

1 [Sale of General Obligation Bonds - Clean and Safe Neighborhood Parks Bonds - Not to
2 Exceed \$3,100,000]

3 **Resolution authorizing and directing the sale of not to exceed \$3,100,000 aggregate**
4 **principal amount of City and County of San Francisco General Obligation Bonds (Clean**
5 **and Safe Neighborhood Parks Bonds, 2012), Series 2019C; prescribing the form and**
6 **terms of said bonds; authorizing the execution, authentication, and registration of said**
7 **bonds; providing for the appointment of depositories and other agents for said bonds;**
8 **providing for the establishment of accounts related to said bonds; providing for the**
9 **manner of sale of said bonds by competitive or negotiated sale; approving the forms of**
10 **Official Notice of Sale and Notice of Intention to Sell Bonds; directing the publication of**
11 **the Notice of Intention to Sell Bonds; approving the form of the Preliminary Official**
12 **Statement and the form and execution of the Official Statement relating to the sale of**
13 **said Bonds; approving the form of the Continuing Disclosure Certificate; authorizing**
14 **and approving modifications to documents; declaring the City's official intent to**
15 **reimburse certain expenditures; waiving the deadline for submission of Bond**
16 **Accountability Reports; adopting findings under the California Environmental Quality**
17 **Act (CEQA), CEQA Guidelines, and Chapter 31 of the Administrative Code; ratifying**
18 **certain actions previously taken, as defined herein; and granting general authority to**
19 **City officials to take necessary actions in connection with the authorization, issuance,**
20 **sale, and delivery of said bonds, as defined herein.**

21
22 WHEREAS, By Ordinance No. 161-12, finally adopted by the Board of Supervisors
23 ("Board of Supervisors") of the City and County of San Francisco ("City") on July 17, 2012,
24 and signed by the Mayor of the City ("Mayor") on July 24, 2012, ("Bond Election Ordinance"),
25 the Board of Supervisors duly called a special election to be held on November 6, 2012,

1 (“Bond Election”), for the purpose of submitting to the electors of the City a proposition to incur
2 bonded indebtedness in the amount of \$195,000,000 to finance the construction,
3 reconstruction, renovation, demolition, environmental remediation and/or improvement of
4 park, open space, and recreation facilities located in the City and under the jurisdiction of the
5 Recreation and Parks Commission or under the jurisdiction of the Port Commission and all
6 other structures, improvements, and related costs necessary or convenient for the foregoing
7 purposes and paying all other costs necessary and convenient for effectuating those purposes
8 (“Project”), and such proposition was approved by not less than a two-thirds vote of the
9 qualified electors of the City voting on such proposition; and

10 WHEREAS, By Resolution No. 156-13 (“Authorizing Resolution”), adopted by the
11 Board of Supervisors on May 21, 2013, and signed by the Mayor on May 28, 2013, the City
12 authorized the issuance of its General Obligation Bonds (Clean and Safe Neighborhood Parks
13 Bonds, 2012) (“Bonds”) in an aggregate principal amount not to exceed \$195,000,000; and

14 WHEREAS, By Resolution No. 157-13, adopted by the Board of Supervisors on May
15 21, 2013, and signed by the Mayor on May 28, 2013, the City authorized the sale of an initial
16 series of the Bonds (“Series 2013A Bonds”), which Series 2013A Bonds were issued in the
17 principal amount of \$71,970,000; and

18 WHEREAS, By Resolution No. 408-15, adopted by the Board of Supervisors on
19 October 27, 2015, and signed by the Mayor on November 4, 2015, the City authorized the
20 sale of a second series of the Bonds (“Series 2016B Bonds”), which Series 2016B Bonds
21 were issued in the principal amount of \$43,220,000; and

22 WHEREAS, by Resolution No. 18-18, adopted by the Board of Supervisors on January
23 23, 2018, and signed by the Mayor on February 1, 2018, the City authorized the sale of a third
24 series of the Bonds (“Series 2018A Bonds”) which Series 2018A Bonds were issued in the
25 principal amount of \$76,710,000; and

1 WHEREAS, It is necessary and desirable to issue a fourth series of the Bonds in an
2 aggregate principal amount not to exceed \$3,100,000 (“Series 2019C Bonds”), to finance a
3 portion of the costs of the Project (as defined in the Authorizing Resolution); and

4 WHEREAS, The Series 2019C Bonds are being issued pursuant to the Authorizing
5 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government
6 Code, the Charter of the City (“Charter”), the Bond Election Ordinance and the Bond Election;
7 and

8 WHEREAS, The City has paid and expects to pay certain expenditures in connection
9 with the Project to be financed by the Series 2019C Bonds prior to the issuance and sale of
10 the Series 2019C Bonds, and the City intends to reimburse itself and to pay third parties for
11 such prior expenditures from the proceeds of the Series 2019C Bonds; and

12 WHEREAS, Section 1.150-2 of the Treasury Regulations promulgated under the
13 Internal Revenue Code of 1986 (“Reimbursement Regulations”) requires the City to declare its
14 reasonable official intent to reimburse prior expenditures with the proceeds of a subsequent
15 borrowing; and

16 WHEREAS, The Reimbursement Regulations require that any reimbursement
17 allocation of proceeds of the Series 2019C Bonds to be made with respect to expenditures
18 incurred prior to the issuance of the Series 2019C Bonds will occur not later than eighteen
19 (18) months after the later of (i) the date on which the expenditure is paid or (ii) the date on
20 which the facilities are placed in service, but in no event later than three (3) years after the
21 expenditure is paid; and

22 WHEREAS, Sections 5.30-5.36, the Citizens' General Obligation Bond Oversight
23 Committee shall conduct an annual review of bond spending and shall provide an annual
24 report on the management of the program to the Mayor and the Board of Supervisors, and, to
25 the extent permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the

1 Series 2019C Bonds shall be deposited in a fund established by the Controller's Office and
2 appropriated by the Board of Supervisors at the direction of the Citizens' General Obligation
3 Bond Oversight Committee to cover the costs of such Committee and its review process; now,
4 therefore be it

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

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

8 Section 2. Conditions Precedent. All conditions, things and acts required by law to
9 exist, to happen and to be performed precedent to and in connection with the issuance of the
10 Series 2019C Bonds exist, have happened and have been performed in due time, form and
11 manner in accordance with applicable law, and the City is now authorized pursuant to the
12 Bond Election, the Charter and applicable law to incur indebtedness in the manner and form
13 provided in this Resolution.

14 Section 3. Documents. The documents herein presented to the Board of Supervisors
15 and on file with the Clerk of the Board of Supervisors ("Clerk of the Board of Supervisors") are
16 contained in File No. .

17 Section 4. Issuance and Sale of Series 2019C Bonds; Determination of Certain Terms;
18 Designation. The Board of Supervisors authorizes the issuance and sale of not to exceed
19 \$3,100,000 in aggregate principal amount of Bonds to be designated as "City and County of
20 San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2012),
21 Series 2019C," for the purposes set forth in the Bond Election Ordinance and Proposition B
22 approved by the voters at the Bond Election.

23 The Director of Public Finance of the City or designee thereof ("Director of Public
24 Finance") is authorized to determine, for the Series 2019C Bonds, the sale date, the interest
25 rates, the definitive principal amount, the maturity dates and the redemption dates, if any, and

1 the terms of any optional or mandatory redemption, if any, subject to the other specific
2 provisions of this Resolution, including the following terms and conditions: (i) the Series
3 2019C Bonds shall not have a true interest cost (as such term is defined in the Official Notice
4 of Sale for the Bonds (“Official Notice of Sale”)) in excess of 12%; and (ii) the Series 2019C
5 Bonds shall not have a final maturity date more than thirty (30) years from the date of
6 issuance. The Director of Public Finance is further authorized to give the Series 2019C Bonds
7 such additional or other series designation, or to modify such series designation, as may be
8 necessary or appropriate to distinguish the Series 2019C Bonds from every other series of
9 Bonds and from other bonds issued by the City.

10 Section 5. Execution, Authentication and Registration of the Series 2019C Bonds.

11 Each of the Series 2019C Bonds shall be in fully registered form without coupons in
12 denominations of \$5,000 or any integral multiple of that amount. The officers of the City are
13 directed to cause the Series 2019C Bonds to be prepared in sufficient quantity for delivery to
14 or for the account of their purchaser and the Controller is directed to cause the blanks in the
15 Series 2019C Bonds to be completed in accordance with the Authorizing Resolution and the
16 Bond Award (as defined in Section 14), to procure their execution by the proper officers of the
17 City (including by facsimile signature if necessary or convenient, except that any signature of
18 the Clerk of the Board of Supervisors shall be by manual signature) and authentication as
19 provided in this Section, and to deliver the Series 2019C Bonds when so executed and
20 authenticated to said purchaser in exchange for their purchase price, all in accordance with
21 the Authorizing Resolution.

22 The Series 2019C Bonds and the certificate of authentication and registration, to be
23 manually executed by the Treasurer of the City or designee thereof (“City Treasurer”), and the
24 form of assignment to appear on the Series 2019C Bonds shall be substantially in the form
25 attached as Exhibit A (a copy of which is on file with the Clerk of the Board of Supervisors and

1 which is declared to be a part of this Resolution as if fully set forth in this Resolution), with
2 necessary or appropriate variations, omissions and insertions as permitted or required by this
3 Resolution.

4 Only Series 2019C Bonds bearing a certificate of authentication and registration
5 executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the
6 benefits of the Authorizing Resolution and this Resolution, and such certificate of the City
7 Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the
8 Series 2019C Bonds so authenticated have been duly authenticated and delivered under, and
9 are entitled to the benefits of, the Authorizing Resolution and this Resolution.

10 The Controller shall assign a distinctive letter, or number, or letter and number to each
11 Series 2019C Bond authenticated and registered by the City Treasurer and shall maintain a
12 record thereof which shall be available for inspection.

13 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at
14 the office of the City Treasurer or at the designated office of any registrar appointed by the
15 City Treasurer, separate and sufficient books for the registration and transfer of Series 2019C
16 Bonds, which books shall at all times be open to inspection, and upon presentation for such
17 purpose, the City Treasurer shall, under such reasonable regulations as he or she may
18 prescribe, register or transfer or cause to be registered or transferred, on said books, Series
19 2019C Bonds as provided in this Resolution. The City and the City Treasurer may treat the
20 registered owner of each Series 2019C Bond as its absolute owner for all purposes, and the
21 City and the City Treasurer shall not be affected by any notice to the contrary.

22 Section 7. Transfer or Exchange of Series 2019C Bonds. Any Series 2019C Bond
23 may, in accordance with its terms, be transferred upon the books required to be kept pursuant
24 to the provisions of Section 6, by the person in whose name it is registered, in person or by
25 the duly authorized attorney of such person in writing, upon surrender of such Series 2019C

1 Bond for cancellation, accompanied by delivery of a duly executed written instrument of
2 transfer in a form approved by the City Treasurer.

3 Any Series 2019C Bond may be exchanged at the office of the City Treasurer for a like
4 aggregate principal amount of other authorized denominations of the same interest rate and
5 maturity.

6 Whenever any Series 2019C Bond shall be surrendered for transfer or exchange, the
7 designated City officials shall execute (as provided in Section 5) and the City Treasurer shall
8 authenticate and deliver a new Series 2019C Bond of the same interest rate and maturity in a
9 like aggregate principal amount. The City Treasurer shall require the payment by any bond
10 owner requesting any such transfer of any tax or other governmental charge required to be
11 paid with respect to such transfer or exchange.

12 No transfer or exchange of Series of 2019C Bonds shall be required to be made by the
13 City Treasurer during the period from the Record Date (as defined in Section 8(b)) next
14 preceding each interest payment date to such interest payment date or after a notice of
15 redemption shall have been mailed with respect to such Series 2019C Bonds.

16 Section 8. Terms of the Series 2019C Bonds; General Redemption Provisions.

17 (a) Date of the Series 2019C Bonds. The Series 2019C Bonds shall be dated the
18 date of their delivery or such other date (“Dated Date”) as is specified in the Bond Award.

19 (b) Payment of the Series 2019C Bonds. The principal of the Series 2019C Bonds
20 shall be payable in lawful money of the United States of America to their Owners upon
21 surrender at maturity or earlier redemption at the office of the City Treasurer. The interest on
22 the Series 2019C Bonds shall be payable in like lawful money to the person whose name
23 appears on the bond registration books of the City Treasurer as the owner as of the close of
24 business on the last day of the month immediately preceding an interest payment date
25 (“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 2019C Bonds, payment of the interest on any Series 2019C 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 2019C 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 2019C 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 2019C Bonds designated by such securities depository by wire
17 transfer of immediately available funds.

18 (c) Interest on the Series 2019C Bonds. The Series 2019C Bonds shall bear
19 interest at rates to be determined upon the sale of the Series 2019C Bonds, calculated on the
20 basis of a 360-day year comprised of twelve 30-day months, payable on June 15, 2020 (or
21 such other date as may be designated in the Bond Award), and semiannually thereafter on
22 June 15 and December 15 of each year. Each Series 2019C Bond shall bear interest from the
23 interest payment date next preceding the date of its authentication unless it is authenticated
24 as of a day during the period from the Record Date next preceding any interest payment date
25 to the interest payment date, inclusive, in which event it shall bear interest from such interest

1 payment date, or unless it is authenticated on or before the first Record Date, in which event it
2 shall bear interest from the Dated Date; provided, that if, at the time of authentication of any
3 Series 2019C Bond, interest is in default on the Series 2019C Bonds, such Series 2019C
4 Bond shall bear interest from the interest payment date to which interest has previously been
5 paid or made available for payment on the Series 2019C Bonds or from the Dated Date if the
6 first interest payment is not made.

7 (d) Optional Redemption. The Series 2019C Bonds may be subject to optional
8 redemption prior to maturity as provided in the Official Notice of Sale or the Bond Award.

9 (e) Mandatory Redemption. The Series 2019C Bonds may be subject to mandatory
10 redemption at par, by lot, in any year in which the purchaser has designated that the principal
11 amount payable with respect to that year shall constitute a mandatory sinking fund payment
12 as permitted by the Official Notice of Sale. Any Series 2019C Bonds subject to mandatory
13 redemption shall be designated as such in the Official Notice of Sale or the Bond Award.

14 The principal of and interest on the Series 2019C Bonds subject to mandatory
15 redemption shall be paid from the Series 2019C Bond Account (as defined in Section 9),
16 pursuant to Section 9. In lieu of any such mandatory redemption for Series 2019C Bonds, at
17 any time prior to the selection of Series 2019C Bonds for mandatory redemption, the City may
18 apply amounts on deposit in the Series 2019C Bond Account to make such payment to the
19 purchase, at public or private sale, of Series 2019C Bonds subject to such mandatory
20 redemption, and when and at such prices not in excess of the principal amount thereof
21 (including sales commission and other charges but excluding accrued interest), as the City
22 may determine.

23 (f) Selection of Series 2019C Bonds for Redemption. Whenever less than all of the
24 outstanding Series 2019C Bonds are called for redemption on any date, the City Treasurer
25 will select the maturities of the Series 2019C Bonds to be redeemed in the sole discretion of

1 the City Treasurer. Whenever less than all of the outstanding Series 2019C Bonds maturing
2 on any one date are called for redemption on any one date, the Director of Public Finance will
3 select the Series 2019C Bonds or portions thereof, in denominations of \$5,000 or any integral
4 multiple thereof, to be redeemed from the outstanding Series 2019C Bonds maturing on such
5 date not previously selected for redemption, by lot, in any manner which the City Treasurer
6 deems fair.

7 If the Series 2019C Bonds to be optionally redeemed are also subject to mandatory
8 redemption, the City Treasurer shall designate the mandatory sinking fund payment or
9 payments (or portions thereof) against which the principal amount of the Series 2019C Bonds
10 optionally redeemed shall be credited.

11 (g) Notice of Redemption. The date on which Series 2019C Bonds that are called
12 for redemption are to be presented for redemption is called the "Redemption Date." The City
13 Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2019C Bonds,
14 postage prepaid, to the respective registered owners at the addresses appearing on the bond
15 registration books not less than twenty (20) nor more than sixty (60) days prior to the
16 Redemption Date. The notice of redemption shall (i) state the Redemption Date; (ii) state the
17 redemption price; (iii) state the maturity dates of the Series 2019C Bonds to be redeemed
18 and, if less than all of any such maturity is called for redemption, the distinctive numbers of
19 the Series 2019C Bonds of such maturity to be redeemed, and in the case of any Series
20 2019C Bonds to be redeemed in part only, the respective portions of the principal amount to
21 be redeemed; (iv) state the CUSIP number, if any, of each Series 2019C Bond to be
22 redeemed; (v) require that such Series 2019C Bonds be surrendered by the owners at the
23 office of the City Treasurer or his or her agent; and (vi) give notice that interest on such Series
24 2019C Bonds or portions of Series 2019C Bonds to be redeemed will cease to accrue after
25 the Redemption Date. Notice of optional redemption may be conditional upon receipt of funds

1 or other event specified in the notice of redemption as provided in subsection (j) of this
2 Section 8.

3 The actual receipt by the owner of any Series 2019C Bond of notice of such
4 redemption shall not be a condition precedent to redemption, and failure to receive such
5 notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings
6 for the redemption of such Series 2019C Bonds or the cessation of accrual of interest on such
7 Series 2019C Bonds on the Redemption Date.

8 Notice of redemption also shall be given, or caused to be given by the City Treasurer,
9 by (i) registered or certified mail, postage prepaid, (ii) confirmed facsimile transmission, (iii)
10 overnight delivery service, or (iv) to the extent acceptable to the intended recipient, email or
11 similar electronic means, to (a) all organizations registered with the Securities and Exchange
12 Commission as securities depositories and (b) such other services or organizations as may be
13 required in accordance with the Continuing Disclosure Certificate described in Section 20.

14 The notice or notices required for redemption shall be given by the City Treasurer or
15 any agent appointed by the City. A certificate of the City Treasurer or such other appointed
16 agent of the City that notice of redemption has been given to the owner of any Series 2019C
17 Bond to be redeemed in accordance with this Resolution shall be conclusive against all
18 parties.

19 (h) Series 2019C Bond Redemption Account. At the time the City Treasurer or the
20 Controller of the City or his or her designee (“Controller”) determines to optionally call and
21 redeem any of the Series 2019C Bonds, the City Treasurer or his or her agent shall establish
22 a redemption account to be described or known as the “General Obligation Bonds, Series
23 2019C Bond Redemption Account” (“Series 2019C Bond Redemption Account”), and prior to
24 or on the Redemption Date there must be set aside in the Series 2019C Bond Redemption
25 Account moneys available for the purpose and sufficient to redeem, as provided in this

1 Resolution, the Series 2019C Bonds designated in said notice of redemption, subject to the
2 provisions of subsection (j) of this Section. Said moneys must be set aside in the Series
3 2019C Bond Redemption Account solely for the purpose of, and shall be applied on or after
4 the Redemption Date to, payment of the redemption price of the Series 2019C Bonds to be
5 redeemed upon presentation and surrender of such Series 2019C Bonds. Any interest due on
6 or prior to the Redemption Date may be paid from the Series 2019C Bond Account as
7 provided in Section 9 or from the Series 2019C Bond Redemption Account. Moneys held from
8 time to time in the Series 2019C Bond Redemption Account shall be invested by the City
9 Treasurer pursuant to the City's policies and guidelines for investment of moneys in the
10 General Fund of the City. If, after all of the Series 2019C Bond have been redeemed and
11 canceled or paid and canceled, there are moneys remaining in the Series 2019C Bond
12 Redemption Account, said moneys shall be transferred to the General Fund of the City or to
13 such other fund or account as required by applicable law; provided, that if said moneys are
14 part of the proceeds of refunding bonds, said moneys shall be transferred pursuant to the
15 resolution authorizing such refunding bonds.

16 (i) Effect of Redemption. When notice of optional redemption has been given
17 substantially as provided in this Resolution, and when the amount necessary for the
18 redemption of the Series 2019C Bonds called for redemption (principal, premium, if any, and
19 accrued interest to such Redemption Date) is set aside for that purpose in the Series 2019C
20 Bond Redemption Account, the Series 2019C Bonds designated for redemption shall become
21 due and payable on the Redemption Date, and upon presentation and surrender of said
22 Series 2019C Bonds at the place specified in the notice of redemption, such Series 2019C
23 Bonds shall be redeemed and paid at said redemption price out of said Series 2019C Bond
24 Redemption Account. No interest will accrue on such Series 2019C Bonds called for
25 redemption after the Redemption Date and the registered owners of such Series 2019C

1 Bonds shall look for payment of such Series 2019C Bonds only to the Series 2019C Bond
2 Redemption Account. All Series 2019C Bonds redeemed shall be canceled immediately by
3 the City Treasurer and shall not be reissued.

4 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice of
5 optional redemption given as provided in Section 8(g) may provide that such redemption is
6 conditioned upon: (i) deposit in the Series 2019C Bond Redemption Account of sufficient
7 moneys to redeem the Series 2019C Bonds called for optional redemption on the anticipated
8 Redemption Date, or (ii) the occurrence of any other event specified in the notice of
9 redemption. If conditional notice of redemption has been given substantially as provided in
10 this subsection (j), and on the scheduled Redemption Date (A) sufficient moneys to redeem
11 the Series 2019C Bonds called for optional redemption on the Redemption Date have not
12 been deposited in the Series 2019C Bond Redemption Account, or (B) any other event
13 specified in the notice of redemption as a condition to the redemption has not occurred, then
14 (y) the Series 2019C Bonds for which conditional notice of redemption was given shall not be
15 redeemed on the anticipated Redemption Date and shall remain Outstanding for all purposes
16 of this Resolution, and (z) the redemption not occurring shall not constitute a default under
17 this Resolution or the Authorizing Resolution.

18 The City may rescind any optional redemption and notice of it for any reason on any
19 date prior to any Redemption Date by causing written notice of the rescission to be given to
20 the owners of all Series 2019C Bonds so called for redemption. Notice of any such rescission
21 of redemption shall be given in the same manner notice of redemption was originally given.
22 The actual receipt by the owner of any Series 2019C Bond of notice of such rescission shall
23 not be a condition precedent to rescission, and failure to receive such notice or any defect in
24 such notice so mailed shall not affect the validity of the rescission.

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1 Section 9. Series 2019C Bond Account. There is established with the City Treasurer a
2 special subaccount in the General Obligation Bonds (Clean and Safe Neighborhood Parks
3 Bonds, 2012) Bond Account (“Bond Account”) created pursuant to the Authorizing Resolution
4 to be designated the “General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds,
5 2012), Series 2019C Bond Subaccount” (“Series 2019C Bond Account”), to be held separate
6 and apart from all other accounts of the City. All interest earned on amounts on deposit in the
7 Series 2019C Bond Account shall be retained in the Series 2019C Bond Account.

8 On or prior to the date on which any payment of principal of or interest on the Series 2019C
9 Bonds is due, including any Series 2019C Bonds subject to mandatory redemption on said
10 date, the City Treasurer shall allocate to and deposit in the Series 2019C Bond Account, from
11 amounts held in the Bond Account, an amount which, when added to any available moneys
12 contained in the Series 2019C Bond Account, is sufficient to pay principal of and interest on
13 the Series 2019C Bonds on such date.

14 On or prior to the date on which any Series 2019C Bonds are to be redeemed at the
15 option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit
16 in the Series 2019C Bond Redemption Account, from amounts held in the Bond Account
17 pursuant to Section 8 of the Authorizing Resolution, an amount which, when added to any
18 available moneys contained in the Series 2019C Bond Redemption Account, is sufficient to
19 pay principal, interest and premium, if any, with respect to such Series 2019C Bonds on such
20 date. The City Treasurer may make such other provision for the payment of principal of and
21 interest and any redemption premium on the Series 2019C Bonds as is necessary or
22 convenient to permit the optional redemption of the Series 2019C Bonds.

23 Amounts in the Series 2019C Bond Account may be invested in any investment of the
24 City in which moneys in the General Fund of the City are invested. The City Treasurer may (i)
25 commingle any of the moneys held in the Series 2019C Bond Account with other City moneys

1 or (ii) deposit amounts credited to the Series 2019C Bond Account into a separate fund or
2 funds for investment purposes only; provided, that all of the moneys held in the Series 2019C
3 Bond Account shall be accounted for separately notwithstanding any such commingling or
4 separate deposit by the City Treasurer.

5 Section 10. Series 2019C Bond Project Account. There is established with the City
6 Treasurer a special subaccount in the General Obligation Bonds (Clean and Safe
7 Neighborhood Parks Bonds, 2012) Project Account (“Project Account”) created pursuant to
8 the Authorizing Resolution to be designated the “General Obligation Bonds (Clean and Safe
9 Neighborhood Parks Bonds, 2012), Series 2019C Bond Project Subaccount” (“Series 2019C
10 Bond Project Account”), to be held separate and apart from all other accounts of the City. All
11 interest earned on amounts on deposit in the Series 2019C Bond Project Account shall be
12 retained in the Series 2019C Bond Project Account. Amounts in the Series 2019C Bond
13 Project Account shall be expended in accordance with the provisions of the Authorizing
14 Resolution for the acquisition, construction or reconstruction of the Project (as defined in the
15 Authorizing Resolution).

16 Amounts in the Series 2019C Bond Project Account may be invested in any investment
17 of 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 2019C Bond Project Account with
19 other City moneys or (ii) deposit amounts credited to the Series 2019C Bond Project Account
20 into a separate fund or funds for investment purposes only; provided, that all of the moneys
21 held in the Series 2019C Bond Project Account (including interest earnings) shall be
22 accounted for separately notwithstanding any such comingling or separate deposit by the City
23 Treasurer.

24 The City Treasurer is authorized to pay or cause to be paid from the proceeds of the
25 Series 2019C Bonds, on behalf of the City, the costs of issuance associated with the Series

1 2019C Bonds. Costs of issuance of the Series 2019C Bonds shall include, without limitation,
2 bond and financial printing expenses, mailing and publication expenses, rating agency fees,
3 the fees and expenses of paying agents, registrars, financial consultants, disclosure counsel
4 and co-bond counsel, and the reimbursement of departmental expenses in connection with
5 the issuance of the Series 2019C Bonds.

6 Section 11. Appointment of Depositories and Other Agents. The City Treasurer is
7 authorized and directed to appoint one or more depositories as he or she may deem desirable
8 and the procedures set forth in Section 6, Section 7 and Section 8 relating to registration of
9 ownership of the Series 2019C Bonds and payments and redemption notices to owners of the
10 Series 2019C Bonds may be modified to comply with the policies and procedures of such
11 depository. The City will not have any responsibility or obligation to any purchaser of a
12 beneficial ownership interest in any Series 2019C Bonds or to any participants in such a
13 depository with respect to (i) the accuracy of any records maintained by such securities
14 depository or any participant therein; (ii) any notice that is permitted or required to be given to
15 the owners of Series 2019C Bonds under this Resolution; (iii) the selection by such securities
16 depository or any participant therein of any person to receive payment in the event of a partial
17 redemption of Series 2019C Bonds; (iv) the payment by such securities depository or any
18 participant therein of any amount with respect to the principal or redemption premium, if any,
19 or interest due with respect to Series 2019C Bonds; (v) any consent given or other action
20 taken by such securities depository as the owner of Series 2019C Bonds; or (vi) any other
21 matter.

22 The Depository Trust Company (“DTC”) is appointed as depository for the Series
23 2019C Bonds. The Series 2019C Bonds shall be initially issued in book-entry form. Upon
24 initial issuance, the ownership of each Series 2019C Bond shall be registered in the bond
25 register in the name of Cede & Co., as nominee of DTC. So long as each Series 2019C Bond

1 is registered in book-entry form, each Series 2019C Bond shall be registered in the name of
2 Cede & Co. or in the name of such successor nominee as may be designated from time to
3 time by DTC or any successor as depository.

4 The City Treasurer is also authorized and directed to appoint one or more agents as he
5 or she may deem necessary or desirable. To the extent permitted by applicable law and under
6 the supervision of the City Treasurer, such agents may serve as paying agent, fiscal agent,
7 rebate calculation agent, escrow agent or registrar for the Series 2019C Bonds or may assist
8 the City Treasurer in performing any or all of such functions and such other duties as the City
9 Treasurer shall determine. Such agents shall serve under such terms and conditions as the
10 City Treasurer shall determine. If the City Treasurer appoints one or more paying agents, the
11 procedures set forth in Sections 6 and 8 hereof relating to registration of ownership of the
12 Series 2019C Bonds and payments and redemption notices to Registered Owner of the
13 Series 2019C Bonds may be modified to comply with the policies and procedures of such
14 paying agent. Such agents shall serve under such terms and conditions as the City Treasurer
15 shall determine. The City Treasurer may remove or replace agents appointed pursuant to this
16 paragraph at any time.

17 Section 12. Defeasance Provisions. Payment of all or any portion of the Series 2019C
18 Bonds may be provided for prior to such Series 2019C Bonds' respective stated maturities by
19 irrevocably depositing with the City Treasurer (or any commercial bank or trust company
20 designated by the City Treasurer to act as escrow agent):

21 (a) An amount of cash equal to the principal amount of all of the Series 2019C
22 Bonds or portion thereof to be defeased, and all unpaid interest thereon to maturity, except
23 that in the case of any portion of the Series 2019C Bonds that is to be redeemed prior to such
24 Series 2019C Bonds' respective stated maturities and in respect of which notice of such
25 redemption shall have been given as provided in Section 8 or an irrevocable election to give

1 such notice shall have been made by the City, the amount to be deposited shall be the
2 principal amount thereof, all unpaid interest thereon to the Redemption Date, and premium, if
3 any, due on such Redemption Date; or

4 (b) Defeasance Securities (as defined below) not subject to call, except as provided
5 below in the definition of that term, maturing and paying interest at such times and in such
6 amounts, together with interest earnings and cash, if required, as will, without reinvestment,
7 as certified by an independent certified public accountant, be fully sufficient to pay the
8 principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be,
9 and premium, if any, due on the portion of the Series 2019C Bonds to be redeemed, as such
10 principal and interest come due; provided, that, in the case of Series 2019C Bonds that are to
11 be redeemed prior to maturity, notice of such redemption shall be given as provided in Section
12 8 or an irrevocable election to give such notice shall have been made by the City; then, all
13 obligations of the City with respect to said outstanding Series 2019C Bonds shall cease and
14 terminate, except only the obligation of the City to pay or cause to be paid from the funds
15 deposited pursuant to paragraphs (a) or (b) of this Section 12 to the owners of such Series
16 2019C Bonds all sums due with respect thereto and the obligations of the City pursuant to
17 Section 19; and provided further, that the City shall have received an opinion of nationally
18 recognized bond counsel that provision for the payment of such Series 2019C Bonds has
19 been made in accordance with this Section 12.

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

23 (1) United States Obligations (as defined below); and

24 (2) Pre-refunded fixed interest rate municipal obligations meeting the following
25 conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the

1 trustee or paying agent has been given irrevocable instructions concerning their calling and
2 redemption and the issuer has covenanted not to redeem such obligations other than as set
3 forth in such instructions; (b) the municipal obligations are secured by cash or United States
4 Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in
5 the escrow fund or the Series 2019C Bond Redemption Account) are sufficient to meet the
6 liabilities of the municipal obligations; (d) the United States Obligations serving as security for
7 the municipal obligations are held by an escrow agent or trustee; (e) the United States
8 Obligations are not available to satisfy any other claims, including those against the trustee or
9 escrow agent; and (f) the municipal obligations are rated, without regard to any numerical
10 modifier, plus or minus sign or other modifier, at the time of original deposit to the escrow
11 fund, by any two Rating Agencies (as defined below) not lower than the rating then
12 maintained by such Rating Agencies on such United States Obligations.

13 For purposes of this Section 12, "United States Obligations" means (i) direct and
14 general obligations of the United States of America, or obligations that are unconditionally
15 guaranteed as to principal and interest by the United States of America, including without
16 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds that
17 have been stripped by request to the Federal Reserve Bank of New York in book-entry form
18 or (ii) any security issued by an agency or instrumentality of the United States of America that
19 is selected by the Director of Public Finance that results in the escrow fund being rated by any
20 two Rating Agencies at the time of the initial deposit to the escrow fund and upon any
21 substitution or subsequent deposit to the escrow fund, not lower than the rating then
22 maintained by such Rating Agencies on United States Obligations described in clause (i)
23 above.

24 For purposes of this Section 12, "Rating Agencies" means Moody's Investors Service,
25 Inc., Fitch Ratings, and Standard and Poor's Rating Services, a division of The McGraw-Hill

1 Companies, Inc., or any other nationally recognized bond rating agency that is the successor
2 to any of the foregoing rating agencies or that is otherwise recognized as a national rating
3 agency after the date hereof.

4 Section 13. Sale of Series 2019C Bonds by Competitive or Negotiated Sale. The
5 Board of Supervisors authorizes the sale of the Series 2019C Bonds by solicitation of
6 competitive bids or by negotiated sale to one or more underwriters to be appointed in
7 accordance with City policies, if so determined by the Director of Public Finance. If the Series
8 2019C Bonds are sold by competitive bid, the Board of Supervisors authorizes the sale of the
9 Series 2019C Bonds on the date and at the place determined in accordance with the Official
10 Notice of Sale and Section 4 hereof.

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

12 (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids
13 for the Series 2019C Bonds submitted to the Board of Supervisors is approved and adopted
14 as the Official Notice of Sale inviting bids for the Series 2019C Bonds, with such changes,
15 additions and modifications as may be made in accordance with Section 21. The Director of
16 Public Finance is authorized and directed to cause to be mailed or otherwise circulated to
17 prospective bidders for the Series 2019C Bonds copies of the Official Notice of Sale, subject
18 to such corrections, revisions or additions as may be acceptable to the Director of Public
19 Finance.

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

22 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any
23 and all bids received for any reason. The Controller is authorized to award the Series 2019C
24 Bonds to the responsible bidder whose bid (i) is timely received and conforms to the Official
25 Notice of Sale, except to the extent informalities and irregularities are waived by the City as

1 permitted by the Official Notice of Sale, and (ii) represents the lowest true interest cost to the
2 City in accordance with the procedures described in the Official Notice of Sale. The award, if
3 made, shall be set forth in a certificate signed by the Controller setting forth the terms of the
4 Series 2019C Bonds and the original purchasers (“Bond Award”). The Controller shall provide
5 a copy of the Bond Award as soon as practicable to the Clerk of the Board of Supervisors and
6 the Director of Public Finance; provided, that failure to provide such copy shall not affect the
7 validity of the Bond Award.

8 Section 15. Publication of Notice of Intention to Sell Bonds. The form of proposed
9 Notice of Intention to Sell the Series 2019C Bonds (“Notice of Intention to Sell Bonds”)
10 submitted to the Board of Supervisors is approved and adopted as the Notice of Intention to
11 Sell the Series 2019C Bonds, and the Director of Public Finance is authorized and directed to
12 cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions
13 as may be made in accordance with Section 21, to be published once in The Bond Buyer or
14 another financial publication generally circulated throughout the State of California meeting
15 the requirements of Section 53692 of the Government Code at least fifteen (15) days prior to
16 the date fixed for receipt of proposals for the Series 2019C Bonds, or if sold in conjunction
17 with the sale of any other bonds of the City, as otherwise set forth in Section 53692 of the
18 Government Code.

19 Section 16. Sale of Series 2019C Bonds by Negotiated Sale, Form of Purchase
20 Contract; Authorization to Select Underwriters. The Controller, in consultation with the Director
21 of Public Finance, is hereby authorized to conduct the sale of the Series 2019C Bonds by
22 negotiated sale pursuant to one or more Purchase Contracts (each, a “Purchase Contract”),
23 each by and between the City and the underwriter(s) named therein (“Underwriters”), if the
24 Controller determines that such manner of sale is in the best financial interest of the City, such
25 determination to be conclusively evidenced by the execution and delivery of such Purchase

1 Contract as hereinafter approved. The form of such Purchase Contract as presented to this
2 Board of Supervisors, a copy of which is on file with the Clerk of the Board, is hereby
3 approved. The Controller or the Director of Public Finance is hereby authorized to execute
4 such Purchase Contract with such changes, additions and modifications as the Controller or
5 the Director of Public Finance may make or approve in accordance with Section 21 hereof;
6 provided however, that the Underwriters' discount under any such Purchase Contract shall not
7 exceed 2.00% of the principal amount of the Series 2019C Bonds.

8 In order to facilitate the sale of the Series 2019C Bonds by negotiated sale, the Controller or
9 the Director of Public Finance is hereby authorized and directed to appoint one or more
10 financial institutions to act as underwriter for the Series 2019C Bonds in accordance with City
11 policies and procedures, including, but not limited to, the City's policy to provide locally
12 disadvantaged minority business enterprises and women enterprises an equal opportunity to
13 participate in the performance of all City contracts.

14 Section 17. Disposition of Proceeds of Sale. The proceeds of sale of the Series
15 2019C Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,
16 shall be deposited into the Series 2019C Bond Account; (b) premium, if any, shall be
17 deposited into the Series 2019C Bond Account; and (iii) remaining proceeds of sale shall be
18 deposited into the Series 2019C Bond Project Account.

19 Section 18. Official Statement. The form of proposed Preliminary Official Statement
20 describing the Series 2019C Bonds ("Preliminary Official Statement") submitted to the Board
21 of Supervisors is approved and adopted as the Preliminary Official Statement describing the
22 Series 2019C Bonds, with such additions, corrections and revisions as may be determined to
23 be necessary or desirable made in accordance with Section 21. The Controller is authorized
24 to cause the distribution of a Preliminary Official Statement deemed final for purposes of
25 Securities and Exchange Commission Rule 15c2-12 promulgated under the Securities

1 Exchange Act of 1934, as amended (“Rule”), and to sign a certificate to that effect. The
2 Director of Public Finance is authorized and directed to cause to be printed and mailed or
3 electronically distributed to prospective bidders for the Series 2019C Bonds the Preliminary
4 Official Statement in substantially the form of the Preliminary Official Statement approved and
5 adopted by this Resolution, as completed, supplemented, corrected or revised. The Controller
6 is authorized and directed to approve, execute, and deliver the final Official Statement with
7 respect to the Series 2019C Bonds, which final Official Statement shall be in the form of the
8 Preliminary Official Statement, with such additions, corrections and revisions as may be
9 determined to be necessary or desirable made in accordance with Section 21 and as are
10 permitted under the Rule. The Director of Public Finance is authorized and directed to cause
11 to be printed and mailed or electronically distributed the final Official Statement to all actual
12 initial purchasers of the Series 2019C Bonds.

13 Section 19. Covenants to Maintain Tax-Exempt Status.

14 (a) Definitions. When used in this Section, the following terms have the following
15 meanings:

16 “Closing Date” means the date on which the Series 2019C Bonds are first
17 authenticated and delivered to the initial purchasers against payment therefor.

18 “Code” means the Internal Revenue Code of 1986, as amended by all legislation, if
19 any, effective on or before the Closing Date.

20 “Computation Date” has the meaning set forth in Section 1.148-1(b) of the Regulations.

21 “Final Computation Date” has the meaning set forth in Section 1.148-3(e)(2) of the
22 Regulations.

23 “Gross Proceeds” means any proceeds as defined in Section 1.148-1(b) of the
24 Regulations, and any replacement proceeds as defined in Section 1.148-1(c) of the
25 Regulations, of the Series 2019C Bonds.

1 “Investment” has the meaning set forth in Section 1.148-1(b) of the Regulations.

2 “Nonpurpose Investment” means any investment property, as defined in Section 148(b)
3 of the Code, in which Gross Proceeds of the Series 2019C Bonds are invested and which is
4 not acquired to carry out the governmental purposes of the Series 2019C Bonds.

5 “Rebate Amount” has the meaning set forth in Section 1.148-1(b) of the Regulations.

6 “Regulations” means any proposed, temporary, or final Income Tax Regulations issued
7 pursuant to Sections 103 and 141 through 150 of the Code, and 103 of the Internal Revenue
8 Code of 1954, which are applicable to the Series 2019C Bonds. Any reference to any specific
9 Regulation shall also mean, as appropriate, any proposed, temporary or final Income Tax
10 Regulation designed to supplement, amend or replace the specific Regulation referenced.

11 “Yield” of:

12 (i) any Investment has the meaning set forth in Section 1.148-5 of the Regulations;

13 and

14 (ii) the Series 2019C Bonds has the meaning set forth in Section 1.148 4 of the
15 Regulations.

16 (b) Not to Cause Interest to Become Taxable. The City shall not use, permit the
17 use of, or omit to use Gross Proceeds or any other amounts (or any property the acquisition,
18 construction or improvement of which is to be financed directly or indirectly with Gross
19 Proceeds) in a manner which if made or omitted, respectively, would cause the interest on
20 any Bond to become includable in the gross income, as defined in Section 61 of the Code, of
21 the owner thereof for federal income tax purposes. Without limiting the generality of the
22 foregoing, unless and until the City receives a written opinion of counsel nationally recognized
23 in the field of municipal bond law to the effect that failure to comply with such covenant will not
24 adversely affect the exemption from federal income tax of the interest on any Bond, the City
25 shall comply with each of the specific covenants in this Section.

1 (c) No Private Use or Private Payments. Except as permitted by Section 141 of the
2 Code and the Regulations and rulings thereunder, the City shall at all times prior to the final
3 payment on the Series 2019C Bonds:

4 (i) exclusively own, operate and possess all property, the acquisition, construction
5 or improvement of which is to be financed or refinanced directly or indirectly with Gross
6 Proceeds of the Series 2019C Bonds, and not use or permit the use of such Gross Proceeds
7 (including all contractual arrangements with terms different than those applicable to the
8 general public) or any property acquired, constructed or improved with such Gross Proceeds
9 in any activity carried on by any person or entity (including the United States or any agency,
10 department and instrumentality thereof) other than a state or local government, unless such
11 use is solely as a member of the general public; and

12 (ii) not directly or indirectly impose or accept any charge or other payment by any
13 person or entity who is treated as using Gross Proceeds of the Series 2019C Bonds or any
14 property the acquisition, construction or improvement of which is to be financed or refinanced
15 directly or indirectly with such Gross Proceeds, other than taxes of general application within
16 the City or interest earned on investments acquired with such Gross Proceeds pending
17 application for their intended purposes.

18 (d) No Private Loan. Except to the extent permitted by Section 141 of the Code and
19 the Regulations and rulings thereunder, the City shall not use Gross Proceeds of the Series
20 2019C Bonds to make or finance loans to any person or entity other than a state or local
21 government. For purposes of the foregoing covenant, such Gross Proceeds are considered
22 to be "loaned" to a person or entity if: (i) property acquired, constructed or improved with such
23 Gross Proceeds is sold or leased to such person or entity in a transaction which creates a
24 debt for federal income tax purposes; (ii) capacity in or service from such property is
25 committed to such person or entity under a take-or-pay, output or similar contract or

1 arrangement; or (iii) indirect benefits, or burdens and benefits of ownership, of such Gross
2 Proceeds or any property acquired, constructed or improved with such Gross Proceeds are
3 otherwise transferred in a transaction which is the economic equivalent of a loan.

4 (e) Not to Invest at Higher Yield. Except to the extent permitted by Section 148 of
5 the Code and the Regulations and rulings thereunder, the City shall not at any time prior to
6 the final stated maturity of the Series 2019C Bonds directly or indirectly invest Gross
7 Proceeds in any Investment, if as a result of such investment the Yield of any Investment
8 acquired with Gross Proceeds, whether then held or previously disposed of, exceeds the Yield
9 of the Series 2019C Bonds.

10 (f) Not Federally Guaranteed. Except to the extent permitted by Section 149(b) of
11 the Code and the Regulations and rulings thereunder, the City shall not take or omit to take
12 any action which would cause the Series 2019C Bonds to be federally guaranteed within the
13 meaning of Section 149(b) of the Code and the Regulations and rulings thereunder.

14 (g) Information Report. The City shall timely file the information required by Section
15 149(e) of the Code with the Secretary of the Treasury on Form 8038-G or such other form and
16 in such place as the Secretary may prescribe.

17 (h) Rebate of Arbitrage Profits. Except to the extent otherwise provided in Section
18 148(f) of the Code and the Regulations and rulings thereunder:

19 (i) The City shall account for all Gross Proceeds (including all receipts,
20 expenditures and investments thereof) on its books of account separately and apart from all
21 other funds (and receipts, expenditures and investments thereof) and shall retain all records
22 of accounting for at least six years after the day on which the last outstanding Bond is
23 discharged. However, to the extent permitted by law, the City may commingle Gross
24 Proceeds of the Series 2019C Bonds with other money of the City; provided that the City
25 separately accounts for each receipt and expenditure of Gross Proceeds and the obligations

1 acquired therewith.

2 (ii) Not less frequently than each Computation Date, the City shall calculate the
3 Rebate Amount in accordance with rules set forth in Section 148(f) of the Code and the
4 Regulations and rulings thereunder. The City shall maintain such calculations with its official
5 transcript of proceedings relating to the issuance of the Series 2019C Bonds until six years
6 after the Final Computation Date.

7 (iii) As additional consideration for the purchase of the Series 2019C Bonds by the
8 initial purchasers and the loan of the money represented thereby and in order to induce such
9 purchase by measures designed to ensure the excludability of the interest thereon from gross
10 income for federal income tax purposes, the City shall pay to the United States the amount
11 that when added to the future value of previous rebate payments made for the Series 2019C
12 Bonds equals (i) in the case of a Final Computation Date, 100% of the Rebate Amount on
13 such date; and (ii) in the case of any other Computation Date, 90% of the Rebate Amount on
14 such date. In all cases, the rebate payments shall be made at the times, in the installments,
15 to the place and in the manner as is or may be required by Section 148(f) of the Code and the
16 Regulations and rulings thereunder, and shall be accompanied by Form 8038-T or such other
17 forms and information as is or may be required by Section 148(f) of the Code and the
18 Regulations and rulings thereunder.

19 (iv) The City shall exercise reasonable diligence to assure that no errors are made
20 in the calculations and payments required by paragraphs (ii) and (iii), and if an error is made,
21 to discover and promptly correct such error within a reasonable amount of time thereafter (and
22 in all events within 180 days after discovery of the error), including payment to the United
23 States of any additional Rebate Amount owed to it, interest thereon, and any penalty imposed
24 under Section 1.148-3(h) of the Regulations.

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1 (i) Not to Divert Arbitrage Profits. Except to the extent permitted by Section 148 of
2 the Code and the Regulations and rulings thereunder, the City shall not, at any time prior to
3 the final payment on the Series 2019C Bonds, enter into any transaction that reduces the
4 amount required to be paid to the United States pursuant to Section 25(h) above because
5 such transaction results in a smaller profit or a larger loss than would have resulted if the
6 transaction had been at arm's length and had the Yield of the Series 2019C Bonds not been
7 relevant to either party.

8 (j) Elections. The City directs and authorizes the Director of Public Finance and the
9 Controller, either or any combination of them, to make elections permitted or required
10 pursuant to the provisions of the Code or the Regulations, as they deem necessary or
11 appropriate in connection with the Series 2019C Bonds, in the Certificate as to Tax Exemption
12 or similar or other appropriate certificate, form or document.

13 Section 20. Continuing Disclosure Certificate. The form of Continuing Disclosure Certificate
14 ("Continuing Disclosure Certificate"), to be signed by the City to permit the original purchasers
15 of the Series 2019C Bonds to comply with the Rule, submitted to the Board of Supervisors is
16 approved and adopted as the Continuing Disclosure Certificate, with such additions,
17 corrections and revisions as may be determined to be necessary or desirable made in
18 accordance with Section 21. The Controller is authorized and directed to execute the
19 Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure
20 Certificate to the original purchasers of the Series 2019C Bonds.

21 Section 21. Modification to Documents. Any City official authorized by this Resolution
22 to execute any document is further authorized, in consultation with the City Attorney and co-
23 bond counsel, to approve and make such changes, additions, amendments or modifications to
24 the document or documents such official is authorized to execute as may be necessary or
25 advisable (provided, that such changes, additions, amendments or modifications shall not

1 authorize an aggregate principal amount of Series 2019C Bonds in excess of \$3,100,000 or
2 conflict with the provisions of Section 4). The approval of any change, addition, amendment or
3 modification to any of the aforementioned documents shall be evidenced conclusively by the
4 execution and delivery of the document in question.

5 Section 22. Ratification. All actions previously taken by officials, employees and
6 agents of the City with respect to the sale and issuance of the Series 2019C Bonds,
7 consistent with any documents presented and this Resolution, are approved, confirmed and
8 ratified.

9 Section 23. Reimbursement. The City declares its official intent to reimburse prior
10 expenditures of the City incurred prior to the issuance and sale of the Series 2019C Bonds in
11 connection with the Project or portions thereof to be financed by the Series 2019C Bonds. The
12 Board of Supervisors declares the City's intent to reimburse the City with the proceeds of the
13 Series 2019C Bonds for the expenditures with respect to the Project ("Expenditures" and each
14 an "Expenditure") made on and after that date that is no more than 60 days prior to adoption
15 of this Resolution. The City reasonably expects on the date of adoption of this Resolution that
16 it will reimburse the Expenditures with the proceeds of the Series 2019C Bonds.

17 Each Expenditure was and will be either (a) of a type properly chargeable to a capital
18 account under general federal income tax principles (determined in each case as of the date
19 of the Expenditure), (b) a cost of issuance with respect to the Series 2019C Bonds, (c) a
20 nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a
21 party that is not related to or an agent of the City so long as such grant does not impose any
22 obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the
23 City. The maximum aggregate principal amount of the Series 2019C Bonds expected to be
24 issued for the Project is \$3,100,000. The City shall make a reimbursement allocation, which is
25 a written allocation by the City that evidences the City's use of proceeds of the Series 2019C

1 Bonds to reimburse an Expenditure, no later than 18 months after the later of the date on
2 which the Expenditure is paid or the Project is placed in service or abandoned, but in no event
3 more than three years after the date on which the Expenditure is paid. The City recognizes
4 that exceptions are available for certain “preliminary expenditures,” costs of issuance, certain
5 de minimis amounts, expenditures by “small issuers” (based on the year of issuance and not
6 the year of expenditure) and expenditures for construction projects of at least 5 years.

7 Section 24. Accountability Reports. The Series 2019C Bonds are subject to
8 accountability requirements under the City's Administrative Code and the Bond Election
9 Ordinance. The deadline for submission of the Accountability Reports under Administrative
10 Code Section 2.71(a) is hereby waived with respect to the Series 2019C Bonds.
11 Accountability report(s) with respect to the Series 2019C Bonds shall be submitted in all other
12 respects in the manner required by the Administrative Code and the Bond Election Ordinance.

13 Section 25. Citizens' Oversight Committee. The Series 2019C Bonds are subject to,
14 and incorporate by reference, the applicable provisions of the San Francisco Administrative
15 Code Sections 5.30-5.36 (“Citizens' General Obligation Bond Oversight Committee”), and, to
16 the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of the
17 Series 2019C Bonds shall be deposited into a fund established by the Controller's Office and
18 appropriated by the Board of Supervisors at the direction of the Citizens' General Obligation
19 Bond Oversight Committee to cover the costs of such committee.

20 Section 26. CEQA Determination. The Board of Supervisors hereby reaffirms and
21 incorporates by reference the CEQA findings and determinations set forth in Ordinance 161-
22 12, adopted by the Board of Supervisors on July 17, 2012 and signed by the Mayor on July
23 24, 2012, as if set forth in full herein. The use of bond proceeds to finance any project or
24 portion of any project with bond proceeds will be subject, as necessary, to approval of the
25 Board of Supervisors upon completion of any planning and any further required environmental

1 review under CEQA for the individual facilities and projects.

2 Section 27. General Authority. The Clerk of the Board of Supervisors, the Mayor, the
3 City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each
4 authorized and directed in the name and on behalf of the City to take any and all steps and to
5 issue, deliver or enter into any and all certificates, requisitions, agreements, notices, consents,
6 and other documents as may be necessary to give effect to the provisions of this Resolution,
7 including but not limited to letters of representations to any depository or depositories, which
8 they or any of them might deem necessary or appropriate in order to consummate the lawful
9 issuance, sale and delivery of the Series 2019C Bonds. Any such actions are solely intended
10 to further the purposes of this Resolution, and are subject in all respects to the terms of this
11 Resolution. No such actions shall increase the risk to the City or require the City to spend any
12 resources not otherwise granted herein. Final versions of any such documents shall be
13 provided to the Clerk of the Board of Supervisors for inclusion in the official file within 30 days
14 (or as soon thereafter as final documents are available) of execution by all parties.

15 Section 28. Relationship to Authorizing Resolution. In the event of any conflict
16 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall
17 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing
18 Resolution, the City is not obligated to transfer money from the General Fund of the City to the

19 ///
20 ///
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25 ///

1 Bond Account to pay the principal of or interest on the Series 2019C Bonds.

2

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

5

6 By: _____

7 Mark D. Blake
8 Deputy City Attorney

9 n:\finan\las2019\1300182\01379539.docx

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Exhibit A

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

Number		Principal Amount
R-__	UNITED STATES OF AMERICA STATE OF CALIFORNIA CITY AND COUNTY OF SAN FRANCISCO GENERAL OBLIGATION BONDS (CLEAN AND SAFE NEIGHBORHOOD PARKS BONDS, 2012), SERIES 2019C	\$_____

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated</u>	<u>CUSIP Number</u>
___%	June 15, 20__	_____, 2019	_____

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT: _____ Dollars

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

1 date, or unless this bond is authenticated on or before May 31, 2020, in which event it shall
2 bear interest from its dated date) until payment of such Principal Amount, at the Interest Rate
3 per year specified above calculated on the basis of a 360-day year comprised of twelve 30-
4 day months, payable on June 15, 2020 and semiannually thereafter on June 15 and
5 December 15 in each year; provided, that if any interest payment date occurs on a day that
6 banks in California or New York are closed for business or the New York Stock Exchange is
7 closed for business, then such payment shall be made on the next succeeding day that banks
8 in both California and New York are open for business and the New York Stock Exchange is
9 open for business (a "Business Day"). The principal of this bond is payable to the Registered
10 Owner of this bond upon the surrender of this bond at the office of the Treasurer of the City
11 ("City Treasurer"). The interest on this bond is payable to the person whose name appears on
12 the bond registration books of the City Treasurer as the Registered Owner of this bond as of
13 the close of business on the Record Date immediately preceding an interest payment date,
14 whether or not such day is a Business Day, such interest to be paid by check mailed on the
15 interest payment date to such Registered Owner at the owner's address as it appears on such
16 registration books; provided, that the Registered Owner of bonds in an aggregate principal
17 amount of at least \$1,000,000 may submit a written request to the City Treasurer on or before
18 the Record Date preceding any interest payment date for payment of interest by wire transfer
19 to a commercial bank located in the United States of America.

20 This bond is one of a duly authorized issue of bonds ("Bonds") of like tenor (except for
21 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 part
23 of a bond authorization in the aggregate original principal amount of \$195,000,000 authorized
24 by the affirmative votes of more than two-thirds of the voters voting at a special election duly
25 and legally called, held and conducted in the City on November 6, 2012 and is issued and

1 sold by the City pursuant to and in strict conformity with the provisions of the Constitution and
2 laws of the State of California, the Charter of the City and resolutions adopted by the Board of
3 Supervisors of the City (“Board of Supervisors”) on _____, 20____ (collectively, together with
4 the related Certificate of Award, the “Resolutions”).

5 The Bonds are issuable as fully registered bonds without coupons in the denominations
6 of \$5,000 or any integral multiple of such amount, provided that no bond shall have principal
7 maturing on more than one principal maturity date. Subject to the limitations and conditions
8 and upon payment of the charges, if any, provided in the Resolutions, the Bonds may be
9 exchanged for a like aggregate principal amount of Bonds of other authorized denominations
10 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, 2027, are not redeemable prior to their
22 maturity.

23 Bonds maturing on and after June 15, 2028, are subject to optional redemption from
24 any available funds, in whole or in part, on any date on or after June 15, 2027, at a price equal
25 to their principal amount plus in each case accrued interest to the date of redemption, without

1 redemption premium. If less than all of the outstanding Bonds are to be redeemed, they may
2 be redeemed in any order of maturity as determined by the City. If less than all of the
3 outstanding Bonds of a maturity are to be redeemed, the Bonds or portions of Bonds of such
4 maturity to be redeemed shall be selected by the City Treasurer, in authorized denominations
5 of \$5,000 or integral multiples of that amount, from among Bonds of that maturity not
6 previously called for redemption, by lot, in any manner which the City Treasurer deems fair.

7 Bonds maturing on June 15, 20__, are subject to mandatory sinking fund redemption
8 on June 15 of each of the years 20__ through 20__, inclusive, and at maturity in the
9 respective amount provided in the Official Notice of Sale/the Bond Purchase Contract for the
10 Bonds.

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

18 On or prior to any redemption date, the City is required to deposit an amount of money
19 sufficient to pay the redemption price of all of the Bonds or portions of Bonds which are to be
20 redeemed on that date or, in the case of optional redemptions only, the optional redemption
21 and notice of it will be rescinded and the City's failure to deposit such amount will not be a
22 default. In addition, the City may at its option rescind any optional redemption and notice of it
23 for any reason on any date prior to the applicable redemption date. Notice of rescission of an
24 optional redemption shall be given in the same manner as notice of redemption was originally
25 given.

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

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

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

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

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

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

IN WITNESS WHEREOF the Board of Supervisors has caused this bond to be executed by the Mayor of the City and to be countersigned by the Clerk of the Board of Supervisors, all as of _____, 2019.

London Breed
Mayor of the City and
County of San Francisco

Countersigned:

Clerk of the Board of Supervisors

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.

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5 Date of Authentication: _____

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7 _____
8 Treasurer of the City and
9 County of San Francisco
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