

**NOTICE OF INTENTION TO SELL**

\$ \_\_\_\_\_ \*

**GENERAL OBLIGATION BONDS,**

**comprised of**

\$ \_\_\_\_\_ \* (Clean and Safe Neighborhood Parks Bonds, 2012), Series 2013A

\$ \_\_\_\_\_ \* (Earthquake Safety and Emergency Response Bonds, 2010), Series 2013B, and

\$ \_\_\_\_\_ \* (Road Repaving and Street Safety Bonds, 2011), Series 2013C

NOTICE IS HEREBY GIVEN that the City and County of San Francisco (the “City”) intends to offer for public sale on:

**Wednesday, June 5, 2013 at 8:30 a.m. (California time)\***

by sealed bids at the Controller’s Office of Public Finance, 1 Dr. Carlton B. Goodlett Place, City Hall, Room 336, San Francisco, California 94102, and by electronic bids through Ipreo LLC’s BIDCOMP™ /PARITY® System (“Parity”), \$ \_\_\_\_\_ \* aggregate principal amount of City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2012) , Series 2013A, \$ \_\_\_\_\_ \* aggregate principal amount of City and County of San Francisco General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010) , Series 2013B, and \$ \_\_\_\_\_ \* aggregate principal amount of City and County of San Francisco General Obligation Bonds (Road Repaving and Street Safety Bonds, 2011), Series 2013C (collectively, the “Bonds”).

The City reserves the right to postpone or cancel the sale of the Bonds, or change the terms thereof, upon notice given through Bloomberg News (“Bloomberg”) and/or Parity. If no bid is awarded for the Bonds, the City will reschedule the sale of the Bonds to another date or time by providing notification through Bloomberg and/or Parity.

The Bonds will be offered for public sale subject to the terms and conditions of the Official Notice of Sale dated May 28, 2013 relating to the Bonds. Further information regarding the proposed sale of the Bonds, including copies of the Preliminary Official Statement for the Bonds and the Official Notice of Sale, are available through Bloomberg or may be obtained from either of the City’s Co-Financial Advisors: FirstSouthwest Company, 1620 26<sup>th</sup> Street, Suite 230-S, Santa Monica, California 90404; telephone: (310) 401-8052 (office), Attention: Michael D. Kremer (email: michael.kremer@firstsw.com); and Grigsby & Associates, Inc., One Embarcadero Center, Suite 500, San Francisco, California 94111; telephone: (415) 860-6446, Attention: Calvin Grigsby (email: cgrigsby@grigsbyinc.com).

The Preliminary Official Statement for the Bonds and the Official Notice of Sale for the Bonds will be posted electronically at Ipreo Prospectus at [www.i-dealprospectus.com](http://www.i-dealprospectus.com) on or around Thursday, May 23, 2013. Failure of any bidder to receive either document shall not affect the legality of the sale.

Other than with respect to postponement or cancellation as described above, the City reserves the right to modify or amend the Official Notice of Sale relating to the Bonds in any respect, as more fully described in the Official Notice of Sale; *provided*, that any such modification or amendment will be communicated to potential bidders solely through Bloomberg and/or Parity not later than 1:00 p.m. (California time) on the business day preceding the date for receiving bids. Failure of any potential bidder to receive notice of any modification or amendment shall not affect the sufficiency of any such notice or the legality of the sale.

Date: May 28, 2013

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\*Preliminary, subject to change.