

1 [Authorizing Issuance of Bonds for Infrastructure Financing District No. 1 - Rincon Hill Area]

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3 **Resolution authorizing the issuance of bonds for City and County of San Francisco**
4 **Infrastructure Financing District No. 1 (Rincon Hill Area).**

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6 RESOLVED, By the Board of Supervisors (Board of Supervisors) of the City and
7 County of San Francisco (City), State of California that:

8 WHEREAS, The Board of Supervisors has conducted proceedings under and pursuant
9 to Government Code Section 53395 et seq. (IFD Law), to form “City and County of San
10 Francisco Infrastructure Financing District No. 1 (Rincon Hill Area)” (IFD), to approve an
11 infrastructure financing plan for the IFD (Infrastructure Financing Plan), to establish an
12 appropriations limit for the IFD, and to authorize issuance of bonds for the purpose of
13 financing certain public improvements (Facilities), all as described in those proceedings; and

14 WHEREAS, The Board of Supervisors now wishes to provide for the issuance of the
15 bonds to finance the Facilities; and

16 WHEREAS, All conditions, things and acts required to exist, to have happened and to
17 have been performed precedent to and in the issuance of the bonds as contemplated by this
18 resolution, have happened and have been performed in due time, form and manner as
19 required by the laws of the State of California, including the IFD Law; now, therefore, be it

20 RESOLVED, By the Board as follows:

21 Section 1. Bonds Authorized. Pursuant to the IFD Law and this resolution, bonds
22 designated the “City and County of San Francisco Infrastructure Financing District No. 1
23 (Rincon Hill Area) Tax Increment Revenue Bonds” (Bonds) in an aggregate principal amount
24 not to exceed Twenty-Two Million Dollars (\$22,000,000) are hereby authorized to be issued in

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1 or more series, with a series designation (such as “Series 20__ A”) to be appended to the
2 designation of the Bonds.

3 Section 2. Terms of the Bonds. The terms of the Bonds shall be as follows: (i) each
4 Bond shall be dated its date of issuance, (ii) the maturity date of each Bond shall be a date
5 not to exceed 30 years from the date of its issuance or such later date as is permitted by the
6 IFD Law and approved by the Director of the Office of Public Finance, (iii) the Bonds shall be
7 issued in denominations of \$5,000 or any integral multiple of \$5,000, (iv) the form of the
8 Bonds shall be substantially the form attached hereto as Appendix A, (v) the Bonds shall be
9 executed by the Director of the Office of Public Finance, (vi) the principal of and interest on
10 the Bonds shall be payable in lawful money of the United States of America, (vii) the Bonds
11 shall be registered with the trustee or fiscal agent for the Bonds identified by the Director of
12 the Office of Public Finance and shall be payable at the principal office of or by check or wire
13 of the trustee or fiscal agent for the Bonds and (viii) the Bonds shall be subject to redemption
14 prior to maturity at the times and subject to the premiums approved by the Director of the
15 Office of Public Finance.

16 Section 3. Sale of Bonds. The Board of Supervisors hereby approves the sale of one
17 or more series of Bonds, provided, however, that the Bonds shall not be issued until such time
18 as (i) the Board of Supervisors has approved the terms of the sale to the investor(s) and (ii) an
19 Authorized Officer has caused the legal documents relating to the Bonds and any related
20 disclosure document describing the Bonds and the security for the Bonds to be prepared and
21 caused such documents to be submitted to this Board of Supervisors for its approval.

22 Section 4. Actions Authorized. All actions heretofore taken by the officers and
23 agents of the City (including, but not limited to, the Mayor, the Controller the Director of the
24 Office of Public Finance, the City Attorney, or such other official of the City as may be
25 designated by such officer (each, an “Authorized Officer”)) with respect to the establishment of

1 the IFD and the sale and issuance of the Bonds are hereby approved, confirmed and ratified,
2 and the appropriate officers of the City are hereby authorized and directed to do any and all
3 things and take any and all actions and execute any and all certificates, agreements and
4 other documents, which they, or any of them, may deem necessary or advisable in order to
5 consummate the transactions described in this Resolution. All actions to be taken by an
6 Authorized Officer, as defined herein, may be taken by such Authorized Officer or any
7 designee, with the same force and effect as if taken by the Authorized Officer.

8 Section 5. Placement Agent/Underwriter. The City hereby appoints Stone &
9 Youngberg LLC as the placement agent to the City in connection with a private placement of
10 the Bonds and as underwriter in connection with a public sale of the Bonds.

11 Section 6. Effectiveness. This resolution shall take effect from and after its adoption.
12 The provisions of any previous resolutions in any way inconsistent with the provisions hereof
13 in and for the issuance of the Bonds as herein described are hereby repealed.

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15 APPROVED AS TO FORM:

16 DENNIS J. HERRERA
17 City Attorney

18
19 By: _____
20 MARK D. BLAKE
21 Deputy City Attorney

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APPENDIX A
FORM OF BOND

No. ____

\$_____

UNITED STATES OF AMERICA
STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO
CITY AND COUNTY OF SAN FRANCISCO
Infrastructure Financing District No. 1
(Rincon Hill Area)
Tax Increment Revenue Bond, Series _____

INTEREST RATE

MATURITY DATE

DATED DATE

_____%

____ 1, _____

REGISTERED OWNER:

PRINCIPAL AMOUNT:

*****DOLLARS

The City and County of San Francisco (the "City") for and on behalf of the "City and County of San Francisco Infrastructure Financing District No. 1 (Rincon Hill Area)" (the "IFD"), for value received, hereby promises to pay solely from the Tax Revenues (as hereinafter defined) to be received by the City in the IFD or amounts in certain funds and accounts held under the Indenture of Trust (as hereinafter defined), to the registered owner named above, or registered assigns, on the maturity date set forth above, unless redeemed prior thereto as hereinafter provided, the principal amount set forth above, and to pay interest on such principal amount, semiannually on each September 1 and March 1 (each an "Interest Payment Date"), commencing as set forth in the Indenture of Trust, at the interest rate set forth above, until the principal amount hereof is paid or made available for payment provided, however, that if at the time of authentication of this Bond, interest is in default on this Bond,

1 this Bond shall bear interest from the Interest Payment Date to which interest has previously
2 been paid or made available for payment.

3 Principal of and interest on the Bonds (including the final interest payment upon
4 maturity or earlier redemption), is payable on the applicable Interest Payment Date by check
5 of the Trustee (defined below) mailed by first class mail to the registered Owner thereof at
6 such registered Owner's address as it appears on the registration books maintained by the
7 Trustee at the close of business on the Record Date preceding the Interest Payment Date, or
8 by wire transfer made on such Interest Payment Date upon written instructions of any Owner
9 of \$1,000,000 or more in aggregate principal amount of Bonds delivered to the Trustee prior
10 to the applicable Record Date. The principal of the Bonds and any premium on the Bonds are
11 payable in lawful money of the United States of America upon surrender of the Bonds at the
12 Principal Office of the Trustee or such other place as designated by the Trustee.

13 This Bond is one of a duly authorized issue of bonds in the aggregate principal amount
14 of \$_____ approved by resolution of the Board of Supervisors of the City on ____, 20__
15 (the "Resolution"), under California Government Code Section 53395 et seq. (the "IFD Law")
16 for the purpose of funding certain facilities for the IFD, and is one of the series of bonds
17 designated "City and County of San Francisco Infrastructure Financing District No. 1 (Rincon
18 Hill area) Tax Increment Revenue Bonds, Series _____" (the "Bonds"). The issuance of the
19 Bonds and the terms and conditions thereof are provided for by an Indenture of Trust, dated
20 as of _____ 1, 20__ (the "Indenture of Trust"), between the City and the _____ (the
21 "Trustee") and this reference incorporates the Indenture of Trust herein, and by acceptance
22 hereof the owner of this Bond assents to said terms and conditions. The Indenture of Trust is
23 authorized under, this Bond is issued under and both are to be construed in accordance with,
24 the laws of the State of California.

1 Pursuant to the IFD Law, the Resolution and the Indenture of Trust, the principal of and
2 interest on this Bond are payable solely from certain funds held under the Indenture of Trust
3 and the "Tax Revenues," as defined in the Indenture of Trust. Any revenues for the payment
4 hereof shall be limited to the Tax Revenues, except to the extent that provision for payment
5 has been made by the City, as may be permitted by law.

6 The Bonds are not a debt of the City or the State of California or of any of its political
7 subdivisions, other than the City to the limited extent described herein, and none of those
8 entities, other than the City to the limited extent described herein, shall be liable on the Bonds,
9 and the Bonds shall be payable exclusively from the Tax Revenues and the specified funds
10 held under the Indenture of Trust. The Bonds do not constitute an indebtedness within the
11 meaning of any constitutional or statutory debt limitation.

12 Optional Redemption. All of the Bonds are subject to redemption prior to their stated
13 maturities, on any Interest Payment Date, in whole or in part, at a redemption price
14 (expressed as a percentage of the principal amount of the Bonds to be redeemed) as set forth
15 below, together with accrued interest thereon to the date fixed for redemption:

<u>Redemption Date</u>	<u>Redemption Price</u>
[to come]	

18 Mandatory Sinking Fund Redemption. The Term Bond maturing on _____ 1, _____ is
19 subject to mandatory redemption in part by lot, from sinking fund payments made by the City
20 from the Bond Fund, at a redemption price equal to the principal amount thereof to be
21 redeemed, without premium, in the aggregate respective principal amounts all as set forth in
22 the following table:

Sinking Fund Redemption Date <u>(_____ 1)</u>	Principal Amount <u>Subject to Redemption</u>
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1 Provided, however, if some but not all of the Term Bonds of a given maturity have been
2 redeemed as a result of an optional redemption or a mandatory redemption, the total amount
3 of all future Sinking Fund Payments relating to such maturity shall be reduced by the
4 aggregate principal amount of Term Bonds of such maturity so redeemed, to be allocated
5 among such Sinking Fund Payments on a pro rata basis in integral multiples of \$5,000 as
6 determined by the Trustee, notice of which determination shall be given by the Trustee to the
7 City.

8 Notice of redemption with respect to the Bonds to be redeemed shall be given to the
9 registered owners thereof, in the manner, to the extent and subject to the provisions of the
10 Indenture of Trust.

11 This Bond shall be registered in the name of the owner hereof, as to both principal and
12 interest. Each registration and transfer of registration of this Bond shall be entered by the
13 Trustee in books kept by it for this purpose and authenticated by its manual signature upon
14 the certificate of authentication endorsed hereon.

15 No transfer or exchange hereof shall be valid for any purpose unless made by the
16 registered owner, by execution of the form of assignment endorsed hereon, and authenticated
17 as herein provided, and the principal hereof, interest hereon and any redemption premium
18 shall be payable only to the registered owner or to such owner's order. The Trustee shall
19 require the registered owner requesting transfer or exchange to pay any tax or other
20 governmental charge required to be paid with respect to such transfer or exchange. No
21 transfer or exchange hereof shall be required to be made (i) fifteen days prior to the date
22 established by the Trustee for selection of Bonds for redemption or (ii) with respect to a Bond
23 after such Bond has been selected for redemption.

1 The Indenture of Trust and the rights and obligations of the City thereunder may be
2 modified or amended as set forth therein. The principal of the Bonds is not subject to
3 acceleration upon a default under the Indenture of Trust or any other document.

4 This Bond shall not become valid or obligatory for any purpose until the certificate of
5 authentication and registration hereon endorsed shall have been dated and signed by the
6 Trustee.

7 IT IS HEREBY CERTIFIED, RECITED AND DECLARED by the City that all acts,
8 conditions and things required by law to exist, happen and be performed precedent to and in
9 the issuance of this Bond have existed, happened and been performed in due time, form and
10 manner as required by law, and that the amount of this Bond, together with all other
11 indebtedness of the City, does not exceed any debt limit prescribed by the laws or
12 Constitution of the State of California.

13 Unless this Bond is presented by an authorized representative of The Depository Trust
14 Company, a New York corporation ("DTC"), to the Trustee for registration of transfer,
15 exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in
16 such other name as is requested by an authorized representative of DTC (and any payment is
17 made to Cede & Co. or to such other entity as is requested by an authorized representative of
18 DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR
19 OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner
20 hereof, Cede & Co., has an interest herein.

1 IN WITNESS WHEREOF, City and County of San Francisco has caused this Bond to
2 be to be signed by the facsimile signature of the Director of the Office of Public Finance and
3 countersigned by the facsimile signature of the Clerk of the Board of Supervisors with the seal
4 of the City imprinted hereon.

5
6 [S E A L]

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9 _____
10 Clerk of the Board of Supervisors

_____ Director of the Office of Public Finance

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12 [FORM OF TRUSTEE'S CERTIFICATE OF AUTHENTICATION AND REGISTRATION]

13
14 This is one of the Bonds described in the Indenture of Trust which has been
15 authenticated on _____, _____.

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17 _____,
18 *as Trustee*

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20 By: _____
21 Authorized Signatory

FORM OF ASSIGNMENT

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For value received, the undersigned do(es) hereby sell, assign and transfer unto

(Name, Address and Tax Identification or Social Security Number of Assignee)

the within Bond and do(es) hereby irrevocably constitute and appoint _____
_____, attorney, to transfer the same on the registration books of the Trustee,
with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

NOTICE: Signature guarantee shall be made
by a guarantor institution participating in the
Securities Transfer Agents Medallion Program
or in such other guarantee program
acceptable to the Trustee.

NOTICE: The signature on this assignment
must correspond with the name(s) as written
on the face of the within Bond in every
particular without alteration or enlargement or
any change whatsoever.