

FILE NO.

RESOLUTION NO.

[Sale of-General Obligation Bonds (Transportation and Road Improvement Bonds, 2014) Not to Exceed \$67,540,000]

**Resolution authorizing and directing the sale of not to exceed \$67,540,000 aggregate principal amount of City and County of San Francisco General Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series 2015A; 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 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 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; authorizing and approving modifications to documents; 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; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale, and delivery of said bonds.**

WHEREAS, By Resolution No. 228-14 adopted by the Board of Supervisors (the “Board”) of the City and County of San Francisco (the “City”) on July 8, 2014 and signed by the Mayor of the City (the “Mayor”) on July 18, 2014, it was determined and declared that

public interest and necessity demands the acquisition, construction and improvement of street, transportation and related infrastructure therein described (the "Project"); and,

WHEREAS, By Ordinance No. 148-14 passed by the Board on July 15, 2014, and signed by the Mayor on July 24, 2014 (the "Bond Ordinance"), the Board duly called a special election to be held on November 4, 2014 (the "Bond Election"), for the purpose of submitting to the electors of the City a proposition to incur bonded indebtedness in the amount of \$500,000,000 to finance the Project ("2014 Proposition A") , and such proposition was approved by not less than a two-thirds vote of the qualified electors of the City voting on such proposition; and

WHEREAS, By Resolution No. \_\_\_\_\_ (the "Authorizing Resolution"), adopted by the Board on the date hereof, the City authorized the issuance of not to exceed \$500 million of its General Obligation Bonds (Transportation and Road Improvement Bonds, 2014) (the "Bonds"); and,

WHEREAS, none of the previously authorized Bonds have been issued to date; and

WHEREAS, It is now necessary and desirable to issue an aggregate principal amount of not to exceed \$67,540,000 City and County of San Francisco General Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series 2015A (the "Series 2015A Bonds"), to finance a portion of the costs of the Project; and,

WHEREAS, The Series 2015A Bonds are being issued pursuant to the Authorizing Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government Code, the Charter of the City (the "Charter"), the Bond Ordinance and the Bond Election; and

WHEREAS, On March 27, 2014, the Planning Commission reviewed and considered the Transit Effectiveness Project (the "TEP") Final Environmental Impact Report (the "FEIR") and found, in Motion 19105, that its contents and the procedures through which the FEIR was prepared, publicized, and reviewed complied with the provisions of the California

Environmental Quality Act (“CEQA”), California Public Resources Code Sections 21000 et seq., the CEQA Guidelines, 15 Cal, Administrative Code Sections 15000 et seq., (“CEQA Guidelines”), and Chapter 31 of the San Francisco Administrative Code, and certified the FEIR as complete; a copy of the FEIR and said motion are on file with the Clerk of the Board of Supervisors or his or her designee (the “Clerk of the Board of Supervisors”) in File No. \_\_\_\_\_ and are incorporated in this Resolution by this reference; and

WHEREAS, On March 28, 2014, the San Francisco Municipal Transportation Agency (“SFMTA”) Board of Directors, in Resolution No. 14-041, approved the TEP, now known as the Muni Forward Program, and approved various service-related capital improvements and travel time reduction proposals to improve transit performance along various Municipal Railway routes, and as part of Resolution No. 14-041, the SFMTA Board of Directors adopted findings under CEQA, the CEQA Guidelines, and Chapter 31 of the Administrative Code (“CEQA Findings”), including a statement of overriding considerations and a Mitigation Monitoring and Reporting Program (“MMRP”), which Resolution, CEQA Findings, and MMRP are on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_ and are incorporated in this Resolution by this reference; and

WHEREAS, The SFMTA Board of Directors approved, on November 18, 2014, in Resolution 14-066, the 7-Haight Noriega (formerly 71-Haight) Travel Time Reduction Proposal (TTRP.71); and approved, on October 7, 2014, in Resolution 14-148, the 9-San Bruno Rapid Travel Time Reduction Proposal (TTRP.9); and approved, on September 2, 2014, in Resolution 14-137, the 10 Townsend Contraflow Lane Extension (SCI.2); copies of which are on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_ and incorporated by this reference in this Resolution; and

WHEREAS, Funding for the Better Market Street Project and the Pedestrian Safety Improvements will be used for further planning, design and related outreach, and SFMTA and

the Department of Public Works retain the absolute discretion to (1) modify the projects to mitigate significant adverse environmental impacts; (2) select feasible alternatives which avoid significant adverse impacts of the projects; (3) require the implementation of specific measures to mitigate the significant adverse environmental impacts of the projects; (4) reject the projects if the economic and social benefits of the projects do not outweigh otherwise unavoidable significant adverse environmental impacts; or (5) approve the projects after the completion of any required environmental review under CEQA upon a finding that the economic and social benefits of the project outweigh otherwise unavoidable significant adverse impacts; and

WHEREAS, On June 29, 2009, the Peninsula Joint Powers Board, as lead agency under CEQA, found that Caltrain upgrades for the Communications Based Overlay Signal System (“CBOSS”) Positive Train Control system was exempt from CEQA under Public Resources Code section 21080(b)(10) and CEQA Guidelines section 15301(f) and issued a Notice of Exemption (“NOE”), a copy of which is on file with the Clerk of the Board of Supervisors in File No. \_\_\_\_\_ and is incorporated in this Resolution by this reference; and

WHEREAS, The Citizens’ General Obligation Bond Oversight Committee shall conduct an annual review of bond spending and shall provide an annual report on the management of the program to the Mayor and the Board, and, to the extent permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the Series 2015A Bonds shall be deposited in a fund established by the City Controller’s Office and appropriated by the Board at the direction of the Citizens’ General Obligation Bond Oversight Committee to cover the costs of such Committee and its review process; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of the City and County of San Francisco, as follows:

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

Section 2. Conditions Precedent. All conditions, things and acts required by law to exist, to happen and to be performed precedent to the issuance of the Series 2015A Bonds and the adoption of this Resolution exist, have happened and have been performed in due time, form and manner in accordance with applicable law, and the City is now authorized pursuant to the Bond Election and the Charter and applicable law to incur indebtedness in the manner and form provided in this Resolution.

Section 3. Documents. The documents presented to the Board and on file with the Clerk of the Board of Supervisors are contained in File No. \_\_\_\_\_.

Section 4. Issuance and Sale of Series 2015A Bonds; Determination of Certain Terms; Designation. The Board hereby authorizes the issuance and sale of not to exceed \$67,540,000 in aggregate principal amount of Bonds to be designated as “City and County of San Francisco General Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series 2015A” (or such other designation as may be necessary or appropriate), for the purposes set forth in the Bond Ordinance and in 2014 Proposition A approved by the voters at the Bond Election.

The Director of Public Finance of the City or his or her designee (the “Director of Public Finance”) is hereby authorized to determine, for the Series 2015A Bonds, the sale date, the interest rates, the definitive principal amount, the maturity dates and the redemption dates, if any, and the terms of any optional or mandatory redemption thereof, subject to the other specific provisions of this Resolution, including the following terms and conditions: (i) the Series 2015A Bonds shall not have a true interest cost in excess of 12% (as such term is defined in the Official Notice of Sale (as defined in Section 13(a) hereof); and (ii) the Series 2015A Bonds shall not have a final maturity date after June 15, 2041. The Director of Public Finance is further authorized to give the Series 2015A Bonds such additional or other series

designation, or to modify such series designation, as may be necessary or appropriate to distinguish the Series 2015A Bonds from every other series of Bonds and from other bonds issued by the City.

Section 5. Execution, Authentication and Registration of the Series 2015A Bonds.

Each of the Series 2015A Bonds shall be in fully registered form without coupons in denominations of \$5,000 or any integral multiple thereof. The officers of the City are hereby directed to cause the Series 2015A Bonds to be prepared in sufficient quantity for delivery to or for the account of the purchaser thereof and the Controller of the City or his or her designee (the "Controller") is hereby directed to cause the blanks in the Series 2015A Bonds to be completed in accordance with the Authorizing Resolution and the Bond Award (as defined in Section 13(c) hereof), to procure their execution by the proper officers of the City (including by facsimile signature if necessary or convenient) and authentication as provided in this Section, and to deliver the Series 2015A Bonds when so executed and authenticated to said purchaser in exchange for the purchase price thereof, all in accordance with the Authorizing Resolution.

The Series 2015A Bonds and the certificate of registration and authentication, to be manually executed by the Treasurer of the City or designee thereof (the "City Treasurer"), and the form of assignment to appear on the Series 2015A Bonds shall be substantially in the form attached hereto as Exhibit A (a copy of which is on file with the Clerk of the Board of Supervisors and which is hereby declared to be a part of this Resolution as if fully set forth in this Resolution), with such necessary or appropriate variations, omissions and insertions as permitted or required by this Resolution.

Only Series 2015A Bonds bearing a certificate of registration and authentication executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the benefits of the Authorizing Resolution and this Resolution, and such certificate of the City Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the

Series 2015A Bonds so authenticated have been duly authenticated and delivered under, and are entitled to the benefits of, the Authorizing Resolution and this Resolution.

The Controller shall assign a distinctive letter, or number, or letter and number to each Series 2015A Bond authenticated and registered by the City Treasurer and shall maintain a record thereof which shall be available for inspection.

Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at the office of the City Treasurer, or at the designated office of any registrar appointed by the City Treasurer, separate and sufficient books for the registration and transfer of Series 2015A Bonds, which books shall at all times be open to inspection, and upon presentation for such purpose, the City Treasurer shall, under such reasonable regulations as he or she may prescribe, register or transfer or cause to be registered or transferred, on said books Series 2015A Bonds, as provided in this Resolution. The City and the City Treasurer may treat the registered owners of each Series 2015A Bond in such registration book (the "Registered Owners") as the absolute owners thereof for all purposes, and the City and the City Treasurer shall not be affected by any notice to the contrary.

Section 7. Transfer or Exchange of Series 2015A Bonds. Any Series 2015A Bond may, in accordance with its terms, be transferred upon the registration books required to be kept pursuant to the provisions of Section 6 hereof, by the Registered Owner, in person or by the duly authorized attorney of such person in writing, upon surrender of such Series 2015A Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the City Treasurer.

Any Series 2015A Bond may be exchanged at the office of the City Treasurer for a like aggregate principal amount of other authorized denominations of the same interest rate and maturity.

Whenever any Series 2015A Bond shall be surrendered for transfer or exchange, the designated City officials shall execute (as provided in Section 5 hereof) and the City Treasurer shall authenticate and deliver a new Series 2015A Bond of the same interest rate and maturity in a like aggregate principal amount. The City Treasurer shall require the payment by any Registered Owner requesting any such transfer of any tax or other governmental charge required to be paid with respect to such transfer or exchange.

No transfer or exchange of Series 2015A Bonds shall be required to be made by the City Treasurer during the period from the Record Date (as defined in Section 8 hereof) next preceding each interest payment date to such interest payment date or after a notice of redemption shall have been mailed with respect to such Series 2015A Bonds.

Section 8. Terms of the Series 2015A Bonds; General Redemption Provisions.

(a) Date of the Series 2015A Bonds. The Series 2015A Bonds shall be dated the date of their delivery or such other date (the "Dated Date"), as specified in the Bond Award.

(b) Payment of the Series 2015A Bonds. The principal of the Series 2015A Bonds shall be payable in lawful money of the United States of America to the Registered Owner thereof, upon the surrender thereof at maturity or earlier redemption at the office of the City Treasurer. The interest on the Series 2015A Bonds shall be payable in like lawful money to the Registered Owner whose name appears on the bond registration books of the City Treasurer as the Registered Owner thereof as of the close of business on the last day of the month immediately preceding an interest payment date (the "Record Date"), whether or not such day is a Business Day (as defined below).

Except as may be otherwise provided in connection with any book-entry only system applicable to the Series 2015A Bonds, payment of the interest on any Series 2015A Bond shall be made by check mailed on the interest payment date to its Registered Owner at such Owner's address as it appears on the registration books as of the Record Date; provided,



however, if any interest payment date occurs on a day that banks in California or New York are closed for business or the New York Stock Exchange is closed for business, then such payment shall be made on the next succeeding day that banks in both California and New York are open for business and the New York Stock Exchange is open for business (each, a “Business Day”); and provided, further, that the Registered Owner of an aggregate principal amount of at least \$1,000,000 of Series 2015A Bonds may submit a written request to the City Treasurer on or before a Record Date preceding an interest payment date for payment of interest on the next succeeding interest payment date and thereafter by wire transfer to a commercial bank located within the United States of America.

For so long as any Series 2015A Bonds are held in book-entry form by a securities depository selected by the City pursuant to Section 11 hereof, payment of principal and interest shall be made to the Registered Owner of the Series 2015A Bonds designated by such securities depository by wire transfer of immediately available funds.

(c) Interest on the Series 2015A Bonds. The Series 2015A Bonds shall bear interest at rates to be determined upon the sale of the Series 2015A Bonds, calculated on the basis of a 360-day year comprised of twelve 30-day months, payable on December 15, 2015 (or such other date as may be designated in the applicable Bond Award), and semiannually thereafter on June 15 and December 15 of each year. Each Series 2015A Bond shall bear interest from the interest payment date next preceding the date of authentication thereof unless it is authenticated as of a day during the period from the Record Date next preceding any interest payment date to the interest payment date, inclusive, in which event it shall bear interest from such interest payment date, or unless it is authenticated on or before the first Record Date, in which event it shall bear interest from the Dated Date; provided, however, that if, at the time of authentication of any Series 2015A Bond, interest is in default on the Series 2015A Bonds, such Series 2015A Bond shall bear interest from the interest payment

date to which interest has previously been paid or made available for payment on the Series 2015A Bonds or from the Dated Date if the first interest payment is not made.

(d) Optional Redemption. The Series 2015A Bonds shall be subject to optional redemption prior to maturity as provided in the Official Notice of Sale or the Bond Award.

(e) Mandatory Redemption. The Series 2015A Bonds shall be subject to mandatory redemption at par, by lot, in any year in which the purchaser thereof has designated that the principal amount payable with respect to that year shall constitute a mandatory sinking fund payment, as and to the extent permitted by the Official Notice of Sale. Any Series 2015A Bonds subject to mandatory redemption shall be designated as such in the Official Notice of Sale or the Bond Award.

The principal of and interest on the Series 2015A Bonds subject to mandatory redemption shall be paid from the Series 2015A Bond Subaccount (as defined in Section 9 hereof), pursuant to Section 9 hereof. In lieu of any such mandatory redemption for the Series 2015A Bonds, at any time prior to the selection of the Series 2015A Bonds for mandatory redemption, the City may apply amounts on deposit in the Series 2015A Bond Subaccount to purchase Series 2015A Bonds subject to such redemption, at public or private sale, as and when and at such prices not in excess of the principal amount thereof (including sales commission and other charges but excluding accrued interest), as the City may determine.

(f) Selection of Series 2015A Bonds for Redemption. Whenever less than all of the outstanding Series 2015A Bonds are called for redemption on any date, the City Treasurer will select the maturities of the Series 2015A Bonds to be redeemed in the sole discretion of the City Treasurer. Whenever less than all of the outstanding Series 2015A Bonds maturing on any one date are called for redemption on any one date, the City Treasurer will select the Series 2015A Bonds or portions thereof, in denominations of \$5,000 or any integral multiple

thereof, to be redeemed from the outstanding Series 2015A Bonds maturing on such date not previously selected for redemption, by lot in any manner which the City Treasurer deems fair. If the Series 2015A Bonds to be optionally redeemed are also subject to mandatory redemption, the City Treasurer shall designate the mandatory sinking fund payment or payments (or portions thereof) against which the principal amount of the Series 2015A Bonds optionally redeemed shall be credited.

(g) Notice of Redemption. The date on which Series 2015A Bonds that are called for redemption are to be presented for redemption is herein called the "Redemption Date." The City Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2015A Bonds, postage prepaid, to the respective Registered Owner thereof at the addresses appearing on the registration books not less than twenty (20) days nor more than sixty (60) days prior to the Redemption Date. The notice of redemption shall (i) state the Redemption Date; (ii) state the redemption price; (iii) state the maturity dates of the Series 2015A Bonds to be redeemed and, if less than all of any such maturity is called for redemption, the distinctive numbers of the Series 2015A Bonds of such maturity to be redeemed, and in the case of any Series 2015A Bonds to be redeemed in part only, the respective portions of the principal amount thereof to be redeemed; (iv) state the CUSIP number, if any, of each Series 2015A Bond to be redeemed; (v) require that such Series 2015A Bonds be surrendered by the Registered Owners at the office of the City Treasurer or his or her agent; and (vi) give notice that interest on such Series 2015A Bonds or portions of such Series 2015A Bonds to be redeemed will cease to accrue after the designated Redemption Date. Notice of optional redemption may be conditional upon receipt of funds or other events specified in the notice of redemption as provided in Section 8(j) hereof.

The actual receipt by the Registered Owner of any Series 2015A Bond of notice of such redemption shall not be a condition precedent to redemption, and failure to receive such

notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings for the redemption of such Series 2015A Bonds or the cessation of accrual of interest on such Series 2015A Bonds on the Redemption Date.

Notice of such redemption also shall be given, or caused to be given, by the City Treasurer, by (i) registered or certified mail, postage prepaid, (ii) confirmed facsimile transmission, (iii) overnight delivery service, or (iv) to the extent acceptable to the intended recipient, email or similar electronic means, to (A) all organizations registered with the Securities and Exchange Commission as securities depositories and (B) such other services or organizations as may be required in accordance with the Continuing Disclosure Certificate described in Section 19 hereof.

The notice or notices required for redemption shall be given by the City Treasurer, or any agent appointed by the City. A certificate of the City Treasurer or such other appointed agent of the City that notice of redemption has been given to the Registered Owner of any Series 2015A Bond in accordance with this Resolution shall be conclusive against all parties.

(h) Series 2015A Redemption Account. At the time the City Treasurer determines to optionally call and redeem any of the Series 2015A Bonds, the City Treasurer or his or her agent shall establish a redemption account to be described or known as the “General Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series 2015A Redemption Account” (the “Series 2015A Redemption Account”), and prior to or on the Redemption Date there must be set aside in the Series 2015A Redemption Account moneys available for the purpose and sufficient to redeem, as provided in this Resolution, the Series 2015A Bonds designated in said notice of redemption, subject to the provisions of Section 8(j) hereof. Said moneys must be set aside in the Series 2015A Redemption Account solely for the purpose of, and shall be applied on or after the Redemption Date to, payment of the redemption price of the Series 2015A Bonds to be redeemed upon presentation and

surrender of such Series 2015A Bonds. Any interest due on or prior to the Redemption Date may be paid from the Series 2015A Bond Subaccount as provided in Section 9 hereof or from the Series 2015A Redemption Account. Moneys held from time to time in the Series 2015A Redemption Account shall be invested by the City Treasurer pursuant to the City's policies and guidelines for investment of moneys in the General Fund of the City. If, after all of the Series 2015A Bonds have been redeemed and canceled or paid and canceled, there are moneys remaining in the Series 2015A Redemption Account, said moneys shall be transferred to the General Fund of the City or to such other fund or account as required by applicable law; provided, however, that if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred pursuant to the resolution authorizing such refunding bonds.

(i) Effect of Redemption. When notice of optional redemption has been given, substantially as provided in this Resolution, and when the amount necessary for the redemption of the Series 2015A Bonds called for redemption (principal, premium, if any, and accrued interest to such Redemption Date) is set aside for that purpose in the Series 2015A Redemption Account, the Series 2015A Bonds designated for redemption shall become due and payable on the Redemption Date therefor, and upon presentation and surrender of said Series 2015A Bonds at the place specified in the notice of redemption, such Series 2015A Bonds shall be redeemed and paid at said redemption price out of the Series 2015A Redemption Account. No interest will accrue on such Series 2015A Bonds called for redemption after the Redemption Date and the Registered Owners of such Series 2015A Bonds shall look for payment of such Series 2015A Bonds only to the Series 2015A Redemption Account. All Series 2015A Bonds redeemed shall be canceled forthwith by the City Treasurer and shall not be reissued.

(j) Conditional Notice of Optional Redemption; Rescission of Redemption. Any notice of optional redemption given as provided in Section 8(g) hereof may provide that such redemption is conditioned upon: (i) deposit in the Series 2015A Redemption Account of sufficient moneys to redeem the Series 2015A Bonds called for optional redemption on the anticipated Redemption Date, or (ii) the occurrence any other event specified in the notice of redemption. If conditional notice of optional redemption has been given, substantially as provided herein, and on the scheduled Redemption Date (A) sufficient moneys to redeem the Series 2015A Bonds called for optional redemption on the Redemption Date have not been deposited in the Series 2015A Redemption Account, or (B) any other event specified in the notice of redemption as a condition to the redemption has not occurred, then (y) the Series 2015A Bonds for which conditional notice of redemption was given shall not be redeemed on the anticipated Redemption Date and shall remain Outstanding for all purposes of this Resolution, and (z) the redemption not occurring shall not constitute an event of default under this Resolution or the Authorizing Resolution.

The City may rescind any optional redemption and notice thereof for any reason on any date prior to any Redemption Date by causing written notice of the rescission to be given to the Registered Owners of all Series 2015A Bonds so called for redemption. Notice of such rescission of redemption shall be given in the same manner notice of redemption was originally given. The actual receipt by the Registered Owner of any Series 2015A Bond of notice of such rescission shall not be a condition precedent to rescission, and failure to receive such notice or any defect in such notice so mailed shall not affect the validity of the rescission.

Section 9. Series 2015A Bond Subaccount. There is hereby established with the City Treasurer a special subaccount in the General Obligation Bonds (Transportation and Road Improvement Bonds, 2014) Bond Account (the "Bond Account") created pursuant to the

Authorizing Resolution to be designated the “General Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series 2015A Bond Subaccount” (the “Series 2015A Bond Subaccount”), to be held separate and apart from all other accounts of the City. Any bid premium received upon the delivery of the Series 2015A Bonds shall be deposited into the Series 2015A Bond Subaccount. All interest earned on amounts on deposit in the Series 2015A Bond Subaccount shall be retained in the Series 2015A Bond Subaccount.

On or prior to the date on which any payment of principal of or interest on the Series 2015A Bonds is due, including any Series 2015A Bonds subject to mandatory redemption on said date, the City Treasurer shall allocate to and deposit in the Series 2015A Bond Subaccount, from amounts held in the Bond Account, an amount which, when added to any available moneys contained in the Series 2015A Bond Subaccount, is sufficient to pay principal of and interest on the Series 2015A Bonds on such date.

On or prior to the date on which any Series 2015A Bonds are to be redeemed at the option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit in the Series 2015A Redemption Account, from amounts held in the Bond Account pursuant to Section 8 of the Authorizing Resolution, an amount which, when added to any available moneys contained in the Series 2015A Redemption Account, is sufficient to pay principal, interest and premium, if any, with respect to such Series 2015A Bonds on such date. The City Treasurer may make such other provision for the payment of principal of and interest and any redemption premium on the Series 2015A Bonds as is necessary or convenient to permit the optional redemption of the Series 2015A Bonds.

Amounts in the Series 2015A Bond Subaccount may be invested in any investment of the City in which moneys in the General Fund of the City are invested. The City Treasurer may (i) commingle any of the moneys held in the Series 2015A Bond Subaccount with other City moneys, or (ii) deposit amounts credited to the Series 2015A Bond Subaccount into a

separate fund or funds for investment purposes only; provided, however, that all of the moneys held in the Series 2015A Bond Subaccount shall be accounted for separately notwithstanding any such commingling or separate deposit by the City Treasurer.

Section 10. Series 2015A Project Subaccount. There is hereby established with the City Treasurer a special subaccount in the General Obligation Bonds (Transportation and Road Improvement Bonds, 2014) Project Account (the "Project Account") created pursuant to the Authorizing Resolution to be designated the "General Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series 2015A Project Subaccount" (the "Series 2015A Project Subaccount"), to be held separate and apart from all other accounts of the City. All interest earned on amounts on deposit in the Series 2015A Project Subaccount shall be retained in the Series 2015A Project Subaccount. Amounts in the Series 2015A Project Subaccount shall be expended in accordance with the provisions of the Authorizing Resolution for the acquisition, construction or reconstruction of the Project or portions thereof.

Amounts in the Series 2015A Project Subaccount may be invested in any investment of the City in which moneys in the General Fund of the City are invested. The City Treasurer may (i) commingle any of the moneys held in the Series 2015A Project Subaccount with other City moneys, or (ii) deposit amounts credited to the Series 2015A Project Subaccount into a separate fund or funds for investment purposes only; provided, however, that all of the moneys held in the Series 2015A Project Subaccount (including interest earnings) hereunder shall be accounted for separately notwithstanding any such commingling or separate deposit by the City Treasurer.

The City Treasurer also is hereby authorized to pay or cause to be paid from the proceeds of the Series 2015A Bonds on deposit in the Series 2015A Project Subaccount, on behalf of the City, the costs of issuance associated with the Series 2015A Bonds. Costs of issuance of the Series 2015A Bonds shall include, without limitation, bond and financial



printing expenses, mailing and publication expenses, rating agency fees, the fees and expenses of paying agents, registrars, financial consultants, disclosure counsel and co-bond counsel and the reimbursement of departmental expenses in connection with the issuance of the Series 2015A Bonds.

Section 11. Appointment of Depositories and Other Agents. The City Treasurer is authorized and directed to appoint one or more depositories as he or she may deem desirable and the procedures set forth in Sections 6, 7 and 8 hereof relating to registration of ownership of the Series 2015A Bonds and payments and redemption notices to owners of the Series 2015A Bonds may be modified to comply with the policies and procedures of such depository. The City will not have any responsibility or obligation to any purchaser of a beneficial ownership interest in any Series 2015A Bonds or to any participants in such depository with respect to (a) the accuracy of any records maintained by such securities depository or any participant therein; (b) any notice that is permitted or required to be given to the Registered Owners of such Series 2015A Bonds under this Resolution; (c) the selection by such securities depository or any participant therein of any person to receive payment in the event of a partial redemption of such Series 2015A Bonds; (d) the payment by such securities depository or any participant therein of any amount with respect to the principal or redemption premium, if any, or interest due with respect to such Series 2015A Bonds; (e) any consent given or other action taken by such securities depository as the Registered Owner of such Series 2015A Bonds; or (f) any other matter.

The Depository Trust Company (“DTC”) is hereby appointed as securities depository for the Series 2015A Bonds. The Series 2015A Bonds shall be initially issued only in book-entry form. Upon initial issuance, the ownership of each Series 2015A Bond shall be registered in the bond registration books in the name of Cede & Co., as nominee of DTC. So long as each Series 2015A Bond is registered in book-entry form, each Series 2015A Bond

shall be registered in the name of Cede & Co. or in the name of such successor nominee as may be designated from time to time by DTC or any successor as depository.

The City Treasurer is hereby also authorized and directed to appoint one or more agents, as he or she may deem necessary or desirable. To the extent permitted by applicable law and under the supervision of the City Treasurer, such agents may serve as paying agent, fiscal agent, rebate calculation agent, escrow agent or registrar for the Series 2015A Bonds, or may assist the City Treasurer in performing any or all of such functions and such other duties as the City Treasurer shall determine. If the City Treasurer appoints one or more paying agents, the procedures set forth in Sections 6 and 8 hereof relating to registration of ownership of the Series 2015A Bonds and payments and redemption notices to Registered Owner of the Series 2015A Bonds may be modified to comply with the policies and procedures of such paying agent. Such agents shall serve under such terms and conditions as the City Treasurer shall determine. The City Treasurer may remove or replace agents appointed pursuant to this paragraph at any time.

Section 12. Defeasance Provisions. Payment of all or any portion of the Series 2015A Bonds may be provided for prior to the respective stated maturities of the Series 2015A Bonds by irrevocably depositing with the City Treasurer (or any commercial bank or trust company designated by the City Treasurer to act as escrow agent with respect thereto):

(a) An amount of cash equal to the principal amount of all of such Series 2015A Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the case of the Series 2015A Bonds that are to be redeemed prior to such Series 2015A Bonds' respective stated maturities and in respect of which notice of such redemption shall have been given as provided in Section 8 hereof or an irrevocable election to give such notice shall have been made by the City, the amount to be deposited shall be the principal amount

thereof, all unpaid interest thereon to the Redemption Date, and premium, if any, due on such Redemption Date; or

(b) Defeasance Securities (as defined below) not subject to call, except as provided below in the definition thereof, maturing and paying interest at such times and in such amounts, together with interest earnings and cash, if required, as will, without reinvestment, as certified by an independent certified public accountant, be fully sufficient to pay the principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be, and premium, if any, due on the Series 2015A Bonds to be paid or redeemed, as such principal and interest come due; provided, that, in the case of such Series 2015A Bonds that are to be redeemed prior to maturity, notice of such redemption shall be given as provided in Section 8 hereof or an irrevocable election to give such notice shall have been made by the City; then, all obligations of the City with respect to said outstanding Series 2015A Bonds shall cease and terminate, except only the obligation of the City to pay or cause to be paid from the funds deposited pursuant to paragraph (a) or (b) of this Section 12, to the owners of such Series 2015A Bonds all sums due with respect thereto; provided, that the City shall have received an opinion of nationally recognized bond counsel, that provision for the payment of such Series 2015A Bonds has been made in accordance with this Section 12.

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

- (1) United States Obligations (as defined below); and
- (2) Pre-refunded fixed interest rate municipal obligations meeting the following conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the trustee has been given irrevocable instructions concerning their calling and redemption and the issuer has covenanted not to redeem such obligations other than as set forth in such

instructions; (b) the municipal obligations are secured by cash or United States Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in the escrow fund or the Series 2015A Redemption Account) are sufficient to meet the liabilities of the municipal obligations; (d) the United States Obligations serving as security for the municipal obligations are held by a trustee or escrow agent; (e) the United States Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent; and (f) the municipal obligations are rated (without regard to any numerical modifier, plus or minus sign or other modifier), at the time of original deposit to the escrow fund, by two of the Rating Agencies (as defined herein) not lower than the rating then maintained by the respective Rating Agency on United States Obligations.

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

For purposes of this Section 12, "Rating Agencies" shall mean Moody's Investors Service, Inc., Fitch Ratings, and Standard and Poor's Rating Services, or any other nationally recognized bond rating agency that is the successor to any of the foregoing rating agencies or that is otherwise established after the date hereof.

Section 13 Official Notice of Sale; Receipt of Bids; Bond Award.

(a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids for the Series 2015A Bonds (the “Official Notice of Sale”) submitted to the Board is hereby approved and adopted as the Official Notice of Sale inviting bids for the Series 2015A Bonds, with such changes, additions and modifications as may be made in accordance with Section 20 hereof. The Director of Public Finance is hereby authorized and directed to cause to be mailed or otherwise circulated to prospective bidders for the Series 2015A Bonds copies of the Official Notice of Sale, subject to such corrections, revisions or additions as may be acceptable to the Director of Public Finance.

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

(c) Bond Award. As provided in the Official Notice of Sale, the City may reject any and all bids received for any reason. The Controller is hereby authorized to award the Series 2015A Bonds to the responsible bidder whose bid (i) is timely received and conforms to the Official Notice of Sale, except to the extent informalities and irregularities are waived by the City as permitted by the Official Notice of Sale, and (ii) represents the lowest true interest cost to the City in accordance with the procedures described in the Official Notice of Sale. The award, if made, shall be set forth in a certificate signed by the Controller setting forth the terms of the Series 2015A Bonds and the original purchasers thereof (the “Bond Award”). The Controller shall provide a copy of the Bond Award as soon as practicable to the Clerk of the Board of Supervisors and the Director of Public Finance; provided, however, that failure to provide such copies shall not affect the validity of the Bond Award.

Section 14. Publication of Notice of Intention to Sell Bonds. The form of proposed Notice of Intention to Sell the Series 2015A Bonds (the “Notice of Intention to Sell Bonds”) submitted to the Board is hereby approved and adopted as the Notice of Intention to Sell the

Series 2015A Bonds, and the Director of Public Finance is hereby authorized and directed to cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions as may be made in accordance with Section 20 hereof, to be published once in The Bond Buyer or another financial publication generally circulated throughout the State of California.

Section 15. Sale of Series 2015A Bonds; Solicitation of Competitive Bids. The Board hereby authorizes the sale of the Series 2015A Bonds by solicitation of competitive bids for the purchase of the Series 2015A Bonds on the date and at the place determined in accordance with the Official Notice of Sale and Section 4 hereof.

Section 16. Disposition of Proceeds of Sale. The proceeds of sale of the Series 2015A Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any, shall be deposited into the Series 2015A Bond Subaccount, (b) original issue premium, if any, shall be deposited into the Series 2015A Bond Subaccount, and (c) remaining proceeds of sale shall be deposited into the Series 2015A Project Subaccount.

Section 17. Official Statement. The form of proposed Preliminary Official Statement describing the Series 2015A Bonds (the "Preliminary Official Statement") submitted to the Board is hereby approved and adopted as the Preliminary Official Statement describing the Series 2015A Bonds, with such additions, corrections and revisions as may be determined to be necessary or desirable to be made in accordance with Section 20 hereof. The Controller is hereby authorized to cause the distribution of a Preliminary Official Statement deemed final for purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the "Rule"), and to sign a certificate to that effect. The Director of Public Finance is hereby authorized and directed to cause to be printed and mailed or electronically distributed to prospective bidders for the Series 2015A Bonds copies of the Preliminary Official Statement in substantially the form of the Preliminary Official Statement approved and adopted hereby, as completed, supplemented, corrected or

revised. The Controller is authorized and directed to approve, execute, and deliver the final Official Statement with respect to the Series 2015A Bonds, which final Official Statement shall be in the form of the Preliminary Official Statement, with such additions, corrections and revisions as may be determined to be necessary or desirable made in accordance with Section 20 hereof and as are permitted under the Rule. The Director of Public Finance is hereby authorized and directed to cause to be printed and mailed or electronically distributed copies of the final Official Statement to all actual initial purchasers of the Series 2015A Bonds.

Section 18. Tax Covenants.

(a) General. The City hereby covenants with the owners and holders of the Series 2015A Bonds that, notwithstanding any other provisions of this Resolution, it shall not take any action, or fail to take any action, if any such action or failure to take action would adversely affect the exclusion from gross income of interest on the Series 2015A Bonds under Section 103 of the Code, and the regulations issued thereunder, as the same may be amended from time to time, and any successor provisions of law. Reference to a particular section of the Code shall be deemed to be a reference to any successor to any such section. The City shall not, directly or indirectly, use or permit the use of proceeds of the Series 2015A Bonds or any of the property financed or refinanced with proceeds of the Series 2015A Bonds, or any portion thereof, by any person other than a governmental unit (as such term is used in Section 141 of the Code), in such manner or to such extent as would result in the loss of exclusion of interest on the Series 2015A Bonds from gross income for federal income tax purposes.

(b) Use of Proceeds. The City shall not take any action, or fail to take any action, if any such action or failure to take action would cause the Series 2015A Bonds to be “private activity bonds” within the meaning of Section 141 of the Code, and in furtherance thereof, shall not make any use of the proceeds of the Series 2015A Bonds or any of the property

financed or refinanced with proceeds of the Series 2015A Bonds, or any portion thereof, or any other funds of the City, that would cause the Series 2015A Bonds to be “private activity bonds” within the meaning of Section 141 of the Code. To that end, so long as any Series 2015A Bonds are outstanding, the City, with respect to such proceeds and property and such other funds, will comply with applicable requirements of the Code and all regulations of the United States Department of the Treasury issued thereunder, to the extent such requirements are, at the time, applicable and in effect. The City shall establish reasonable procedures necessary to ensure continued compliance with Section 141 of the Code and the continued qualification of the Series 2015A Bonds as “governmental bonds.”

(c) Arbitrage. The City shall not, directly or indirectly, use or permit the use of any proceeds of the Series 2015A Bonds, or of any property financed or refinanced by the Series 2015A Bonds, or other funds of the City, or take or omit to take any action, that would cause the Series 2015A Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code. To that end, the City shall comply with all requirements of Section 148 of the Code and all regulations of the United States Department of the Treasury issued thereunder to the extent such requirements are, at the time, in effect and applicable to the Series 2015A Bonds.

(d) Federal Guarantee. The City shall not make any use of the proceeds of the Series 2015A Bonds or any other funds of the City, or take or omit to take any other action, that would cause the Series 2015A Bonds to be “federally guaranteed” within the meaning of Section 149(b) of the Code.

(e) Information Reporting. The City shall take or cause to be taken all necessary action to comply with the informational reporting requirement of Section 149(e) of the Code with respect to the Series 2015A Bonds.

(f) Hedge Bonds. The City shall not make any use of the proceeds of the Series 2015A Bonds or any other amounts or property, regardless of the source, or take any action



or refrain from taking any action that would cause the Series 2015A Bonds to be considered “hedge bonds” within the meaning of Section 149(g) of the Code unless the City takes all necessary action to assure compliance with the requirements of Section 149(g) of the Code.

(g) Compliance with Tax Certificate. In furtherance of the foregoing tax covenants of this Section 18, the City covenants that it will comply with the provisions of the Tax Certificate to be executed by the City with respect to the Series 2015A Bonds, dated the date of issuance of the Series 2015A Bonds, as such Tax Certificate may be amended from time to time. This covenant shall survive payment in full or defeasance of the Series 2015A Bonds.

Section 19. Continuing Disclosure Certificate. The form of Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”) to be signed by the City to permit the original purchasers of the Series 2015A Bonds to comply with the Rule, submitted to the Board is hereby approved and adopted as the Continuing Disclosure Certificate, with such additions, corrections and revisions as may be determined to be necessary or desirable to be made in accordance with Section 20 hereof. The Controller is hereby authorized and directed to execute the Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure Certificate to the original purchasers of the Series 2015A Bonds.

Section 20. Modification to Documents. Any City official authorized by this Resolution to execute any document is hereby further authorized, in consultation with the City Attorney and co-bond counsel, to approve and make such changes, additions, amendments or modifications to the document or documents such official is authorized to execute as may be necessary or advisable (provided that such changes, additions, amendments or modifications shall not authorize an aggregate principal amount of Series 2015A Bonds in excess of \$67,540,000 or conflict with the provisions of Section 4 hereof). The approval of any change, addition, amendment or modification to any of the aforementioned documents shall be evidenced conclusively by the execution and delivery of the document in question.

Section 21. Ratification. All actions heretofore taken by officials, employees and agents of the City with respect to the sale and issuance of the Series 2015A Bonds are hereby approved, confirmed and ratified.

Section 22. Relationship to Authorizing Resolution. In the event of any conflict between this Resolution and the Authorizing Resolution, the terms of this Resolution shall control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing Resolution, the City is not obligated to transfer money from the General Fund of the City to the Bond Account to pay the principal of or interest on the Series 2015A Bonds.

Section 23. Accountability Reports. The Series 2015A Bonds are subject to accountability requirements under the City's Administrative Code and the Bond Ordinance. The deadline for submission of the Accountability Reports under Administrative Code Section 2.71(a) is hereby waived with respect to the Series 2015A Bonds.

Section 24. Citizens' Oversight Committee. The Series 2015A Bonds are subject to, and incorporate by reference, the applicable provisions of San Francisco Administrative Code Sections 5.30-5.36 (the "Citizens' General Obligation Bond Oversight Committee, to the extent permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the Series 2015A Bonds shall be deposited in a fund established by the Controller's Office and appropriated by the Board at the direction of the Citizens' General Obligation Bond Oversight Committee to cover the costs of such Committee.

Section 25. CEQA Determinations.

(a) Muni Forward Program. The Board has reviewed and considered the information contained in the TEP FEIR, the CEQA Findings contained in Resolution No. 14-041, the project approval findings contained in Resolution Nos. 14-066, 14-148 and 14-137, and all written and oral information provided by the Planning Department, the public, relevant public agencies, SFMTA staff and other experts and the administrative files; and based on the

record as a whole, finds that the TEP FEIR is adequate for the actions taken by this Resolution to fund various Muni Forward projects. The Board adopts as its own the CEQA Findings for the TEP Project made by SFMTA contained in Resolution No. 14-041, including the Statement of Overriding Considerations and the TEP MMRP. The Board finds that the funding for the Muni Forward Program as reflected in this resolution is consistent with the Project described in the TEP FEIR. The Board additionally finds that the Project implementation does not require major revision to the TEP FEIR due to (1) the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; (2) a substantial change with respect to the circumstances under which the project analyzed in the FEIR will be undertaken that would require major revisions to the FEIR due to the involvement of new significant environmental effects, or a substantial increase in the severity of effects identified in the FEIR, or (3) new information of substantial importance to the project analyzed in the FEIR that has become available which would indicate that (i) the Muni Forward Program will have significant effects not discussed in the FEIR; (ii) significant environmental effects will be substantially more severe; (iii) mitigation measures or alternatives found not feasible which would reduce one or more significant effects have become feasible; or (iv) mitigation measures or alternatives which are considerably different from those in the FEIR will substantially reduce one or more significant effects on the environment.

(b) Better Market Street Project and Pedestrian Safety Improvements. The Board finds that funding approved by this Resolution for the Better Market Street Project and Pedestrian Safety Improvements will be used for further planning, design and related outreach, which are actions not subject to CEQA under CEQA Section 21065 and CEQA Guidelines Sections 15262 and 15378.

(c) Communications Based Overlay Signal System Positive Train Control System. The Board, acting as a responsible agency under CEQA for approval of funding for the CBOSS Positive Train Control System, concurs with the determination of the lead agency under CEQA, the Peninsula Joint Powers Board, that this project is categorically exempt from CEQA as set forth in the CBOSS Positive Train Control System NOE.

Section 26. General Authority. The Clerk of the Board of Supervisors, the Mayor, the City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each hereby authorized and directed in the name and on behalf of the City to take any and all steps and to issue, deliver or enter into any and all certificates, requisitions, agreements, notices, consents, and other documents as may be necessary to give effect to the provisions of this Resolution, including but not limited to letters of representations to any depository or depositories, which they or any of them might deem necessary or appropriate in order to consummate the lawful issuance, sale and delivery of the Series 2015A Bonds. Any such actions are solely intended to further the purposes of this Resolution, and are subject in all respects to the terms of this Resolution. No such actions shall increase the risk to the City or require the City to spend any resources not otherwise granted herein. Final versions of any such documents (showing marked changes, if any) shall be provided to the Clerk of the Board of Supervisors for inclusion in the official file within 30 days of execution by all parties,

together with a brief explanation of any changes from the date of the adoption of this Resolution.

APPROVED AS TO FORM:  
DENNIS J. HERRERA  
City Attorney

By: \_\_\_\_\_  
KENNETH DAVID ROUX  
Deputy City Attorney

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EXHIBIT A

[FORM OF SERIES 2015A BOND]

Unless this bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the City or its agent for registration of transfer, exchange, or payment, and any bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), any transfer, pledge, or other use of this bond for value or otherwise by or to any person is wrongful inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

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

CITY AND COUNTY OF SAN FRANCISCO  
GENERAL OBLIGATION BONDS  
(TRANSPORTATION AND ROAD IMPROVEMENT BONDS, 2014),  
SERIES 2015A

Interest Rate Maturity Date Dated CUSIP Number  
June 15, \_\_\_\_

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT: DOLLARS

THE CITY AND COUNTY OF SAN FRANCISCO, State of California (the "City"),  
acknowledges itself indebted to and promises to pay to the Registered Owner specified above

or registered assigns, on the Maturity Date specified above, the Principal Amount of this bond specified above in lawful money of the United States of America, and to pay interest on the Principal Amount in like lawful money from the interest payment date next preceding the date of authentication of this bond (unless this bond is authenticated as of the day during the period from the last day of the month next preceding any interest payment date (the "Record Date") to such interest payment date, inclusive, in which event it shall bear interest from such interest payment date, or unless this bond is authenticated on or before November 30, 2015, in which event it shall bear interest from its dated date) until payment of such Principal Amount, at the Interest Rate per annum specified above calculated on the basis of a 360-day year comprised of twelve 30-day months, payable on December 15, 2015, and semiannually thereafter on June 15 and December 15 in each year; provided, however, if any interest payment date occurs on a day that banks in California or New York are closed for business or the New York Stock Exchange is closed for business, then such payment shall be made on the next succeeding day that banks in both California and New York are open for business and the New York Stock Exchange is open for business (a "Business Day"). The Principal Amount of this bond is payable to the Registered Owner of this bond upon the surrender of this bond at the office of the Treasurer of the City (the "City Treasurer"). The interest on this bond is payable to the person whose name appears on the bond registration books of the City Treasurer as the Registered Owner of this bond as of the close of business on the Record Date immediately preceding an interest payment date, whether or not such day is a Business Day, such interest to be paid by check mailed on the interest payment date to such Registered Owner at such Owner's address as it appears on such registration books; provided, however, that the Registered Owner of bonds in an aggregate principal amount of at least \$1,000,000 may submit a written request to the City Treasurer on or before the Record

Date preceding any interest payment date for payment of interest hereon by wire transfer to a commercial bank located in the United States of America.

This bond is one of a duly authorized issue of bonds of like tenor (except for such variations, if any, as may be required to designate varying numbers, denominations, interest rates and maturities), in the aggregate principal amount of \$\_\_\_\_\_ (the "Series 2015A Bonds"), which is part of a bond authorization in the aggregate original principal amount of \$500,000,000 and is authorized by the affirmative votes of more than two-thirds of the voters voting at a special election duly and legally called, held and conducted, in the City on November 4, 2014 and is issued and sold by the City pursuant to and in strict conformity with the provisions of the Constitution and laws of the State of California, and Charter of the City and of resolutions adopted by the Board of Supervisors of the City (the "Board of Supervisors") on \_\_\_\_\_, 2015 (together with the related Certificate of Award, the "Resolutions").

The Series 2015A Bonds are issuable as fully registered bonds without coupons in the denominations of \$5,000 or any integral multiple thereof, provided that no bond shall have principal maturing on more than one principal maturity date. Subject to the limitations and conditions and upon payment of the charges, if any, as provided in the Resolutions, the Series 2015A Bonds may be exchanged for a like aggregate principal amount of Series 2015A Bonds or other authorized denominations of the same interest rate and maturity.

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



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

The Series 2015A Bonds maturing on or before June 15, 20\_\_ are not subject to redemption prior to maturity. The Series 2015A Bonds maturing on and after June 15, 20\_\_ are subject to optional redemption, from any available funds, in whole or in part, on any date on or after June 15, 20\_\_, at redemption price equal to 100% of the principal amount redeemed, together with accrued interest to the redemption date, without premium. If less than all of the outstanding Series 2015A Bonds are to be redeemed, they may be redeemed in any order of maturity as determined by the City. If less than all of the outstanding Series 2015A Bonds of a maturity are to be redeemed, the Series 2015A Bonds or portions of Series 2015A Bonds of such maturity to be redeemed shall be selected by the City Treasurer, in authorized denominations of \$5,000 or integral multiples of that amount, from among Series 2015A Bonds of that maturity not previously called for redemption, by lot in any manner which the City Treasurer deems fair.

The Series 2015A Bonds maturing on June 15, 20\_\_, shall be subject to mandatory sinking fund redemption on June 15 or each of the years 20\_\_ through 20\_\_, inclusive, and at maturity in the respective amounts provide in the Resolutions.

Notice of the redemption of the Series 2015A Bonds shall be given or caused to be given to the Registered Owner of each Series 2015A Bond or portion of a Series 2015A Bond called for redemption not less than 20 or more than 60 days before any date established for redemption of the Series 2015A Bonds, by the City Treasurer on behalf of the City, by first class mail, postage prepaid, sent to the Registered Owner's last address, if any, appearing on the registration books kept by the City Treasurer.

Any notice of optional redemption may provide that such redemption is conditional upon occurrence of a specified event, as provided in the Resolutions. In the event that such conditional notice of optional redemption has been given, and on the scheduled Redemption Date such condition has not been satisfied, the Series 2015A Bonds for which notice of conditional optional redemption was given shall not be redeemed and shall remain Outstanding for all purposes of the Resolutions and the redemption not occurring shall not constitute an event of default under the Resolutions.

In addition, the City may rescind any optional redemption and notice thereof for any reason on any date prior to any Redemption Date by causing written notice of the rescission to be given to the Registered Owners of the Series 2015A Bonds so called for redemption. Notice of such rescission of redemption shall be given in the same manner notice of redemption was originally given. The actual receipt by the Registered Owner of any Series 2015A Bond of notice of such rescission shall not be a condition precedent to rescission, and failure to receive such notice or any defect in such notice so mailed shall not affect the validity of the rescission.

Official notice of redemption having been given as aforesaid, the Series 2015A Bonds or portions of Series 2015A Bonds so to be redeemed shall, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless such redemption and notice of it shall have been rescinded or unless the City shall default in the payment of the redemption price), such Series 2015A Bonds or portions of Series 2015A Bonds shall cease to bear interest. Neither the failure to mail such redemption notice, nor any defect in any notice so mailed, to any particular Registered Owner, shall effect the sufficiency of such notice with respect to the other Series 2015A Bonds.

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

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

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

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

This Series 2015A Bond shall not be entitled to any benefit under the Resolutions, or become valid or obligatory for any purpose, until the Certificate of Registration and Authentication hereon endorsed shall have been signed by the City Treasurer.

IN WITNESS WHEREOF the Board of Supervisors of the City and County of San Francisco (the "Board") has caused this Series 2015A Bond to be executed by the Mayor of the City and County of San Francisco, and to be countersigned by the Clerk of said Board, all as of \_\_\_\_\_, 2015.

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

Countersigned:

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

CERTIFICATE OF REGISTRATION AND AUTHENTICATION

This is one of the Series 2015A Bonds described in the within-mentioned Resolutions, which has been authenticated on the date set forth below.

Date of Authentication:     , 20\_\_.

By: \_\_\_\_\_  
Treasurer of the City and County  
of San Francisco

ASSIGNMENT

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-mentioned registered bond and hereby irrevocably constitute(s) and appoint(s) \_\_\_\_\_ attorney, to transfer the same on the books of the paying 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.

\_\_\_\_\_ Tax ID Number: \_\_\_\_\_