

1 [General Obligation Bonds - Public Health and Safety, 2016 - Not to Exceed \$126,925,000]

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Resolution authorizing and directing the sale of not to exceed \$126,925,000 aggregate principal amount of one or more series of taxable or tax-exempt bonds to be designated generally as the City and County of San Francisco General Obligation Bonds (Public Health and Safety, 2016), Series 2020D, or if consisting of multiple series, to be designated as the City and County of San Francisco General Obligation Bonds (Public Health and Safety, 2016), Series 2020D-1, and City and County of San Francisco General Obligation Bonds (Public Health and Safety, 2016), Series 2020D-2 (Taxable), or such alternate designation as may be approved by the Director of Public Finance; prescribing the form and terms of said bonds; authorizing the execution, authentication, and registration of said bonds; providing for the appointment of depositories and other agents for said bonds; providing for the establishment of accounts related to said bonds; providing for the manner of sale of said bonds by competitive and/or negotiated sale; approving the forms of Official Notice of Sale and Notice of Intention to Sell Bonds; directing the publication of the Notice of Intention to Sell Bonds; approving the form of Purchase Contract; approving the form of the Preliminary Official Statement and the form and execution of the Official Statement relating to the sale of said bonds; approving the form of the Continuing Disclosure Certificate; approving the form of the Placement Agent Agreement; approving the form of Paying Agent Agreement; authorizing and approving modifications to documents, as defined herein; waiving the deadline for submission of Bond Accountability Reports; adopting findings under the California Environmental Quality Act (CEQA), CEQA Guidelines, and Chapter 31 of the Administrative Code; ratifying certain actions previously taken, as defined herein;

1 **and granting general authority to City officials to take necessary actions in**
2 **connection with the authorization, issuance, sale and delivery of said bonds, as**
3 **defined herein.**

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5 WHEREAS, By Resolution No. 50-16, adopted by the Board of Supervisors
6 (“Board”) of the City and County of San Francisco (“City”) on February 9, 2016 and signed by
7 the Mayor of the City (“Mayor”) on February 18, 2016, it was determined and declared that
8 public interest and necessity demands the rehabilitation, improvement and seismic upgrade
9 of public health and safety facilities, including seismic upgrades and improvements to the
10 Pricilla Chan and Mark Zuckerberg San Francisco General Hospital campus, the renovation
11 and construction of a new addition to the South East Health Center; the improvement of high
12 demand community health centers with the expansion of and access to mental health, urgent
13 care, substance abuse, dental, and social services; the construction of a seismically safe
14 Ambulance Deployment Facility, the modernization and upgrade of neighborhood fire
15 stations Citywide; and the improvement and increased capacity of facilities to better serve
16 homeless individuals and families at City-owned shelters and homeless service sites, and the
17 payment of related costs necessary or convenient for the foregoing purposes; and

18 WHEREAS, By Ordinance No. 22-16 adopted by the Board on February 23, 2016,
19 and signed by the Mayor on February 26, 2016 (“Bond Ordinance”), the Board duly called a
20 special election to be held on June 7, 2016 (“Bond Election”), for the purpose of submitting
21 to the electors of the City a proposition to incur bonded indebtedness of the City in the
22 amount of \$350,000,000 (“2016 Proposition A”), to finance the construction, acquisition,
23 improvement, seismic strengthening and betterment of critical community and mental health,
24 emergency response and safety, and homeless shelter and service facilities and related

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1 costs necessary or convenient for the foregoing purposes, as described therein (collectively,
2 the "Project"); and

3 WHEREAS, The Bond Election was held in the City on June 7, 2016, for the purpose of
4 submitting to the qualified voters of the City 2016 Proposition A and such proposition was
5 approved by not less than a two-thirds vote of the qualified electors of the City voting on such
6 proposition; and

7 WHEREAS, By Resolution No. 514-16, adopted by the Board on December 6, 2016
8 and signed by the Mayor on December 16, 2016 ("Authorizing Resolution"), the City
9 authorized the issuance of not to exceed \$350,000,000 aggregate principal amount of City
10 and County of San Francisco Taxable and Tax-Exempt General Obligation Bonds (Public
11 Health and Safety, 2016) ("Bonds"); and

12 WHEREAS, By Resolution No. 515-16, adopted by the Board on December 6, 2016,
13 and signed by the Mayor on December 16, 2016, the City authorized the sale by the City of a
14 portion of the Bonds ("Series 2017A Bonds"), which Series 2017A Bonds were issued in the
15 principal amount of \$173,120,000; and

16 WHEREAS, By Resolution No. 113-18, adopted by the Board on April 24, 2018, and
17 signed by the Mayor on April 27, 2018, the City authorized the sale by the City of a portion of
18 the Bonds ("Series 2018E Bonds"), which Series 2018E Bonds were issued in the principal
19 amount of \$49,955,000; and

20 WHEREAS, It is now necessary and desirable to issue additional series of taxable or
21 tax-exempt Bonds in an aggregate principal amount not to exceed \$126,925,000 to be
22 designated, generally, as the City and County of San Francisco General Obligation Bonds
23 (Public Health and Safety, 2016), Series 2020D, or, if consisting of multiple series, to be
24 designated as the City and County of San Francisco General Obligation Bonds (Public Health
25 and Safety, 2016), Series 2020D-1 ("Series 2020D-1 Bonds") and City and County of San

1 Francisco General Obligation Bonds (Public Health and Safety, 2016), Series 2020D-2
2 (Taxable) (“Series 2020D-2 Bonds” and, together with the Series 2020D-1 Bonds, the “Series
3 2020D Bonds”), or such alternate designation as may be approved by the Director of Public
4 Finance (as defined in Section 4 herein), to finance a portion of the costs of the Project; and

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

8 WHEREAS, The Citizens’ General Obligation Bond Oversight Committee shall conduct
9 an annual review of bond spending and shall provide an annual report on the management of
10 the program to the Mayor and the Board, and, to the extent permitted by law, one-tenth of one
11 percent (0.1%) of the gross proceeds of the Series 2020D Bonds shall be deposited in a fund
12 established by the City Controller’s Office and appropriated by the Board at the direction of
13 the Citizens’ General Obligation Bond Oversight Committee to cover the costs of such
14 Committee and its review process; and

15 WHEREAS, To the extent permitted by law, one-fifth of one percent (0.2%) of the
16 amount of gross proceeds of the Series 2020D Bonds deposited into the Series 2020D Project
17 Subaccount (as defined in Section 10 herein) shall be applied to pay the City Services Auditor
18 Fee; and

19 WHEREAS, In compliance with Section 5852.1 of the California Government Code, this
20 Board has obtained from the Municipal Advisors (as identified in Section 29 herein) the
21 required good faith estimates, and such estimates are disclosed and set forth in the staff
22 memoranda posted relating to this meeting; now, therefore, be it

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

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

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

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

10 Section 4. Issuance and Sale of Series 2020D Bonds; Determination of Certain
11 Terms; Designation. The Board hereby authorizes the issuance and sale of not to exceed
12 \$126,925,000 in aggregate principal amount of Bonds to be designated as "City and County
13 of San Francisco General Obligation Bonds (Public Health and Safety, 2016), Series 2020D"
14 (or such other designation as may be necessary or appropriate), for the purposes set forth in
15 the Bond Ordinance and in the 2016 Proposition A approved by the voters at the Bond
16 Election.

17 The Director of Public Finance of the City or designee thereof ("Director of Public
18 Finance") is authorized to determine, for the Series 2020D Bonds, the sale date, the interest
19 rates, the definitive principal amount, the maturity dates and the redemption dates, if any,
20 whether the 2020D Bonds shall be issued on a taxable or tax-exempt basis and the terms of
21 any optional or mandatory redemption, subject to the other specific provisions of this
22 Resolution, including the following terms and conditions: (i) the Series 2020D shall not have a
23 true interest cost (as such term is defined in the Official Notice of Sale (as defined in Section
24 14(a) hereof)) in excess of 12%; (ii) no Series 2020D Bond shall have a coupon in excess of
25 twelve percent (12%), as is mandated by Title 5, Article 4.5, Section 53508(d) of the

1 Government Code; and (iii) the Series 2020D Bonds shall have a final maturity date no later
2 than 30 years after the date of issuance thereof. The Director of Public Finance is further
3 authorized to give the Series 2020D Bonds such additional or other series designation, or to
4 modify such series designation, as may be necessary or appropriate to distinguish the Series
5 2020D Bonds from every other series of Bonds and from other bonds issued by the City, and in
6 the event the Series 2020D Bonds shall consist of multiple series or subseries, there may be
7 one or more maturities in the first year following the issuance of the Series 2020D Bonds, which
8 maturity dates may be determined by the Director of Public Finance.

9 Section 5. Execution, Authentication and Registration of the Series 2020D Bonds.

10 Each of the Series 2020D Bonds shall be in fully registered form without coupons in
11 denominations of \$5,000 or any integral multiple thereof. The officers of the City are hereby
12 directed to cause the Series 2020D Bonds to be prepared in sufficient quantity for delivery to
13 or for the account of the purchaser thereof and the Controller of the City or designee thereof
14 (“Controller”) is hereby authorized and directed to cause the blanks in the Series 2020D
15 Bonds to be completed in accordance with the Authorizing Resolution, the Bond Award (as
16 defined in Section 14(c) hereof) and/or the Purchase Contract (as defined in Section 16
17 hereof), to procure their execution by the proper officers of the City (including by facsimile
18 signature if necessary or convenient, excluding any facsimile signature for the Clerk of the
19 Board, which shall be required to be signed manually) and authentication as provided in this
20 Section 5, and to deliver the Series 2020D Bonds when so executed and authenticated to
21 said purchaser in exchange for the purchase price thereof, all in accordance with the
22 Authorizing Resolution.

23 The Series 2020D Bonds and the certificate of registration and authentication, to be
24 manually executed by the Treasurer of the City or designee thereof (“City Treasurer”), and the
25 form of assignment to appear on the Series 2020D Bonds shall be substantially in the form

1 attached hereto as Exhibit A (a copy of which is on file with the Clerk of the Board and which
2 is hereby declared to be a part of this Resolution as if fully set forth in this Resolution), with
3 such necessary or appropriate variations, omissions and insertions as permitted or required
4 by this Resolution.

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

11 The Controller shall assign a distinctive letter, or number, or letter and number to each
12 Series 2020D Bond authenticated and registered by the City Treasurer and shall maintain a
13 record thereof which shall be available for inspection.

14 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at
15 the office of the City Treasurer, or at the designated office of any registrar appointed by the
16 City Treasurer, separate and sufficient books for the registration and transfer of Series 2020D
17 Bonds, which books shall at all times be open to inspection, and upon presentation for such
18 purpose, the City Treasurer shall, under such reasonable regulations as he or she may
19 prescribe, register or transfer or cause to be registered or transferred, on said books Series
20 2020D Bonds, as provided in this Resolution. The City and the City Treasurer may treat the
21 registered owners of each Series 2020D Bond in such registration book (“Registered
22 Owners”) as the absolute owners thereof for all purposes, and the City and the City Treasurer
23 shall not be affected by any notice to the contrary.

24 Section 7. Transfer or Exchange of Series 2020D Bonds. Any Series 2020D Bond
25 may, in accordance with its terms, be transferred upon the registration books required to be

1 kept pursuant to the provisions of Section 6 hereof, by the Registered Owner, in person or by
2 the duly authorized attorney of such person in writing, upon surrender of such Series 2020D
3 Bond for cancellation, accompanied by delivery of a duly executed written instrument of
4 transfer in a form approved by the City Treasurer.

5 Any Series 2020D Bond may be exchanged at the office of the City Treasurer for a like
6 aggregate principal amount of other authorized denominations of the same interest rate and
7 maturity.

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

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

18 Section 8. Terms of the Series 2020D Bonds; General Redemption Provisions.

19 (a) Date of the Series 2020D Bonds. The Series 2020D Bonds shall be dated the
20 date of their delivery or such other date (“Dated Date”), as specified in the Bond Award
21 and/or the Purchase Contract.

22 (b) Payment of the Series 2020D Bonds. The principal of the Series 2020D Bonds
23 shall be payable in lawful money of the United States of America to the Registered Owner
24 thereof, upon the surrender thereof at maturity or earlier redemption at the office of the City
25 Treasurer. The interest on the Series 2020D Bonds shall be payable in like lawful money to

1 the Registered Owner whose name appears on the bond registration books of the City
2 Treasurer as the Registered Owner thereof as of the close of business on the last day of the
3 month immediately preceding an interest payment date (“Record Date”), whether or not such
4 day is a Business Day (as defined below).

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

19 For so long as any Series 2020D Bonds are held in book-entry form by a securities
20 depository selected by the City pursuant to Section 11 hereof, payment of principal and
21 interest shall be made to the Registered Owner of the Series 2020D Bonds designated by
22 such securities depository by wire transfer of immediately available funds.

23 (c) Interest on the Series 2020D Bonds. The Series 2020D Bonds shall bear interest
24 at rates to be determined upon the sale of the Series 2020D Bonds, calculated on the basis of a
25 360-day year comprised of twelve 30-day months, payable on June 15, 2021 (or such other

1 date as may be designated in the applicable Bond Award and/or the Purchase Contract), and
2 semiannually thereafter on June 15 and December 15 of each year. Each Series 2020D Bond
3 shall bear interest from the interest payment date next preceding the date of authentication
4 thereof unless it is authenticated as of a day during the period from the Record Date next
5 preceding any interest payment date to the interest payment date, inclusive, in which event it
6 shall bear interest from such interest payment date, or unless it is authenticated on or before
7 the first Record Date, in which event it shall bear interest from the Dated Date; provided,
8 however, that if, at the time of authentication of any Series 2020D Bond, interest is in default on
9 the Series 2020D Bonds, such Series 2020D Bond shall bear interest at its stated rate from the
10 interest payment date to which interest has previously been paid or made available for payment
11 on the Series 2020D Bonds or from the Dated Date if the first interest payment is not made.

12 (d) Optional Redemption. The Series 2020D Bonds shall be subject to optional
13 redemption prior to maturity as provided in the Official Notice of Sale, the Bond Award and/or
14 the Purchase Contract.

15 (e) Mandatory Redemption. The Series 2020D Bonds shall be subject to mandatory
16 redemption at par, by lot, in any year in which the purchaser thereof has designated that the
17 principal amount payable with respect to that year shall constitute a mandatory sinking fund
18 payment, as and to the extent provided in the Official Notice of Sale and/or Purchase Contract.
19 Any Series 2020D Bonds subject to mandatory redemption shall be designated as such in the
20 Official Notice of Sale, the Bond Award and/or the Purchase Contract. The principal of and
21 interest on the Series 2020D Bonds subject to mandatory redemption shall be paid from the
22 applicable Series 2020D Bond Subaccount (as defined in Section 9 hereof), pursuant to Section
23 9 hereof. In lieu of any such mandatory redemption for the Series 2020D Bonds, at any time
24 prior to the selection of the Series 2020D Bonds for mandatory redemption, the City may apply
25 amounts on deposit in the applicable Series 2020D Bond Subaccount to purchase Series

1 2020D Bonds subject to such redemption, at public or private sale, as and when and at such
2 prices not in excess of the principal amount thereof (including sales commission and other
3 charges but excluding accrued interest), as the City may determine.

4 (f) Selection of Series 2020D Bonds for Redemption. Whenever less than all of the
5 outstanding Series 2020D Bonds are called for redemption on any date, the City Treasurer will
6 select the maturities of the Series 2020D Bonds to be redeemed in the sole discretion of the
7 City Treasurer. Whenever less than all of the outstanding Series 2020D Bonds maturing on
8 any one date are called for redemption on any one date, the City Treasurer will select the
9 Series 2020D Bonds or portions thereof, in denominations of \$5,000 or any integral multiple
10 thereof, to be redeemed from the outstanding Series 2020D Bonds maturing on such date not
11 previously selected for redemption, by lot in any manner which the City Treasurer in its sole
12 discretion deems fair. If the Series 2020D Bonds to be optionally redeemed are also subject to
13 mandatory redemption, the City Treasurer shall designate the mandatory sinking fund
14 payment or payments (or portions thereof) against which the principal amount of the Series
15 2020D Bonds optionally redeemed shall be credited.

16 (g) Notice of Redemption. The date on which Series 2020D Bonds that are called
17 for redemption are to be presented for redemption is herein called the "Redemption Date."
18 The City Treasurer shall mail, or cause to be mailed by its agent, including but not limited to
19 an escrow agent, notice of any redemption of Series 2020D Bonds, postage prepaid, to the
20 respective Registered Owner thereof at the addresses appearing on the registration books not
21 less than twenty (20) days nor more than sixty (60) days prior to the Redemption Date. The
22 notice of redemption shall (i) state the Redemption Date; (ii) state the redemption price; (iii)
23 state the maturity dates of the Series 2020D Bonds to be redeemed and, if less than all of any
24 such maturity is called for redemption, the distinctive numbers of the Series 2020D Bonds of
25 such maturity to be redeemed, and in the case of any Series 2020D Bonds to be redeemed in

1 part only, the respective portions of the principal amount thereof to be redeemed; (iv) state the
2 CUSIP number, if any, of each Series 2020D Bond to be redeemed; (v) require that such
3 Series 2020D Bonds be surrendered by the Registered Owners at the office of the City
4 Treasurer or his or her agent; and (vi) give notice that interest on such Series 2020D Bonds or
5 portions of such Series 2020D Bonds to be redeemed will cease to accrue after the
6 designated Redemption Date. Unless funds are on deposit in the Series 2020D Redemption
7 Account for any Series 2020D Bonds called for redemption on the date the notice of
8 redemption is given, redemption shall be conditioned on sufficient moneys to redeem such
9 bonds being on deposit in the Series 2020D Redemption Account for the Series 2020D Bonds
10 called for redemption on the Redemption Date, and if sufficient moneys to redeem the Series
11 2020D Bonds called for redemption are not on deposit in the Series 2020D Redemption
12 Account for such Series 2020D Bonds on the Redemption Date, the Series 2020D Bonds
13 called for redemption shall not be redeemed and shall remain Outstanding for all purposes of
14 this Resolution and the redemption not occurring shall not constitute an event of default under
15 this Resolution.

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

21 The notice or notices required for redemption shall be given by the City Treasurer, or
22 any agent appointed by the City. A certificate of the City Treasurer or such other appointed
23 agent of the City that notice of redemption has been given to the Registered Owner of any
24 Series 2020D Bond in accordance with this Resolution shall be conclusive against all parties.

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1 (h) Series 2020D Redemption Account. At the time the City Treasurer determines to
2 optionally call and redeem any of the Series 2020D Bonds, the City Treasurer or his or her
3 agent shall establish a redemption account to be described or known as the “General
4 Obligation Bonds (Public Health and Safety, 2016), Series 2020D Redemption Account”
5 (“Series 2020D Redemption Account”), and prior to or on the Redemption Date there must be
6 set aside in the Series 2020D Redemption Account moneys available for the purpose which,
7 taken together with any interest earned thereon, will be sufficient to redeem, as provided in
8 this Resolution, the Series 2020D Bonds designated in said notice of redemption, subject to
9 the provisions of Section 8(j) hereof. Said moneys must be set aside in the Series 2020D
10 Redemption Account solely for the purpose of, and shall be applied on or after the
11 Redemption Date to, payment of the redemption price of the Series 2020D Bonds to be
12 redeemed upon presentation and surrender of such Series 2020D Bonds. Any interest due on
13 or prior to the Redemption Date may be paid from the applicable Series 2020D Bond
14 Subaccount as provided in Section 9 hereof or from the Series 2020D Redemption Account.
15 Moneys held from time to time in the Series 2020D Redemption Account shall be invested by
16 the City Treasurer pursuant to the City’s policies and guidelines for investment of moneys in
17 the General Fund of the City. If, after all of the Series 2020D Bonds called for redemption
18 have been redeemed and canceled or paid and canceled, there are moneys remaining in the
19 Series 2020D Redemption Account, said moneys shall be transferred to the General Fund of
20 the City or to such other fund or account as required by applicable law; provided, however,
21 that if said moneys are part of the proceeds of refunding bonds, said moneys shall be
22 transferred pursuant to the resolution authorizing such refunding bonds.

23 (i) Effect of Redemption. When notice of optional redemption has been given,
24 substantially as provided in this Resolution, the Series 2020D Bonds designated for
25 redemption shall become due and payable on the Redemption Date therefor (subject to the

1 condition set forth in Section 8(g) herein and any conditions set forth in the notice of
2 redemption pursuant to subsection (j) of this Section), and upon presentation and surrender of
3 said Series 2020D Bonds at the place specified in the notice of redemption, such Series
4 2020D Bonds shall be redeemed and paid at said redemption price out of the Series 2020D
5 Redemption Account. No interest will accrue on such Series 2020D Bonds called for
6 redemption after the Redemption Date and the Registered Owners of such Series 2020D
7 Bonds shall look for payment of such Series 2020D Bonds only to the Series 2020D
8 Redemption Account. All Series 2020D Bonds redeemed shall be canceled forthwith by the
9 City Treasurer and shall not be reissued.

10 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice of
11 optional redemption given as provided in Section 8(g) hereof may provide that such
12 redemption is conditioned upon: (i) deposit in the Series 2020D Redemption Account of
13 sufficient moneys to redeem the Series 2020D Bonds called for optional redemption on the
14 anticipated Redemption Date, or (ii) the occurrence of any other event specified in the notice
15 of redemption. If conditional notice of optional redemption has been given, substantially as
16 provided herein, and on the scheduled Redemption Date (A) sufficient moneys to redeem the
17 Series 2020D Bonds called for optional redemption on the Redemption Date have not been
18 deposited in the Series 2020D Redemption Account, or (B) any other event specified in the
19 notice of redemption as a condition to the redemption has not occurred, then (1) the Series
20 2020D Bonds for which conditional notice of redemption was given shall not be redeemed on
21 the anticipated Redemption Date and shall remain Outstanding for all purposes of this
22 Resolution, and (2) the redemption not occurring shall not constitute an event of default under
23 this Resolution or the Authorizing Resolution.

24 The City may rescind any optional redemption and notice thereof for any reason on any
25 date prior to any Redemption Date by causing written notice of the rescission to be given to

1 the Registered Owners of all Series 2020D Bonds so called for redemption. Notice of such
2 rescission of redemption shall be given in the same manner notice of redemption was
3 originally given. The actual receipt by the Registered Owner of any Series 2020D Bond of
4 notice of such rescission shall not be a condition precedent to rescission, and failure to
5 receive such notice or any defect in such notice so mailed shall not affect the validity of the
6 rescission.

7 Section 9. Series 2020D Bond Subaccount. There is hereby established with the
8 City Treasurer a special subaccount in the General Obligation Bonds (Public Health and
9 Safety, 2016) Bond Account (“Bond Account”) created pursuant to the Authorizing Resolution
10 to be designated the “General Obligation Bonds (Public Health and Safety, 2016), Series
11 2020D Bond Subaccount” and, in the event the Series 2020D Bonds shall consist of multiple
12 series or subseries, a special subaccount therein for each such series or subseries
13 (individually and collectively, the “Series 2020D Bond Subaccount”), the designation of which
14 subaccounts may be approved by the Director of Public Finance, each to be held separate and
15 apart from all other accounts of the City. All taxes collected pursuant to Section 7 of the
16 Authorizing Resolution shall be deposited in the Bond Account, and the Bonds shall be equally
17 and ratably secured by the taxes collected pursuant to that Section 7 of the Authorizing
18 Resolution. In addition, principal and interest on the Bonds shall be secured by the statutory
19 lien of California Government Code Section 53515. Any bid premium received upon the
20 delivery of the Series 2020D Bonds shall be deposited into the applicable Series 2020D Bond
21 Subaccount. All interest earned on amounts on deposit in each Series 2020D Bond
22 Subaccount shall be retained in such Series 2020D Bond Subaccount.

23 On or prior to the date on which any payment of principal of or interest on the Series
24 2020D Bonds is due, including any Series 2020D Bonds subject to mandatory redemption on
25 said date, the City Treasurer shall allocate to and deposit in the Series 2020D Bond

1 Subaccount, from amounts held in the Bond Account, an amount which, when added to any
2 available moneys contained in such Series 2020D Bond Subaccount, is sufficient to pay
3 principal of and interest on the Series 2020D Bonds on such date.

4 On or prior to the date on which any Series 2020D Bonds are to be redeemed at the
5 option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit
6 in the Series 2020D Redemption Account, from amounts held in the Bond Account pursuant
7 to Section 8 of the Authorizing Resolution, an amount which, when added to any available
8 moneys contained in the Series 2020D Redemption Account and any interest to be earned
9 thereon between the date moneys are deposited and the Redemption Date, is sufficient to
10 pay principal, interest and premium, if any, with respect to such Series 2020D Bonds on
11 such date. The City Treasurer may make such other provision for the payment of principal of
12 and interest and any redemption premium on the Series 2020D Bonds as is necessary or
13 convenient to permit the optional redemption of the Series 2020D Bonds.

14 Amounts in the Series 2020D Bond Subaccount may be invested in any investment of
15 the City in which moneys in the General Fund of the City are invested. The City Treasurer
16 may (i) commingle any of the moneys held in the Series 2020D Bond Subaccount with other
17 City moneys, or (ii) deposit amounts credited to the Series 2020D Bond Subaccount into a
18 separate fund or funds for investment purposes only; provided, however, that all of the
19 moneys held in each Series 2020D Bond Subaccount shall be accounted for separately
20 notwithstanding any such commingling or separate deposit by the City Treasurer.

21 Section 10. Series 2020D Project Subaccount. There is hereby established with the
22 City Treasurer a special subaccount in the General Obligation Bonds (Public Health and
23 Safety, 2016) Project Account (“Project Account”) created pursuant to the Authorizing
24 Resolution to be designated the “General Obligation Bonds (Public Health and Safety,
25 2016), Series 2020D Project Subaccount”, and in the event the Series 2020D Bonds shall

1 consist of multiple series or subseries, a special subaccount therein for each such series or
2 subseries (individually and collectively, the "Series 2020D Project Subaccount"), the
3 designation of which subaccounts may be approved by the Director of Public Finance, each
4 to be held separate and apart from all other accounts of the City. All interest earned on
5 amounts on deposit in each Series 2020D Project Subaccount shall be retained in such
6 Series 2020D Project Subaccount. Amounts in the Series 2020D Project Subaccount shall
7 be expended in accordance with the provisions of the Authorizing Resolution for the
8 acquisition, construction or reconstruction of the Project or portions thereof.

9 Amounts in the Series 2020D Project Subaccount may be invested in any investment
10 of the City in which moneys in the General Fund of the City are invested. The
11 City Treasurer may (i) commingle any of the moneys held in the Series 2020D Project
12 Subaccount with other City moneys, or (ii) deposit amounts credited to the Series 2020D
13 Project Subaccount into a separate fund or funds for investment purposes only; provided,
14 however, that all of the moneys held in each Series 2020D Project Subaccount (including
15 interest earnings) hereunder shall be accounted for separately notwithstanding any such
16 commingling or separate deposit by the City Treasurer.

17 The City Treasurer also is hereby authorized to pay or cause to be paid from the
18 proceeds of the Series 2020D Bonds on deposit in each Series 2020D Project Subaccount, on
19 behalf of the City, the costs of issuance associated with such Series 2020D Bonds. Costs of
20 issuance of the Series 2020D Bonds shall include, without limitation, bond and financing
21 printing expenses, mailing and publication expenses, rating agency fees, the fees and
22 expenses of paying agents, registrars, financial consultants, co-disclosure counsel and co-
23 bond counsel and the reimbursement of departmental expenses in connection with the
24 issuance of the Series 2020D Bonds.

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1 Section 11. Appointment of Depositories and Other Agents; Paying Agent
2 Agreement. The City Treasurer is authorized and directed to appoint one or more
3 depositories as he or she may deem desirable and the procedures set forth in Sections 6, 7
4 and 8 hereof relating to registration of ownership of the Series 2020D Bonds and payments
5 and redemption notices to owners of the Series 2020D Bonds may be modified to comply
6 with the policies and procedures of such depository. The City will not have any responsibility
7 or obligation to any purchaser of a beneficial ownership interest in any Series 2020D Bonds
8 or to any participants in such depository with respect to: (i) the accuracy of any records
9 maintained by such securities depository or any participant therein; (ii) any notice that is
10 permitted or required to be given to the Registered Owners of such Series 2020D Bonds
11 under this Resolution; (iii) the selection by such securities depository or any participant
12 therein of any person to receive payment in the event of a partial redemption of such Series
13 2020D Bonds; (iv) the payment by such securities depository or any participant therein of any
14 amount with respect to the principal or redemption premium, if any, or interest due with
15 respect to such Series 2020D Bonds; (v) any consent given or other action taken by such
16 securities depository as the Registered Owner of such Series 2020D Bonds; or (vi) any other
17 matter.

18 The Depository Trust Company or any successor thereto (“DTC”) is hereby appointed
19 as securities depository for the Series 2020D Bonds. The Series 2020D Bonds shall be
20 initially issued only in book-entry form. Upon initial issuance, the ownership of each Series
21 2020D Bond shall be registered in the bond registration books in the name of Cede & Co.,
22 as nominee of DTC. So long as each Series 2020D Bond is registered in book-entry form,
23 each Series 2020D Bond shall be registered in the name of Cede & Co. or in the name of
24 such successor nominee as may be designated from time to time by DTC or any successor
25 as depository.

1 The City Treasurer is hereby also authorized and directed to appoint one or more
2 agents, as he or she may deem necessary or desirable. To the extent permitted by
3 applicable law and under the supervision of the City Treasurer, such agents may serve as
4 paying agent, fiscal agent, rebate calculation agent, escrow agent or registrar for the Series
5 2020D Bonds, or may assist the City Treasurer in performing any or all of such functions and
6 such other duties as the City Treasurer shall determine. If the City Treasurer appoints one or
7 more paying agents, the procedures set forth in Sections 6 and 8 hereof relating to
8 registration of ownership of the Series 2020D Bonds and payments and redemption notices
9 to Registered Owner of the Series 2020D Bonds may be modified to comply with the policies
10 and procedures of such paying agent. Such agents shall serve under such terms and
11 conditions as the City Treasurer shall determine. The City Treasurer may remove or replace
12 agents appointed pursuant to this paragraph at any time. The form of Paying Agent
13 Agreement (“Paying Agent Agreement”) by and between the City and the paying agent(s)
14 named therein (“Paying Agent”) submitted to the Board is hereby approved and adopted as
15 the Paying Agent Agreement, with such additions, corrections and revisions as may be
16 determined to be necessary or desirable to be made in accordance with Section 22 hereof.
17 The City Treasurer is hereby authorized and directed to execute the Paying Agent
18 Agreement on behalf of the City.

19 Section 12. Defeasance Provisions. Payment of all or any portion of the Series
20 2020D Bonds may be provided for prior to the respective stated maturities of the Series
21 2020D Bonds by irrevocably depositing with the City Treasurer (or any commercial bank or
22 trust company designated by the City Treasurer to act as escrow agent with respect thereto):

23 (a) An amount of cash equal to the principal amount of all of such Series 2020D
24 Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the
25 case of the Series 2020D Bonds that are to be redeemed prior to such Series 2020D Bonds’

1 respective stated maturities and in respect of which notice of such redemption shall have
2 been given as provided in Section 8 hereof or an irrevocable election to give such notice
3 shall have been made by the City, the amount to be deposited shall be the principal amount
4 thereof, all unpaid interest thereon to the Redemption Date, and premium, if any, due on
5 such Redemption Date; or

6 (b) Defeasance Securities (as defined below) not subject to call, except as provided
7 below in the definition thereof, maturing and paying interest at such times and in such
8 amounts, together with interest earnings and cash, if required, as will, without reinvestment,
9 as certified by an independent certified public accountant, be fully sufficient to pay the
10 principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be,
11 and premium, if any, due on the Series 2020D Bonds to be paid or redeemed, as such
12 principal and interest come due; provided, that, in the case of such Series 2020D Bonds that
13 are to be redeemed prior to maturity, irrevocable notice of such redemption shall be given as
14 provided in Section 8 hereof or an irrevocable election to give such notice shall have been
15 made by the City; then, all obligations of the City with respect to said outstanding Series
16 2020D Bonds shall cease and terminate, except only the obligation of the City to pay or cause
17 to be paid from the funds deposited pursuant to paragraph (a) or (b) of this Section 12, to the
18 owners of such Series 2020D Bonds all sums due with respect thereto; provided, that the City
19 shall have received, if desirable, an opinion of nationally recognized bond counsel, that
20 provision for the payment of such Series 2020D Bonds has been made in accordance with
21 this Section 12.

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

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

1 (2) Pre-refunded fixed interest rate municipal obligations meeting the following
2 conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or
3 the trustee has been given irrevocable instructions concerning their calling and redemption
4 and the issuer has covenanted not to redeem such obligations other than as set forth in such
5 instructions; (b) the municipal obligations are secured by cash or United States
6 Obligations; (c) the principal of and interest on the United States Obligations (plus any cash
7 in the escrow fund or the Series 2020D Redemption Account) are sufficient to meet the
8 liabilities of the municipal obligations; (d) the United States Obligations serving as security
9 for the municipal obligations are held by a trustee or escrow agent; (e) the United States
10 Obligations are not available to satisfy any other claims, including those against the trustee
11 or escrow agent; and (f) the municipal obligations are rated (without regard to any numerical
12 modifier, plus or minus sign or other modifier), at the time of original deposit to the escrow
13 fund, by two of the Rating Agencies (as defined herein) not lower than the rating then
14 maintained by the respective Rating Agency on United States Obligations.

15 For purposes of this Section 12, "United States Obligations" shall mean (i) direct and
16 general obligations of the United States of America, or obligations that are unconditionally
17 guaranteed as to principal and interest by the United States of America, including without
18 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds that
19 have been stripped by request to the Federal Reserve Bank of New York in book-entry form
20 or (ii) any security issued by an agency or instrumentality of the United States of America that
21 is selected by the Director of Public Finance that results in the escrow fund being rated by two
22 of the Rating Agencies, at the time of the initial deposit to the escrow fund and upon any
23 substitution or subsequent deposit to the escrow fund, no lower than the rating then
24 maintained by the respective Rating Agency on United States Obligations described in (i)
25 above.

1 For purposes of this Section 12, "Rating Agencies" shall mean Moody's Investors
2 Service, Inc., Fitch Ratings, and S&P Global Ratings, or any other nationally recognized
3 bond rating agency that is the successor to any of the foregoing rating agencies or that is
4 otherwise recognized as a national rating agency after the date hereof.

5 Section 13. Sale of Series 2020D Bonds by Competitive and/or Negotiated Sale.

6 The Board authorizes the sale of the Series 2020D Bonds by solicitation of competitive bids
7 and/or by negotiated sale as a public offering to one or more underwriters to be appointed in
8 accordance with City policies, or a private placement to one or more purchasers, if so
9 determined by the Director of Public Finance. If the Series 2020D Bonds are sold by
10 competitive sale such sale shall be conducted in accordance with the Official Notice of Sale
11 described in Section 14 below.

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

13 (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids
14 for the Series 2020D Bonds ("Official Notice of Sale") submitted to the Board is hereby
15 approved and adopted as the Official Notice of Sale inviting bids for the Series 2020D Bonds,
16 with such changes, additions and modifications as may be made in accordance with Section
17 22 hereof. The Director of Public Finance is hereby authorized and directed to cause to be
18 mailed or otherwise circulated to prospective bidders for the Series 2020D Bonds copies of
19 the Official Notice of Sale, subject to such corrections, revisions or additions as may be
20 acceptable to the Director of Public Finance.

21 (b) Receipt of Bids. Bids shall be received on the date designated by the Director of
22 Public Finance pursuant to Section 4 hereof and the Official Notice of Sale.

23 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any
24 and all bids received for any reason. The Controller or the Director of Public Finance, or
25 designee thereof, is hereby authorized to award the Series 2020D Bonds to the responsible

1 bidder whose bid (i) is timely received and conforms to the Official Notice of Sale, except to
2 the extent informalities and irregularities are waived by the City as permitted by the Official
3 Notice of Sale, and (ii) represents the lowest true interest cost to the City in accordance with
4 the procedures described in the Official Notice of Sale. The award, if made, shall be set forth
5 in a certificate signed by the Controller or the Director of Public Finance setting forth the
6 terms of the Series 2020D Bonds and the original purchasers thereof (“Bond Award”). The
7 Controller shall provide a copy of the Bond Award as soon as practicable to the Clerk of the
8 Board and the Director of Public Finance; provided, however, that failure to provide such
9 copies shall not affect the validity of the Bond Award.

10 Section 15. Publication of Notice of Intention to Sell Bonds. The form of proposed
11 Notice of Intention to Sell the Series 2020D Bonds (“Notice of Intention to Sell Bonds”)
12 submitted to the Board is hereby approved and adopted as the Notice of Intention to Sell the
13 Series 2020D Bonds, and the Director of Public Finance is hereby authorized and directed to
14 cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions
15 as may be made in accordance with Section 22 hereof, to be published once in *The Bond*
16 *Buyer* or another financial publication generally circulated throughout the State of California

17 Section 16. Sale of Series 2020D Bonds by Negotiated Sale; Authorization to Select
18 Underwriters or Purchasers; Form of Purchase Contract. The Director of Public Finance, in
19 consultation with the Controller, is hereby authorized to conduct the sale of the Series 2020D
20 Bonds by negotiated sale pursuant to one or more Purchase Contracts (each, a “Purchase
21 Contract”), each by and between the City and the underwriter(s) (“Underwriters”) or
22 purchaser(s) (“Purchasers”) named therein, if the Controller determines pursuant to California
23 Government Code Section 53508.9 that such manner of sale is in the best financial interest of
24 the City, such determination to be conclusively evidenced by the execution and delivery of
25 such Purchase Contract as hereinafter approved. The form of such Purchase Contract as

1 presented to this Board, a copy of which is on file with the Clerk of the Board, is hereby
2 approved. The Controller or the Director of Public Finance is hereby authorized to execute
3 such Purchase Contract with such changes, additions and modifications as the Controller or
4 the Director of Public Finance may make or approve in accordance with Section 22 hereof;
5 provided however, that the Underwriters' discount or Purchasers' discount or commitment fee
6 under any such Purchase Contract shall not exceed 1% of the principal amount of the Series
7 2020D Bonds.

8 In order to facilitate the sale of the Series 2020D Bonds by negotiated sale, the
9 Controller or the Director of Public Finance is hereby authorized and directed (a) to appoint
10 one or more financial institutions to act as underwriter for a public offering of the Series 2020D
11 Bonds, or (b) to select one or more purchasers to purchase the Series 2020D Bonds through
12 a private placement, in accordance with City policies and procedures, including, but not
13 limited to, the City's policy to provide locally disadvantaged minority business enterprises and
14 women enterprises an equal opportunity to participate in the performance of all City contracts.

15 Section 17. Disposition of Proceeds of Sale. The proceeds of sale of the Series
16 2020D Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,
17 shall be deposited into the Series 2020D Bond Subaccount; (b) original issue premium, if any,
18 shall be deposited into the Series 2020D Bond Subaccount in such amount as not to exceed
19 three years of interest on the Series 2020D Bonds; and (c) remaining proceeds of sale shall
20 be deposited into the Series 2020D Project Subaccount.

21 Section 18. Official Statement. The form of proposed Preliminary Official Statement
22 describing the Series 2020D Bonds ("Preliminary Official Statement") submitted to the Board is
23 hereby approved and adopted as the Preliminary Official Statement describing the Series
24 2020D Bonds in connection with a public offering thereof, with such additions, corrections and
25 revisions as may be determined to be necessary or desirable to be made in accordance with

1 Section 22 hereof. The Controller is hereby authorized to cause the distribution of a Preliminary
2 Official Statement deemed final for purposes of Securities and Exchange Commission Rule
3 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (“Rule”), and to
4 sign or to designate the Director of Public Finance to sign a certificate to that effect. The
5 Controller or the Director of Public Finance is hereby authorized and directed to cause to be
6 printed and mailed or electronically distributed to prospective bidders for the Series 2020D
7 Bonds copies of one or more Preliminary Official Statements in substantially the form of the
8 Preliminary Official Statement approved and adopted hereby, as completed, supplemented,
9 corrected or revised. The Controller is authorized and directed to approve, execute, and deliver
10 the final Official Statement with respect to the Series 2020D Bonds, which final Official
11 Statement shall be in the form of the Preliminary Official Statement, with such additions,
12 corrections and revisions as may be determined to be necessary or desirable made in
13 accordance with Section 22 hereof and as are permitted under the Rule. The Controller or the
14 Director of Public Finance is hereby authorized and directed to cause to be printed and mailed
15 or electronically distributed copies of the final Official Statement to all actual initial purchasers of
16 the Series 2020D Bonds. The Controller or the Director of Public Finance is also hereby
17 authorized to authorize, approve, and cause to be published any supplements or amendments
18 that may be necessary in connection with the Preliminary Official Statement and Final Official
19 Statement.

20 Section 19. Tax Covenants.

21 (a) General. The City hereby covenants with the owners and holders of the tax-
22 exempt Series 2020D-1 Bonds, or such other designated name for a tax-exempt series, that,
23 notwithstanding any other provisions of this Resolution, it shall not take any action, or fail to take
24 any action, if any such action or failure to take action would adversely affect the exclusion from
25 gross income of interest on the Series 2020D-1 Bonds under Section 103 of the Code, and the

1 regulations issued thereunder, as the same may be amended from time to time, and any
2 successor provisions of law. Reference to a particular section of the Code shall be deemed to
3 be a reference to any successor to any such section. The City shall not, directly or indirectly,
4 use or permit the use of proceeds of the Series 2020D-1 Bonds or any of the property financed
5 or refinanced with proceeds of the Series 2020D-1 Bonds, or any portion thereof, by any person
6 other than a governmental unit (as such term is used in Section 141 of the Code), in such
7 manner or to such extent as would result in the loss of exclusion of interest on the Series
8 2020D-1 Bonds from gross income for federal income tax purposes.

9 (b) Use of Proceeds. The City shall not take any action, or fail to take any action, if
10 any such action or failure to take action would cause the Series 2020D-1 Bonds to be “private
11 activity bonds” within the meaning of Section 141 of the Code, and in furtherance thereof,
12 shall not make any use of the proceeds of the Series 2020D-1 Bonds or any of the property
13 financed or refinanced with proceeds of the Series 2020D-1 Bonds, or any portion thereof, or
14 any other funds of the City, that would cause the Series 2020D-1 Bonds to be “private activity
15 bonds” within the meaning of Section 141 of the Code. To that end, so long as any Series
16 2020D-1 Bonds are outstanding, the City, with respect to such proceeds and property and
17 such other funds, will comply with applicable requirements of the Code and all regulations of
18 the United States Department of the Treasury issued thereunder, to the extent such
19 requirements are, at the time, applicable and in effect. The City shall establish reasonable
20 procedures necessary to ensure continued compliance with Section 141 of the Code and the
21 continued qualification of the Series 2020D-1 Bonds as “governmental bonds.”

22 (c) Arbitrage. The City shall not, directly or indirectly, use or permit the use of any
23 proceeds of the Series 2020D-1 Bonds, or of any property financed or refinanced by the
24 Series 2020D-1 Bonds, or other funds of the City, or take or omit to take any action, that
25 would cause the Series 2020D-1 Bonds to be “arbitrage bonds” within the meaning of Section

1 148 of the Code. To that end, the City shall comply with all requirements of Section 148 of
2 the Code and all regulations of the United States Department of the Treasury issued
3 thereunder to the extent such requirements are, at the time, in effect and applicable to the
4 Series 2020D-1 Bonds.

5 (d) Federal Guarantee. The City shall not make any use of the proceeds of the
6 Series 2020D-1 Bonds or any other funds of the City, or take or omit to take any other
7 action, that would cause the Series 2020D-1 Bonds to be “federally guaranteed” within the
8 meaning of Section 149(b) of the Code.

9 (e) Information Reporting. The City shall take or cause to be taken all necessary
10 action to comply with the informational reporting requirement of Section 149(e) of the Code
11 with respect to the Series 2020D-1 Bonds.

12 (f) Hedge Bonds. The City shall not make any use of the proceeds of the Series
13 2020D-1 Bonds or any other amounts or property, regardless of the source, or take any action
14 or refrain from taking any action that would cause the Series 2020D-1 Bonds to be considered
15 “hedge bonds” within the meaning of Section 149(g) of the Code unless the City takes all
16 necessary action to assure compliance with the requirements of Section 149(g) of the Code.

17 (g) Compliance with Tax Certificate. In furtherance of the foregoing tax covenants
18 of this Section 19, the City covenants that it will comply with the provisions of the Tax
19 Certificate to be executed by the City with respect to the Series 2020D-1 Bonds, dated the
20 date of issuance of the Series 2020D-1 Bonds, as such Tax Certificate may be amended
21 from time to time. This covenant shall survive payment in full or defeasance of the Series
22 2020D-1 Bonds.

23 Section 20. Continuing Disclosure Certificate. The form of Continuing Disclosure
24 Certificate (“Continuing Disclosure Certificate”) to be signed by the City in connection with a
25 public offering of Series 2020D Bonds to permit the original purchasers of the Series 2020D

1 Bonds to comply with the Rule, submitted to the Board is hereby approved and adopted as the
2 Continuing Disclosure Certificate, with such additions, corrections and revisions as may be
3 determined to be necessary or desirable to be made In accordance with Section 22 hereof.
4 The Director of Public Finance, in consultation with the Controller, is hereby authorized and
5 directed to execute the Continuing Disclosure Certificate on behalf of the City and deliver the
6 Continuing Disclosure Certificate to the original purchasers of the Series 2020D Bonds.

7 Section 21. Placement Agent Agreement. The form of Placement Agent Agreement
8 (“Placement Agent Agreement”) by and between the City and the placement agent(s) named
9 therein (“Placement Agent”) submitted to the Board is hereby approved and adopted as the
10 Placement Agent Agreement, with such additions, corrections and revisions as may be
11 determined to be necessary or desirable to be made in accordance with Section 22 hereof;
12 provided that the Placement Agent fee shall not exceed 1% of the
13 principal amount of the Series 2020D Bonds. The Controller or the Director of Public Finance
14 is hereby authorized and directed to execute the Placement Agent Agreement on behalf of the
15 City. In order to facilitate the sale of the Series 2020D Bonds by private placement, the
16 Controller or the Director of Public Finance is hereby authorized and directed to appoint one
17 or more financial institutions to act as Placement Agent in accordance with City policies and
18 procedures.

19 Section 22. Modification to Documents. Any City official authorized by this Resolution
20 to execute any document is hereby further authorized, in consultation with the City Attorney to
21 approve and make such changes, additions, amendments or modifications to the document or
22 documents such official is authorized to execute as may be necessary or advisable (provided
23 that such changes, additions, amendments or modifications shall not authorize an aggregate
24 principal amount of Series 2020D Bonds in excess of \$126,925,000 or conflict with the
25 provisions of Section 4 hereof). The approval of any change, addition, amendment or

1 modification to any of the aforementioned documents shall be evidenced conclusively by the
2 execution and delivery of the document in question.

3 Section 23. Ratification. All actions heretofore taken by officials, employees and
4 agents of the City with respect to the sale and issuance of the Series 2020D Bonds, as
5 consistent with the documents herein and the Resolution, are hereby approved, confirmed
6 and ratified.

7 Section 24. Relationship to Authorizing Resolution. In the event of any conflict
8 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall
9 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing
10 Resolution, the City is not obligated to transfer money from the General Fund of the City to
11 the Bond Account to pay the principal of or interest on the Series 2020D Bonds.

12 Section 25. Bond Accountability Reports. The Series 2020D Bonds are subject to
13 accountability requirements under the City’s Administrative Code and the Bond Ordinance.
14 The deadline for submission of the Bond Accountability Reports under Administrative Code
15 Section 2.71(a) is hereby waived with respect to the Series 2020D Bonds.

16 Section 26. Citizens’ General Obligation Bond Oversight Committee. The Series
17 2020D Bonds are subject to, and incorporate by reference, the applicable provisions of San
18 Francisco Administrative Code Sections 5.30 and 5.36 (“Citizens’ General Obligation Bond
19 Oversight Committee”), and to the extent permitted by law, one-tenth of one percent (0.1%) of
20 the par amount of the Series 2020D Bonds shall be deposited in a fund established by the
21 Controller’s Office and appropriated by the Board at the direction of the Citizens’ General
22 Obligation Bond Oversight Committee to cover the costs of such Committee.

23 Section 27. City Services Auditor Fee. To the extent permitted by law, one-fifth of
24 one percent (0.2%) of the amount of gross proceeds of the Series 2020D Bonds deposited

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1 into the Series 2020D Project Subaccount shall be applied to pay the City Services Auditor
2 Fee.

3 Section 28. CEQA Determinations. The Board of Supervisors hereby reaffirms and
4 incorporates by reference the CEQA findings and determinations set forth in the Bond
5 Ordinance as if set forth in full herein. The use of bond proceeds to finance any project or
6 portion of any project with bond proceeds will be subject, as necessary, to approval of the
7 Board of Supervisors upon completion of any planning and any further required environmental
8 review under CEQA for the individual facilities and projects.

9 Section 29. Appointment of Municipal Advisors and Underwriter. The firms of NHA
10 Advisors and Backstrom McCarley Berry & Co., LLC are hereby appointed Municipal
11 Advisors to the City in connection with the Series 2020D Bonds. If the Controller, in
12 consultation with the Director of Public Finance, determines that a negotiated sale is in the
13 best financial interest of the City pursuant to Section 16, the Underwriters or Purchasers shall
14 be disclosed by this Board at the public meeting first occurring after such Underwriters have
15 been selected pursuant to California Government Code Section 53508.9(a)(4).

16 Section 30. General Authority. The Mayor, City Treasurer, Controller, the
17 Director of Public Finance, the City Attorney and the Clerk of the Board are each hereby
18 authorized and directed in the name and on behalf of the City to take any and all steps and to
19 issue, deliver or enter into any and all certificates, requisitions, agreements, notices,
20 consents, and other documents as may be necessary to give effect to the provisions of this
21 Resolution, including but not limited to letters of representations to any depository or
22 depositories, which they or any of them might deem necessary or appropriate in order to
23 consummate the lawful issuance, sale and delivery of the Series 2020D Bonds. Any such
24 actions are solely intended to further the purposes of this Resolution, and are subject in all
25 respects to the terms of this Resolution. No such actions shall increase the risk to the City or

1 require the City to spend any resources not otherwise granted herein. Final versions of any
2 such documents shall be provided to the Clerk of the Board for inclusion in the official file
3 within 30 days of execution by all parties or as soon as is practicable, together with a brief
4 explanation of any changes from the date of the adoption of this Resolution.

5
6 APPROVED AS TO FORM:
7 DENNIS J. HERRERA, City Attorney

8 By: /s/ Mark D. Blake
9 MARK D. BLAKE
10 Deputy City Attorney

11 n:\legana\as2020\1600364\01479890.docx

1 EXHIBIT A

2 [FORM OF SERIES 2020D BOND]

3 Number Amount
4 R-__ \$

6 CITY AND COUNTY OF SAN FRANCISCO

7 GENERAL OBLIGATION BONDS

8 (PUBLIC HEALTH AND SAFETY, 2016)

9 SERIES 2020D-[1][2 (TAXABLE)]

10 Interest Rate Maturity Date Dated CUSIP
11 Number
12
13 % , 20__ _____, 2020

14 REGISTERED OWNER: CEDE & CO.

15 PRINCIPAL SUM: DOLLARS

16 THE CITY AND COUNTY OF SAN FRANCISCO, State of California (“City”),
17 acknowledges itself indebted to and promises to pay to CEDE & CO. or registered assigns, on
18 the maturity date set forth above the principal sum of Dollars (\$) in lawful money of the
19 United States of America, and to pay interest thereon in like lawful money from the interest
20 payment date next preceding the date of authentication of this bond (unless this bond is
21 authenticated as of the day during the period from the last day of the month next preceding
22 any interest payment date (“Record Date”) to such interest payment date, inclusive, in which it
23 shall bear interest from such interest payment date, or unless this bond is authenticated on or
24 before May 30, 2021, in which event it shall bear interest from its dated date until payment of
25 such principal sum, at the interest rate per annum stated herein above calculated on the basis

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

18 This bond is one of a duly authorized issue of bonds of like tenor (except for such
19 variations, if any, as may be required to designate varying numbers, denominations, interest
20 rates and maturities), in the original aggregate principal amount of \$ and is one of a duly
21 authorized series of said issue which series is part of a bond authorization in the aggregate
22 principal amount of \$350,000,000 and is authorized by votes of more than two-thirds of the
23 voters voting at an election duly and legally called, held and conducted, in said City on June 7,
24 2016 and is issued and sold by the City pursuant to and in strict conformity with the provisions
25 of the Constitution and laws of the State of California, and Charter of the City, and of

1 resolutions adopted by the Board of Supervisors of the City (“Board of Supervisors”) on
2 December 16, 2016, and , 2020 (collectively, the “Resolutions”). The bonds are issuable as
3 fully registered bonds without coupons in the denominations of \$5,000 or any integral multiple
4 thereof, provided that no bond shall have principal maturing on more than one principal
5 maturity date. Subject to the limitations and conditions and upon payment of the charges, if
6 any, as provided in the Resolutions, the bonds may be exchanged for a like aggregate
7 principal amount of bonds or other authorized denominations of the same interest rate and
8 maturity.

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

15 The bonds maturing on or before June 15, 20__ are not subject to
16 redemption prior to maturity. The bonds maturing on or after June 15, 20__ are subject to
17 optional redemption prior to their respective maturities, at the option of the City, for any source
18 of available funds, as a whole or in part on any date (with the maturities to be redeemed to be
19 determined by the City and by lot within a maturity), on and after June 15, 20__, at redemption
20 prices equal to 100% of the principal amount redeemed), together with accrued interest to the
21 redemption date, without premium.
22

23 The bonds maturing on June 15, 20__, shall be subject to redemption prior to
24 their respective maturity dates, in part, by lot, from mandatory sinking fund payments, on each
25

1 June 15, as shown in the table below, at a redemption price equal to the principal amount
2 thereof plus accrued interest thereon to the redemption date, without premium.

3

4 Mandatory Sinking Fund Redemption	5 Mandatory Sinking Fund
6 Date (June 15)	7 Payment Amount

8

9

10 Notice of redemption shall be given by mail not less than twenty (20) days nor more than sixty
11 (60) days prior to the date fixed for redemption to the registered owner thereof, but neither
12 failure to receive any such notice or any defect in the notice so mailed shall affect the validity of
13 the proceedings for redemption. Such notice may be conditional.

14 The City may rescind any optional redemption by written notice to the owner of any
15 bond previously called for redemption prior to the date fixed for redemption. Any notice of
16 optional redemption shall be rescinded if for any reason funds are not available on the date
17 fixed for redemption for the payment in full of the bonds then called for redemption. Notice of
18 rescission of redemption shall be given in the same manner notice of redemption was originally
19 provided. The actual receipt by the owner of any bond of notice of such rescission shall not be
20 a condition precedent to rescission, and failure to receive such notice or any defect in such
21 notice so mailed shall not affect the validity of the rescission. If this bond is called for
22 redemption and payment is duly provided therefor, interest shall cease to accrue hereon from
23 and after the date fixed for redemption.

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1 The City and the City Treasurer may treat the registered owner of the bonds as
2 the absolute owner thereof for all purposes, and the City and the City Treasurer shall not be
3 affected by any notice to the contrary.

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

6 The Board of Supervisors hereby certifies and declares that the total amount of
7 indebtedness of said City, including the amount of this bond, is within the limit provided by
8 law, that all acts, conditions and things required by the law to be done or performed precedent
9 to and in the issuance of this bond have been done and performed in strict conformity with the
10 laws authorizing the issuance of this bond, that this bond is in the form prescribed by order of
11 the Board of Supervisors duly made and entered on its minutes, and the money for the
12 payment of principal of this bond, and the payment of interest thereon, shall be raised by
13 taxation upon the taxable property of said City as provided in the Resolutions.

14 Under the Resolutions, the City covenants and agrees that it is obligated to levy
15 *ad valorem* taxes without limitation as to rate or amount upon all property within the City
16 subject to taxation by the City (except certain property which is taxable at limited rates) in an
17 amount sufficient for the payment of the bonds and the interest thereon when due.

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

21 IN WITNESS WHEREOF, the Board of Supervisors (“Board”) of the City and County
22 of San Francisco (“City”) has caused this bond to be executed by the Mayor of the City and
23
24
25

1 County of San Francisco, and to be countersigned by the Clerk of said Board, all as of

2 , 20__.

3 [Seal]

4

Mayor of the City
and County of San Francisco

5

6

7

8

9

10 Countersigned:

11

12

Clerk of the Board
of Supervisors

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FORM OF ASSIGNMENT

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

(Name, Address, Tax Identification or Social Security Number of Assignee) the within-mentioned registered bond and hereby irrevocably constitute(s) and appoint(s)

Attorney, to transfer the same on the books of the payment agent with full power of substitution in the premises

Dated: _____

NOTE: The signature to this assignment must correspond with the name as written on the face of the within bond in every particular, without enlargement or any change whatsoever.

Signature Guaranty: _____

Note: Signature must be approved by a qualified guarantor.