to prospective bidders for the Series 2020F Bonds the  
24 Preliminary Official Statement in substantially the form of the Preliminary Official Statement  
25 approved and adopted by this Resolution, as completed, supplemented, corrected or revised.

1 The Controller is authorized and directed to approve, execute, and deliver the final Official  
2 Statement with respect to the Series 2020F Bonds (the “Official Statement”), which shall be in  
3 the form of the Preliminary Official Statement, with such additions, corrections and revisions  
4 as may be determined to be necessary or desirable made in accordance with Section 20 and  
5 as are permitted under the Rule. The Director of Public Finance is authorized and directed to  
6 cause to be printed and mailed or electronically distributed the Official Statement to all actual  
7 initial purchasers of the Series 2020F Bonds.

8 Section 19. Continuing Disclosure Certificate. The form of Continuing Disclosure  
9 Certificate (the “Continuing Disclosure Certificate”), to be signed by the City to permit the  
10 original purchasers of the Series 2020F Bonds to comply with the Rule, submitted to the  
11 Board of Supervisors is approved and adopted as the Continuing Disclosure Certificate, with  
12 such additions, corrections and revisions as may be determined to be necessary or desirable  
13 made in accordance with Section 20. The Controller is authorized and directed to execute the  
14 Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure  
15 Certificate to the original purchasers of the Series 2020F Bonds.

16 Section 20. Modification to Documents. Any City official authorized by this Resolution  
17 to execute any document is further authorized, in consultation with the City Attorney and co-  
18 bond counsel, to approve and make such changes, additions, amendments or modifications  
19 to the document or documents such official is authorized to execute as may be necessary or  
20 advisable (provided, that such changes, additions, amendments or modifications shall not  
21 authorize an aggregate principal amount of Series 2020F Bonds in excess of \$102,580,000 or  
22 conflict with the provisions of Section 4). The approval of any change, addition, amendment  
23 or modification to any of the aforementioned documents shall be evidenced conclusively by  
24 the execution and delivery of the document in question.



1           Section 21. Ratification. All actions previously taken by officials, employees and  
2 agents of the City with respect to the sale and issuance of the Series 2020F Bonds,  
3 consistent with any documents presented and this Resolution, are approved, confirmed and  
4 ratified.

5           Section 22. Relationship to Authorizing Resolution. In the event of any conflict  
6 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall  
7 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing  
8 Resolution, the City is not obligated to transfer money from the General Fund of the City to  
9 the Bond Account to pay the principal of or interest on the Series 2020F Bonds.

10          Section 23. Accountability Reports. The Series 2020F Bonds are subject to  
11 accountability requirements under the City's Administrative Code and the 2016 Bond  
12 Ordinance. The deadline for submission of the Accountability report(s) under Administrative  
13 Code, Sections 2.71(a) and 2.71(b) are hereby waived with respect to the Series 2020F  
14 Bonds. Accountability report(s) with respect to the Series 2020F Bonds shall be submitted in  
15 all other respects in the manner required by the Administrative Code and the 2016 Bond  
16 Ordinance.

17          Section 24. Citizens' Oversight Committee. The Series 2020F Bonds are subject to,  
18 and incorporate by reference, the applicable provisions of the San Francisco Administrative  
19 Code, Sections 5.30-5.36 (the "Citizens' General Obligation Bond Oversight Committee"),  
20 and, to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of  
21 the Series 2020F Bonds shall be deposited into a fund established by the Controller's Office  
22 and appropriated by the Board of Supervisors at the direction of the Citizens' General  
23 Obligation Bond Oversight Committee to cover the costs of such committee.

24          Section 25. CEQA Determination. The Board of Supervisors hereby reaffirms and  
25 incorporates by reference the CEQA findings and determinations set forth in the 2016 Bond

1 Ordinance as if set forth in full herein. The use of bond proceeds to finance any project or  
2 portion of any project with Bond proceeds will be subject, as necessary, to approval of the  
3 Board of Supervisors upon completion of any planning and any further required environmental  
4 review under CEQA for the individual facilities and projects.

5 Section 26. General Authority. The Clerk of the Board of Supervisors, the Mayor, the  
6 City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each  
7 authorized and directed in the name and on behalf of the City to take any and all steps and to  
8 issue, deliver or enter into any and all certificates, requisitions, agreements, notices,  
9 consents, and other documents as may be necessary to give effect to the provisions of this  
10 Resolution, including but not limited to letters of representations to any depository or  
11 depositories, which they or any of them might deem necessary or appropriate in order to  
12 consummate the lawful issuance, sale and delivery of the Series 2020F Bonds. Any such  
13 actions are solely intended to further the purposes of this Resolution, and are subject in all  
14 respects to the terms of this Resolution. No such actions shall increase the risk to the City or  
15 require the City to spend any resources not otherwise granted herein. Final versions of any  
16 such documents shall be provided to the Clerk of the Board of Supervisors for inclusion in the  
17 official file within 30 days (or as soon thereafter as final documents are available) of execution  
18 by all parties.

19  
20 APPROVED AS TO FORM:  
DENNIS J. HERRERA, City Attorney

21  
22 By: /s/ Kenneth D. Roux  
KENNETH D. ROUX  
23 Deputy City Attorney

24 n:\finan\las2020\2100035\01479204.docx

1 **Exhibit A**

2 Unless this bond is presented by an authorized representative of The Depository Trust  
3 Company, a New York corporation (“DTC”), to City or its agent for registration of transfer,  
4 exchange, or payment, and any bond issued is registered in the name of Cede & Co. or in such  
5 other name as is requested by an authorized representative of DTC (and any payment is made  
6 to Cede & Co. or to such other entity as is requested by an authorized representative of DTC),  
7 ANY TRANSFER, PLEDGE, OR OTHER USE OF THIS BOND FOR VALUE OR OTHERWISE  
8 BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede &  
9 Co., has an interest herein.

7 Number R-\_\_\_ UNITED STATES OF AMERICA Amount \$\_\_\_\_\_  
8 STATE OF CALIFORNIA

9 CITY AND COUNTY OF SAN FRANCISCO  
10 TAXABLE GENERAL OBLIGATION BONDS  
11 (AFFORDABLE HOUSING, 2016 – PRESERVATION AND SEISMIC SAFETY),  
12 SERIES 2020F

12 Interest Rate      Maturity Date      Dated      CUSIP Number  
13 \_\_\_\_\_%      June 15, 20\_\_      \_\_\_\_\_, 20\_\_      \_\_\_\_\_

14 REGISTERED OWNER: Cede & Co.

15 PRINCIPAL AMOUNT: \_\_\_\_\_ Dollars

17 The City and County of San Francisco, State of California (the “**City**”), acknowledges  
18 itself indebted to and promises to pay to the Registered Owner specified above or registered  
19 assigns, on the Maturity Date specified above, the Principal Amount of this bond specified  
20 above in lawful money of the United States of America, and to pay interest on the Principal  
21 Amount in like lawful money from the interest payment date next preceding the date of  
22 authentication of this bond (unless this bond is authenticated during the period from the last  
23 day of the month next preceding any interest payment date (the “**Record Date**”) to such  
24 interest payment date, inclusive, in which event it shall bear from such interest payment date,  
25 or unless this bond is authenticated on or before the Record Date preceding the first interest

1 payment date, in which event it shall bear interest from its dated date) until payment of such  
2 Principal Amount, at the Interest Rate per year specified above calculated on the basis of a  
3 360-day year comprised of twelve 30-day months, payable semiannually on June 15 and  
4 December 15 in each year, commencing June 15, 2021; *provided*, that if any interest payment  
5 date occurs on a day that banks in California or New York are closed for business or the New  
6 York Stock Exchange is closed for business, then such payment shall be made on the next  
7 succeeding day that banks in both California and New York are open for business and the  
8 New York Stock Exchange is open for business (a “**Business Day**”). The principal of this  
9 bond is payable to the Registered Owner of this bond upon the surrender of this bond at the  
10 office of the Treasurer of the City (the “**City Treasurer**”). The interest on this bond is payable  
11 to the person whose name appears on the bond registration books of the City Treasurer as  
12 the Registered Owner of this bond as of the close of business on the Record Date  
13 immediately preceding an interest payment date, whether or not such day is a Business Day,  
14 such interest to be paid by check mailed on the interest payment date to such Registered  
15 Owner at the owner’s address as it appears on such registration books; *provided*, that the  
16 Registered Owner of bonds in an aggregate principal amount of at least \$1,000,000 may  
17 submit a written request to the City Treasurer on or before the Record Date preceding any  
18 interest payment date for payment of interest by wire transfer to a commercial bank located in  
19 the United States of America.

20 This bond is one of a duly authorized issue of bonds (the “**Bonds**”) of like tenor (except  
21 for such variations, if any, as may be required to designate varying numbers, denominations,  
22 interest rates and maturities), in the aggregate principal amount of \$\_\_\_\_\_, which is  
23 part of a bond authorization in the aggregate original principal amount of \$260,684,550  
24 authorized by the affirmative votes of more than two-thirds of the voters voting at a special  
25 election duly and legally called, held and conducted in the City on November 8, 2016 and is

1 issued and sold by the City pursuant to and in strict conformity with the provisions of the  
2 Constitution and laws of the State of California, the Charter of the City and two resolutions  
3 adopted by the Board of Supervisors of the City (the “**Board of Supervisors**”) on \_\_\_\_\_  
4 \_\_, 2020 (collectively, [together with the related Certificate of Award,] the “**Resolutions**”).

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

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

17 The City Treasurer will not be required to exchange or register the transfer of this bond  
18 during the period (a) from the Record Date for an interest payment date to the opening of  
19 business on such interest payment date or (b) after notice of redemption of this bond or any  
20 portion of this bond has been mailed.

21 Bonds maturing on and before June 15, 20\_\_, are not redeemable prior to their  
22 maturity.

23 Bonds maturing on and after June 15, 20\_\_, are subject to optional redemption from  
24 any available funds, in whole or in part, on any date on or after \_\_\_\_\_ 15, 20\_\_, at a price  
25 equal to their principal amount plus in each case accrued interest to the date of redemption,

1 without redemption premium. If less than all of the outstanding Bonds are to be redeemed,  
2 they may be redeemed in any order of maturity as determined by the City. If less than all of  
3 the outstanding Bonds of a maturity are to be redeemed, the Bonds or portions of Bonds of  
4 such maturity to be redeemed shall be selected by the City Treasurer, in authorized  
5 denominations of \$5,000 or integral multiples of that amount, from among Bonds of that  
6 maturity not previously called for redemption, by lot, in any manner which the City Treasurer  
7 deems fair.

8 Bonds maturing on June 15, 20\_\_, are subject to mandatory sinking fund redemption  
9 on June 15 of each of the years 20\_\_ through 20\_\_, inclusive, and at maturity in the  
10 respective amounts provided in the Resolutions.

11 Bonds maturing on June 15, 20\_\_, are subject to mandatory sinking fund redemption  
12 on June 15 of each of the years 20\_\_ through 20\_\_, inclusive, and at maturity in the  
13 respective amounts provided in the Resolutions.

14 Notice of the redemption of Bonds which by their terms shall have become subject to  
15 redemption shall be given or caused to be given to the registered owner of each bond or  
16 portion of a bond called for redemption not less than 20 or more than 60 days before any date  
17 established for redemption of Bonds, by the City Treasurer on behalf of the City, first class  
18 mail, postage prepaid, sent to the registered owner's last address, if any, appearing on the  
19 registration books kept by the City Treasurer. Official notices of redemption will contain the  
20 information specified in the Resolutions.

21 On or prior to any Redemption Date, the City is required to deposit an amount of  
22 money sufficient to pay the redemption price of all of the Bonds or portions of Bonds which  
23 are to be redeemed on that date or, in the case of optional redemptions only, the optional  
24 redemption and notice of it will be rescinded and the City's failure to deposit such amount will  
25 not be a default. In addition, the City may at its option rescind any optional redemption and

1 notice of it for any reason on any date prior to the applicable Redemption Date. Notice of  
2 rescission of an optional redemption shall be given in the same manner as notice of  
3 redemption was originally given,

4 Official notice of redemption having been given as aforesaid, the Bonds or portions of  
5 Bonds so to be redeemed shall, on the Redemption Date, become due and payable at the  
6 redemption price therein specified, and from and after such date (unless such redemption and  
7 notice of it shall have been rescinded or unless the City shall default in the payment of the  
8 redemption price), such Bonds or portions of Bonds shall cease to bear interest. Neither the  
9 failure to mail such redemption notice, nor any defect in any notice so mailed, to any particular  
10 registered owner, shall affect the sufficiency of such notice with respect to other Bonds.

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

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

17 The City Treasurer may appoint agents to serve as bond registrar or paying agent, as  
18 provided in the Resolutions.

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

1 the taxable property of the City without limitation as to rate or amount as provided in the  
2 Resolutions and applicable law.

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

6 IN WITNESS WHEREOF the Board of Supervisors has caused this bond to be  
7 executed by the Mayor of the City and to be countersigned by the Clerk of the Board of  
8 Supervisors, all as of \_\_\_\_\_, 20\_\_.

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\_\_\_\_\_  
Mayor of the City and  
County of San Francisco

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Countersigned:

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\_\_\_\_\_  
Clerk of the Board of Supervisors

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1 CERTIFICATE OF REGISTRATION AND AUTHENTICATION

2 This is one of the bonds described in the within-mentioned Resolutions, which has  
3 been authenticated on the date set forth below.

4 Date of Authentication: \_\_\_\_\_  
5  
6

7 \_\_\_\_\_  
8 Treasurer of the  
9 City and County of San Francisco  
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