

FILE NO.

RESOLUTION NO.

1 [Clean and Safe Neighborhood Parks General Obligation Bonds, 2012, Series 2015D – Not to  
2 Exceed \$43,765,000 – Sale Resolution.]

3 **Resolution authorizing and directing the sale of not to exceed \$43,765,000 Aggregate**  
4 **Principal Amount of City and County of San Francisco General Obligation Bonds**  
5 **(Clean and Safe Neighborhood Parks Bonds, 2012), Series 2015D; prescribing the form**  
6 **and terms of said bonds; authorizing the execution, authentication, and registration of**  
7 **said bonds; providing for the appointment of depositories and other agents for said**  
8 **bonds; providing for the establishment of accounts related to said bonds; providing for**  
9 **the manner of sale of said bonds by competitive sale; approving the forms of Official**  
10 **Notice of Sale and Notice of Intention to Sell Bonds; directing the publication of the**  
11 **Notice of Intention to Sell Bonds; approving the form of the Preliminary Official**  
12 **Statement and the form and execution of the Official Statement relating to the sale of**  
13 **said Bonds; approving the form of the Continuing Disclosure Certificate; authorizing**  
14 **and approving modifications to documents; declaring the City’s intent to reimburse**  
15 **certain expenditures; ratifying certain actions previously taken; and granting general**  
16 **authority to City officials to take necessary actions in connection with the**  
17 **authorization, issuance, sale, and delivery of said bonds.**

18 WHEREAS, By Ordinance No. 161-12, finally passed by the Board of Supervisors (the  
19 “Board of Supervisors”) of the City and County of San Francisco (the “City”) on July 17, 2012,  
20 and signed by the Mayor of the City (the “Mayor”) on July 24, 2012 (the “Bond Election  
21 Ordinance”), the Board of Supervisors duly called a special election to be held on  
22 November 6, 2012 (the “Bond Election”), for the purpose of submitting to the electors of the  
23 City a proposition to incur bonded indebtedness in the amount of \$195,000,000 to finance the  
24 construction, reconstruction, renovation, demolition, environmental remediation and/or  
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1 improvement of park, open space, and recreation facilities located in the City and under the  
2 jurisdiction of the Recreation and Parks Commission or under the jurisdiction of the Port  
3 Commission and all other structures, improvements, and related costs necessary or  
4 convenient for the foregoing purposes and paying all other costs necessary and convenient  
5 for effectuating those purposes (the "Project"), and such proposition was approved by not less  
6 than a two-thirds vote of the qualified electors of the City voting on such proposition; and

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

12 WHEREAS, By Resolution No. 157-13, adopted by the Board of Supervisors on  
13 May 21, 2013, and signed by the Mayor on May 28, 2013, the City authorized the sale of an  
14 initial series of the Bonds in an aggregate principal amount not to exceed \$74,030,000 (the  
15 "Series 2013A Bonds"), which Series 2013A Bonds were subsequently issued in the principal  
16 amount of \$71,970,000; and

17 WHEREAS, It is necessary and desirable to issue a second series of the Bonds in an  
18 aggregate principal amount not to exceed \$43,765,000 (the "Series 2015D Bonds"), to finance  
19 a portion of the costs of the Project (as defined in the Authorizing Resolution); and

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

23 WHEREAS, The City has paid and expects to pay certain expenditures in connection  
24 with the Project to be financed by the Series 2015D Bonds prior to the issuance and sale of  
25

1 the Series 2015D Bonds, and the City intends to reimburse itself and to pay third parties for  
2 such prior expenditures from the proceeds of the Series 2015D Bonds; and

3 WHEREAS, Section 1.150-2 of the Treasury Regulations promulgated under the  
4 Internal Revenue Code of 1986 (the "Reimbursement Regulations") requires the City to  
5 declare its reasonable official intent to reimburse prior expenditures with the proceeds of a  
6 subsequent borrowing; and

7 WHEREAS, The Reimbursement Regulations require that any reimbursement  
8 allocation of proceeds of the Series 2015D Bonds to be made with respect to expenditures  
9 incurred prior to the issuance of the Series 2015D Bonds will occur not later than eighteen  
10 (18) months after the later of (i) the date on which the expenditure is paid or (ii) the date on  
11 which the facilities are placed in service, but in no event later than three (3) years after the  
12 expenditure is paid; and

13 WHEREAS, Pursuant to the applicable provisions of the San Francisco  
14 Administrative Code Sections 5.30-5.36, the Citizens' General Obligation Bond Oversight  
15 Committee shall conduct an annual review of bond spending and shall provide an annual  
16 report on the management of the program to the Mayor and the Board of Supervisors, and, to  
17 the extent permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the  
18 Series 2015D Bonds shall be deposited in a fund established by the Controller's Office and  
19 appropriated by the Board of Supervisors at the direction of the Citizens' General Obligation  
20 Bond Oversight Committee to cover the costs of such Committee and its review process;

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

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

24 Section 2. Conditions Precedent. All conditions, things and acts required by law to  
25 exist, to happen and to be performed precedent to and in connection with the issuance of the

1 Series 2015D Bonds exist, have happened and have been performed in due time, form and  
2 manner in accordance with applicable law, and the City is now authorized pursuant to the  
3 Bond Election, the Charter and applicable law to incur indebtedness in the manner and form  
4 provided in this Resolution.

5 Section 3. Documents. The documents presented to the Board of Supervisors and on  
6 file with the Clerk of the Board of Supervisors or designee thereof (the “Clerk of the Board of  
7 Supervisors”) are contained in File No. \_\_\_\_\_.

8 Section 4. Issuance and Sale of Series 2015D Bonds; Determination of Certain Terms;  
9 Designation. The Board of Supervisors authorizes the issuance and sale of not to exceed  
10 \$43,765,000 in aggregate principal amount of Bonds to be designated as “City and County of  
11 San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2012),  
12 Series 2015D,” for the purposes set forth in the Bond Election Ordinance and Proposition B  
13 approved by the voters at the Bond Election.

14 The Director of Public Finance of the City or designee thereof (the “Director of Public  
15 Finance”) is authorized to determine, for the Series 2015D Bonds, the sale date, the interest  
16 rates, the definitive principal amount, the maturity dates and the redemption dates, if any, and  
17 the terms of any optional or mandatory redemption, subject to the other specific provisions of  
18 this Resolution, including the following terms and conditions: (i) the Series 2015D Bonds shall  
19 not have a true interest cost (as such term is defined in the Official Notice of Sale for the  
20 Bonds (the “Official Notice of Sale”)) in excess of 12%; and (ii) the Series 2015D Bonds shall  
21 not have a final maturity date after June 15, 2040. The Director of Public Finance is further  
22 authorized to give the Series 2015D Bonds such additional or other series designation, or to  
23 modify such series designation, as may be necessary or appropriate to distinguish the Series  
24 2015D Bonds from every other series of Bonds and from other bonds issued by the City.

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

2           Each of the Series 2015D Bonds shall be in fully registered form without coupons in  
3           denominations of \$5,000 or any integral multiple of that amount. The officers of the City are  
4           directed to cause the Series 2015D Bonds to be prepared in sufficient quantity for delivery to  
5           or for the account of their purchaser and the Controller is directed to cause the blanks in the  
6           Series 2015D Bonds to be completed in accordance with the Authorizing Resolution and the  
7           Bond Award (as defined in Section 13), to procure their execution by the proper officers of the  
8           City (including by facsimile signature if necessary or convenient) and authentication as  
9           provided in this Section, and to deliver the Series 2015D Bonds when so executed and  
10          authenticated to said purchaser in exchange for their purchase price, all in accordance with  
11          the Authorizing Resolution.

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

19          Only Series 2015D Bonds bearing a certificate of authentication and registration  
20          executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the  
21          benefits of the Authorizing Resolution and this Resolution, and such certificate of the City  
22          Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the  
23          Series 2015D Bonds so authenticated have been duly authenticated and delivered under, and  
24          are entitled to the benefits of, the Authorizing Resolution and this Resolution.

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

4           Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at  
5 the office of the City Treasurer or at the designated office of any registrar appointed by the  
6 City Treasurer, separate and sufficient books for the registration and transfer of Series 2015D  
7 Bonds, which books shall at all times be open to inspection, and upon presentation for such  
8 purpose, the City Treasurer shall, under such reasonable regulations as he or she may  
9 prescribe, register or transfer or cause to be registered or transferred, on said books, Series  
10 2015D Bonds as provided in this Resolution. The City and the City Treasurer may treat the  
11 registered owner of each Series 2015D Bond as its absolute owner for all purposes, and the  
12 City and the City Treasurer shall not be affected by any notice to the contrary.

13           Section 7. Transfer or Exchange of Series 2015D Bonds. Any Series 2015D Bond  
14 may, in accordance with its terms, be transferred upon the books required to be kept pursuant  
15 to the provisions of Section 6, by the person in whose name it is registered, in person or by  
16 the duly authorized attorney of such person in writing, upon surrender of such Series 2015D  
17 Bond for cancellation, accompanied by delivery of a duly executed written instrument of  
18 transfer in a form approved by the City Treasurer.

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

22           Whenever any Series 2015D Bond shall be surrendered for transfer or exchange, the  
23 designated City officials shall execute (as provided in Section 5) and the City Treasurer shall  
24 authenticate and deliver a new Series 2015D Bond of the same interest rate and maturity in a  
25 like aggregate principal amount. The City Treasurer shall require the payment by any bond

1 owner requesting any such transfer of any tax or other governmental charge required to be  
2 paid with respect to such transfer or exchange.

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

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

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

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

17 Except as may be otherwise provided in connection with any book-entry only system  
18 applicable to the Series 2015D Bonds, payment of the interest on any Series 2015D Bond  
19 shall be made by check mailed on the interest payment date to such owner at such owner's  
20 address as it appears on the registration books as of the Record Date; provided, that if any  
21 interest payment date occurs on a day that banks in California or New York are closed for  
22 business or the New York Stock Exchange is closed for business, then such payment shall be  
23 made on the next succeeding day that banks in both California and New York are open for  
24 business and the New York Stock Exchange is open for business (each, a "Business Day");  
25 and provided, further, that the registered owner of an aggregate principal amount of at least

1 \$1,000,000 of Series 2015D Bonds may submit a written request to the City Treasurer on or  
2 before a Record Date preceding an interest payment date for payment of interest on the next  
3 succeeding interest payment date and thereafter by wire transfer to a commercial bank  
4 located within the United States of America.

5 For so long as any Series 2015D Bonds are held in book-entry form by a securities  
6 depository selected by the City pursuant to Section 11, payment shall be made to the  
7 registered owner of the Series 2015D Bonds designated by such securities depository by wire  
8 transfer of immediately available funds.

9 (c) Interest on the Series 2015D Bonds. The Series 2015D Bonds shall bear  
10 interest at rates to be determined upon the sale of the Series 2015D Bonds, calculated on the  
11 basis of a 360-day year comprised of twelve 30-day months, payable on [June 15, 2016] (or  
12 such other date as may be designated in the Bond Award), and semiannually thereafter on  
13 June 15 and December 15 of each year. Each Series 2015D Bond shall bear interest from  
14 the interest payment date next preceding the date of its authentication unless it is  
15 authenticated as of a day during the period from the Record Date next preceding any interest  
16 payment date to the interest payment date, inclusive, in which event it shall bear interest from  
17 such interest payment date, or unless it is authenticated on or before the first Record Date, in  
18 which event it shall bear interest from the Dated Date; provided, that if, at the time of  
19 authentication of any Series 2015D Bond, interest is in default on the Series 2015D Bonds,  
20 such Series 2015D Bond shall bear interest from the interest payment date to which interest  
21 has previously been paid or made available for payment on the Series 2015D Bonds or from  
22 the Dated Date if the first interest payment is not made.

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

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

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

16 (f) Selection of Series 2015D Bonds for Redemption. Whenever less than all of the  
17 outstanding Series 2015D Bonds are called for redemption on any date, the City Treasurer  
18 will select the maturities of the Series 2015D Bonds to be redeemed in the sole discretion of  
19 the City Treasurer. Whenever less than all of the outstanding Series 2015D Bonds maturing  
20 on any one date are called for redemption on any one date, the City Treasurer will select the  
21 Series 2015D Bonds or portions thereof, in denominations of \$5,000 or any integral multiple  
22 thereof, to be redeemed from the outstanding Series 2015D Bonds maturing on such date not  
23 previously selected for redemption, by lot, in any manner which the City Treasurer deems fair.

24 (g) Notice of Redemption. The date on which Series 2015D Bonds that are called  
25 for redemption are to be presented for redemption is called the "Redemption Date." The City

1 Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2015D Bonds,  
2 postage prepaid, to the respective registered owners at the addresses appearing on the bond  
3 registration books not less than twenty (20) nor more than sixty (60) days prior to the  
4 Redemption Date. The notice of redemption shall (a) state the Redemption Date; (b) state the  
5 redemption price; (c) state the maturity dates of the Series 2015D Bonds to be redeemed and,  
6 if less than all of any such maturity is called for redemption, the distinctive numbers of the  
7 Series 2015D Bonds of such maturity to be redeemed, and in the case of any Series 2015D  
8 Bonds to be redeemed in part only, the respective portions of the principal amount to be  
9 redeemed; (d) state the CUSIP number, if any, of each Series 2015D Bond to be redeemed;  
10 (e) require that such Series 2015D Bonds be surrendered by the owners at the office of the  
11 City Treasurer or his or her agent; and (f) give notice that interest on such Series 2015D  
12 Bonds or portions of Series 2015D Bonds to be redeemed will cease to accrue after the  
13 Redemption Date. Notice of optional redemption may be conditional upon receipt of funds or  
14 other event specified in the notice of redemption as provided in subsection (j) of this  
15 Section 8.

16 The actual receipt by the owner of any Series 2015D Bond of notice of such  
17 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 2015D Bonds or the cessation of accrual of interest on such  
20 Series 2015D Bonds on the Redemption Date.

21 Notice of redemption also shall be given, or caused to be given by the City Treasurer,  
22 by (i) registered or certified mail, postage prepaid, (ii) confirmed facsimile transmission, (iii)  
23 overnight delivery service, or (iv) to the extent acceptable to the intended recipient, email or  
24 similar electronic means, to (a) all organizations registered with the Securities and Exchange  
25

1 Commission as securities depositories and (b) such other services or organizations as may be  
2 required in accordance with the Continuing Disclosure Certificate described in Section 19.

3 The notice or notices required for redemption shall be given by the City Treasurer or  
4 any agent appointed by the City. A certificate of the City Treasurer or such other appointed  
5 agent of the City that notice of redemption has been given to the owner of any Series 2015D  
6 Bond to be redeemed in accordance with this Resolution shall be conclusive against all  
7 parties.

8 (h) Series 2015D Redemption Account. At the time the City Treasurer or the  
9 Controller of the City or his or her designee (the "Controller") determines to optionally call and  
10 redeem any of the Series 2015D Bonds, the City Treasurer or his or her agent shall establish  
11 a redemption account to be described or known as the "General Obligation Bonds, Series  
12 2015D Redemption Account" (the "Series 2015D Redemption Account"), and prior to or on the  
13 Redemption Date there must be set aside in the Series 2015D Redemption Account moneys  
14 available for the purpose and sufficient to redeem, as provided in this Resolution, the Series  
15 2015D Bonds designated in said notice of redemption, subject to the provisions of subsection  
16 (j) of this Section. Said moneys must be set aside in the Series 2015D Redemption Account  
17 solely for the purpose of, and shall be applied on or after the Redemption Date to, payment of  
18 the redemption price of the Series 2015D Bonds to be redeemed upon presentation and  
19 surrender of such Series 2015D Bonds. Any interest due on or prior to the Redemption Date  
20 may be paid from the Series 2015D Bond Account as provided in Section 9 or from the Series  
21 2015D Redemption Account. Moneys held from time to time in the Series 2015D Redemption  
22 Account shall be invested by the City Treasurer pursuant to the City's policies and guidelines  
23 for investment of moneys in the General Fund of the City. If, after all of the Series 2015D  
24 Bonds have been redeemed and canceled or paid and canceled, there are moneys remaining  
25 in the Series 2015D Redemption Account, said moneys shall be transferred to the General

1 Fund of the City or to such other fund or account as required by applicable law; provided, that  
2 if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred  
3 pursuant to the resolution authorizing such refunding bonds.

4 (i) Effect of Redemption. When notice of optional redemption has been given  
5 substantially as provided in this Resolution, and when the amount necessary for the  
6 redemption of the Series 2015D Bonds called for redemption (principal, premium, if any, and  
7 accrued interest to such Redemption Date) is set aside for that purpose in the Series 2015D  
8 Redemption Account, the Series 2015D Bonds designated for redemption shall become due  
9 and payable on the Redemption Date, and upon presentation and surrender of said Series  
10 2015D Bonds at the place specified in the notice of redemption, such Series 2015D Bonds  
11 shall be redeemed and paid at said redemption price out of said Series 2015D Redemption  
12 Account. No interest will accrue on such Series 2015D Bonds called for redemption after the  
13 Redemption Date and the registered owners of such Series 2015D Bonds shall look for  
14 payment of such Series 2015D Bonds only to the Series 2015D Redemption Account. All  
15 Series 2015D Bonds redeemed shall be canceled immediately by the City Treasurer and shall  
16 not be reissued.

17 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice of  
18 optional redemption given as provided in Section 8(g) may provide that such redemption is  
19 conditioned upon: (i) deposit in the Series 2015D Redemption Account of sufficient moneys to  
20 redeem the Series 2015D Bonds called for optional redemption on the anticipated  
21 Redemption Date, or (ii) the occurrence of any other event specified in the notice of  
22 redemption. If conditional notice of redemption has been given substantially as provided in  
23 this subsection (j), and on the scheduled Redemption Date (i) sufficient moneys to redeem the  
24 Series 2015D Bonds called for optional redemption on the Redemption Date have not been  
25 deposited in the Series 2015D Redemption Account, or (ii) any other event specified in the

1 notice of redemption as a condition to the redemption has not occurred, then (y) the Series  
2 2015D Bonds for which conditional notice of redemption was given shall not be redeemed on  
3 the anticipated Redemption Date and shall remain Outstanding for all purposes of this  
4 Resolution, and (z) the redemption not occurring shall not constitute a default under this  
5 Resolution or the Authorizing Resolution.

6 The City may rescind any optional redemption and notice of it for any reason on any  
7 date prior to any Redemption Date by causing written notice of the rescission to be given to  
8 the owners of all Series 2015D Bonds so called for redemption. Notice of any such rescission  
9 of redemption shall be given in the same manner notice of redemption was originally given.  
10 The actual receipt by the owner of any Series 2015D Bond of notice of such rescission shall  
11 not be a condition precedent to rescission, and failure to receive such notice or any defect in  
12 such notice so mailed shall not affect the validity of the rescission.

13 Section 9. Series 2015D Bond Account. There is established with the City Treasurer a  
14 special subaccount in the General Obligation Bonds (Clean and Safe Neighborhood Parks  
15 Bonds, 2012) Bond Account (the “Bond Account”) created pursuant to the Authorizing  
16 Resolution to be designated the “General Obligation Bonds (Clean and Safe Neighborhood  
17 Parks Bonds, 2012), Series 2015D Bond Subaccount” (the “Series 2015D Bond Account”), to  
18 be held separate and apart from all other accounts of the City. All interest earned on amounts  
19 on deposit in the Series 2015D Bond Account shall be retained in the Series 2015D Bond  
20 Account.

21 On or prior to the date on which any payment of principal of or interest on the Series  
22 2015D Bonds is due, including any Series 2015D Bonds subject to mandatory redemption on  
23 said date, the City Treasurer shall allocate to and deposit in the Series 2015D Bond Account,  
24 from amounts held in the Bond Account, an amount which, when added to any available  
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1 moneys contained in the Series 2015D Bond Account, is sufficient to pay principal of and  
2 interest on the Series 2015D Bonds on such date.

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

12 Amounts in the Series 2015D Bond Account may be invested in any investment of the  
13 City in which moneys in the General Fund of the City are invested. The City Treasurer may (i)  
14 commingle any of the moneys held in the Series 2015D Bond Account with other City moneys  
15 or (ii) deposit amounts credited to the Series 2015D Bond Account into a separate fund or  
16 funds for investment purposes only; provided, that all of the moneys held in the Series 2015D  
17 Bond Account shall be accounted for separately notwithstanding any such commingling or  
18 separate deposit by the City Treasurer.

19 Section 10. Series 2015D Project Account. There is established with the City  
20 Treasurer a special subaccount in the General Obligation Bonds (Clean and Safe  
21 Neighborhood Parks Bonds, 2012) Project Account (the "Project Account") created pursuant  
22 to the Authorizing Resolution to be designated the "General Obligation Bonds (Clean and  
23 Safe Neighborhood Parks Bonds, 2012), Series 2015D Project Subaccount" (the "Series  
24 2015D Project Account"), to be held separate and apart from all other accounts of the City. All  
25 interest earned on amounts on deposit in the Series 2015D Project Account shall be retained

1 in the Series 2015D Project Account. Amounts in the Series 2015D Project Account shall be  
2 expended in accordance with the provisions of the Authorizing Resolution for the acquisition,  
3 construction or reconstruction of the Project (as defined in the Authorizing Resolution).

4 Amounts in the Series 2015D Project Account may be invested in any investment of  
5 the City in which moneys in the General Fund of the City are invested. The City Treasurer  
6 may (i) commingle any of the moneys held in the Series 2015D Project Account with other  
7 City moneys or (ii) deposit amounts credited to the Series 2015D Project Account into a  
8 separate fund or funds for investment purposes only; provided, that all of the moneys held in  
9 the Series 2015D Project Account (including interest earnings) shall be accounted for  
10 separately notwithstanding any such comingling or separate deposit by the City Treasurer.

11 The City Treasurer is authorized to pay or cause to be paid from the proceeds of the  
12 Series 2015D Bonds, on behalf of the City, the costs of issuance associated with the Series  
13 2015D Bonds. Costs of issuance of the Series 2015D Bonds shall include, without limitation,  
14 bond and financial printing expenses, mailing and publication expenses, rating agency fees,  
15 the fees and expenses of paying agents, registrars, financial consultants, disclosure counsel  
16 and co-bond counsel, and the reimbursement of departmental expenses in connection with  
17 the issuance of the Series 2015D Bonds.

18 Section 11. Appointment of Depositories and Other Agents. The City Treasurer is  
19 authorized and directed to appoint one or more depositories as he or she may deem desirable  
20 and the procedures set forth in Section 6, Section 7 and Section 8 relating to registration of  
21 ownership of the Series 2015D Bonds and payments and redemption notices to owners of the  
22 Series 2015D Bonds may be modified to comply with the policies and procedures of such  
23 depository. The City will not have any responsibility or obligation to any purchaser of a  
24 beneficial ownership interest in any Series 2015D Bonds or to any participants in such a  
25 depository with respect to (i) the accuracy of any records maintained by such securities

1 depository or any participant therein; (ii) any notice that is permitted or required to be given to  
2 the owners of Series 2015D Bonds under this Resolution; (iii) the selection by such securities  
3 depository or any participant therein of any person to receive payment in the event of a partial  
4 redemption of Series 2015D Bonds; (iv) the payment by such securities depository or any  
5 participant therein of any amount with respect to the principal or redemption premium, if any,  
6 or interest due with respect to Series 2015D Bonds; (v) any consent given or other action  
7 taken by such securities depository as the owner of Series 2015D Bonds; or (vi) any other  
8 matter.

9 The Depository Trust Company (“DTC”) is appointed as depository for the Series  
10 2015D Bonds. The Series 2015D Bonds shall be initially issued in book-entry form. Upon  
11 initial issuance, the ownership of each Series 2015D Bond shall be registered in the bond  
12 register in the name of Cede & Co., as nominee of DTC. So long as each Series 2015D Bond  
13 is registered in book-entry form, each Series 2015D Bond shall be registered in the name of  
14 Cede & Co. or in the name of such successor nominee as may be designated from time to  
15 time by DTC or any successor as depository.

16 The City Treasurer is also authorized and directed to appoint one or more agents as he  
17 or she may deem necessary or desirable. To the extent permitted by applicable law and  
18 under the supervision of the City Treasurer, such agents may serve as paying agent, fiscal  
19 agent, rebate calculation agent, escrow agent or registrar for the Series 2015D Bonds or may  
20 assist the City Treasurer in performing any or all of such functions and such other duties as  
21 the City Treasurer shall determine. Such agents shall serve under such terms and conditions  
22 as the City Treasurer shall determine. The City Treasurer may remove or replace agents  
23 appointed pursuant to this paragraph at any time.

24 Section 12. Defeasance Provisions. Payment of all or any portion of the Series 2015D  
25 Bonds may be provided for prior to such Series 2015D Bonds’ respective stated maturities by

1 irrevocably depositing with the City Treasurer (or any commercial bank or trust company  
2 designated by the City Treasurer to act as escrow agent):

3 (a) An amount of cash equal to the principal amount of all of the Series 2015D  
4 Bonds or portion thereof to be defeased, and all unpaid interest thereon to maturity, except  
5 that in the case of any portion of the Series 2015D Bonds that is to be redeemed prior to such  
6 Series 2015D Bonds' respective stated maturities and in respect of which notice of such  
7 redemption shall have been given as provided in Section 8 or an irrevocable election to give  
8 such notice shall have been made by the City, the amount to be deposited shall be the  
9 principal amount thereof, all unpaid interest thereon to the Redemption Date, and premium, if  
10 any, due on such Redemption Date; or

11 (b) Defeasance Securities (as defined below) not subject to call, except as provided  
12 below in the definition of that term, maturing and paying interest at such times and in such  
13 amounts, together with interest earnings and cash, if required, as will, without reinvestment,  
14 as certified by an independent certified public accountant, be fully sufficient to pay the  
15 principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be,  
16 and premium, if any, due on the portion of the Series 2015D Bonds to be redeemed, as such  
17 principal and interest come due; provided, that, in the case of Series 2015D Bonds that are to  
18 be redeemed prior to maturity, notice of such redemption shall be given as provided in Section  
19 8 or an irrevocable election to give such notice shall have been made by the City; then, all  
20 obligations of the City with respect to said outstanding Series 2015D Bonds shall cease and  
21 terminate, except only the obligation of the City to pay or cause to be paid from the funds  
22 deposited pursuant to paragraphs (a) or (b) of this Section 12 to the owners of such Series  
23 2015D Bonds all sums due with respect thereto and the obligations of the City pursuant to  
24 Section 18; and provided further, that the City shall have received an opinion of nationally  
25

1 recognized bond counsel that provision for the payment of such Series 2015D Bonds has  
2 been made in accordance with this Section 12.

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

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

7 (2) Pre-refunded fixed interest rate municipal obligations meeting the following  
8 conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the  
9 trustee or paying agent has been given irrevocable instructions concerning their calling and  
10 redemption and the issuer has covenanted not to redeem such obligations other than as set  
11 forth in such instructions; (b) the municipal obligations are secured by cash or United States  
12 Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in  
13 the escrow fund or the Series 2015D Redemption Account) are sufficient to meet the liabilities  
14 of the municipal obligations; (d) the United States Obligations serving as security for the  
15 municipal obligations are held by an escrow agent or trustee; (e) the United States Obligations  
16 are not available to satisfy any other claims, including those against the trustee or escrow  
17 agent; and (f) the municipal obligations are rated, without regard to any numerical modifier,  
18 plus or minus sign or other modifier, at the time of original deposit to the escrow fund, by any  
19 two Rating Agencies (as defined below) not lower than the rating then maintained by such  
20 Rating Agencies on such United States Obligations.

21 For purposes of this Section 12, "United States Obligations" means (i) direct and  
22 general obligations of the United States of America, or obligations that are unconditionally  
23 guaranteed as to principal and interest by the United States of America, including without  
24 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds that  
25 have been stripped by request to the Federal Reserve Bank of New York in book-entry form

1 or (ii) any security issued by an agency or instrumentality of the United States of America that  
2 is selected by the Director of Public Finance that results in the escrow fund being rated by any  
3 two Rating Agencies at the time of the initial deposit to the escrow fund and upon any  
4 substitution or subsequent deposit to the escrow fund, not lower than the rating then  
5 maintained by such Rating Agencies on United States Obligations described in clause (i)  
6 above.

7 For purposes of this Section 12, "Rating Agencies" means Moody's Investors Service,  
8 Inc., Fitch Ratings, and Standard and Poor's Rating Services, a division of The McGraw-Hill  
9 Companies, Inc., or any other nationally recognized bond rating agency that is the successor  
10 to any of the foregoing rating agencies or that is otherwise established after the date hereof.

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

12 (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids  
13 for the Series 2015D Bonds submitted to the Board of Supervisors is approved and adopted  
14 as the Official Notice of Sale inviting bids for the Series 2015D Bonds, with such changes,  
15 additions and modifications as may be made in accordance with Section 20. The Director of  
16 Public Finance is authorized and directed to cause to be mailed or otherwise circulated to  
17 prospective bidders for the Series 2015D Bonds copies of the Official Notice of Sale, subject  
18 to such corrections, revisions or additions as may be acceptable to the Director of Public  
19 Finance.

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

22 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any  
23 and all bids received for any reason. The Controller is authorized to award the Series 2015D  
24 Bonds to the responsible bidder whose bid (a) is timely received and conforms to the Official  
25 Notice of Sale, except to the extent informalities and irregularities are waived by the City as

1 permitted by the Official Notice of Sale, and (b) represents the lowest true interest cost to the  
2 City in accordance with the procedures described in the Official Notice of Sale. The award, if  
3 made, shall be set forth in a certificate signed by the Controller setting forth the terms of the  
4 Series 2015D Bonds and the original purchasers (the "Bond Award"). The Controller shall  
5 provide a copy of the Bond Award as soon as practicable to the Clerk of the Board of  
6 Supervisors and the Director of Public Finance; provided, that failure to provide such copy  
7 shall not affect the validity of the Bond Award.

8 Section 14. Publication of Notice of Intention to Sell Bonds. The form of proposed  
9 Notice of Intention to Sell the Series 2015D Bonds (the "Notice of Intention to Sell Bonds")  
10 submitted to the Board of Supervisors is approved and adopted as the Notice of Intention to  
11 Sell the Series 2015D Bonds, and the Director of Public Finance is authorized and directed to  
12 cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions  
13 as may be made in accordance with Section 20, to be published once in The Bond Buyer or  
14 another financial publication generally circulated throughout the State of California.

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

19 Section 16. Disposition of Proceeds of Sale. The proceeds of sale of the Series  
20 2015D Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,  
21 shall be deposited into the Series 2015D Bond Account; (b) premium, if any, shall be  
22 deposited into the Series 2015D Bond Account; and (iii) remaining proceeds of sale shall be  
23 deposited into the Series 2015D Project Account.

24 Section 17. Official Statement. The form of proposed Preliminary Official Statement  
25 describing the Series 2015D Bonds (the "Preliminary Official Statement") submitted to the

1 Board of Supervisors is approved and adopted as the Preliminary Official Statement  
2 describing the Series 2015D Bonds, with such additions, corrections and revisions as may be  
3 determined to be necessary or desirable made in accordance with Section 20. The Controller  
4 is authorized to cause the distribution of a Preliminary Official Statement deemed final for  
5 purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the  
6 Securities Exchange Act of 1934, as amended (the "Rule"), and to sign a certificate to that  
7 effect. The Director of Public Finance is authorized and directed to cause to be printed and  
8 mailed or electronically distributed to prospective bidders for the Series 2015D Bonds the  
9 Preliminary Official Statement in substantially the form of the Preliminary Official Statement  
10 approved and adopted by this Resolution, as completed, supplemented, corrected or revised.  
11 The Controller is authorized and directed to approve, execute, and deliver the final Official  
12 Statement with respect to the Series 2015D Bonds, which final Official Statement shall be in  
13 the form of the Preliminary Official Statement, with such additions, corrections and revisions  
14 as may be determined to be necessary or desirable made in accordance with Section 20 and  
15 as are permitted under the Rule. The Director of Public Finance is authorized and directed to  
16 cause to be printed and mailed or electronically distributed the final Official Statement to all  
17 actual initial purchasers of the Series 2015D Bonds.

18 Section 18. Tax Covenants. For purposes of this Section 18, "Common Issue Bonds"  
19 means the Series 2015D Bonds and any other tax-exempt bonds that are part of the same  
20 "issue" (as defined in Section 1.150-1(c) of the Treasury Regulations) as the Series 2015D  
21 Bonds, expected to include the City's Clean and Safe Neighborhood Parks General Obligation  
22 Bonds, 2008, Series 2015C.

23 (a) General. The City covenants with the holders of the Series 2015D Bonds that,  
24 notwithstanding any other provisions of this Resolution, it shall not take any action, or fail to  
25 take any action, if any such action or failure to take action would adversely affect the

1 exclusion from gross income of interest on the Series 2015D Bonds under Section 103 of the  
2 Code, and the regulations issued thereunder, as the same may be amended from time to  
3 time, and any successor provisions of law. Reference to a particular section of the Code shall  
4 be deemed to be a reference to any successor to any such section. The City shall not,  
5 directly or indirectly, use or permit the use of proceeds of the Common Issue Bonds or any of  
6 the property financed or refinanced with proceeds of the Common Issue Bonds, or any portion  
7 thereof, by any person other than a governmental unit (as such term is used in Section 141 of  
8 the Code), in such manner or to such extent as would result in the loss of exclusion of interest  
9 on the Series 2015D Bonds from gross income for federal income tax purposes.

10 (b) Use of Proceeds. The City shall not take any action, or fail to take any action, if  
11 any such action or failure to take action would cause the Series 2015D Bonds to be “private  
12 activity bonds” within the meaning of Section 141 of the Code, and in furtherance thereof,  
13 shall not make any use of the proceeds of the Common Issue Bonds or any of the property  
14 financed or refinanced with proceeds of the Common Issue Bonds, or any portion thereof, or  
15 any other funds of the City, that would cause the Series 2015D Bonds to be “private activity  
16 bonds” within the meaning of Section 141 of the Code. To that end, so long as any Common  
17 Issue Bonds are outstanding, the City, with respect to such proceeds and property and such  
18 other funds, will comply with applicable requirements of the Code and all regulations of the  
19 United States Department of the Treasury issued thereunder, to the extent such requirements  
20 are, at the time, applicable and in effect. The City shall establish reasonable procedures  
21 necessary to ensure continued compliance with Section 141 of the Code and the continued  
22 qualification of the Series 2015D Bonds as “governmental bonds.”

23 (c) Arbitrage. The City shall not, directly or indirectly, use or permit the use of any  
24 proceeds of the Common Issue Bonds, or of any property financed or refinanced by the  
25 Common Issue Bonds, or other funds of the City, or take or omit to take any action, that would

1 cause the Series 2015D Bonds to be “arbitrage bonds” within the meaning of Section 148 of  
2 the Code. To that end, the City shall comply with all requirements of Section 148 of the Code  
3 and all regulations of the United States Department of the Treasury issued thereunder to the  
4 extent such requirements are, at the time, in effect and applicable to the Common Issue  
5 Bonds.

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

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

13 (f) Hedge Bonds. The City shall not make any use of the proceeds of the Common  
14 Issue Bonds or any other amounts or property, regardless of the source, or take any action or  
15 refrain from taking any action that would cause the Series 2015D Bonds to be considered  
16 “hedge bonds” within the meaning of Section 149(g) of the Code unless the City takes all  
17 necessary action to assure compliance with the requirements of Section 149(g) of the Code.

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

24 Section 19. Continuing Disclosure Certificate. The form of Continuing Disclosure  
25 Certificate (the “Continuing Disclosure Certificate”), to be signed by the City to permit the

1 original purchasers of the Series 2015D Bonds to comply with the Rule, submitted to the  
2 Board of Supervisors is approved and adopted as the Continuing Disclosure Certificate, with  
3 such additions, corrections and revisions as may be determined to be necessary or desirable  
4 made in accordance with Section 20. The Controller is authorized and directed to execute the  
5 Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure  
6 Certificate to the original purchasers of the Series 2015D Bonds.

7 Section 20. Modification to Documents. Any City official authorized by this Resolution  
8 to execute any document is further authorized, in consultation with the City Attorney and co-  
9 bond counsel, to approve and make such changes, additions, amendments or modifications to  
10 the document or documents such official is authorized to execute as may be necessary or  
11 advisable (provided, that such changes, additions, amendments or modifications shall not  
12 authorize an aggregate principal amount of Series 2015D Bonds in excess of \$43,765,000 or  
13 conflict with the provisions of Section 4). The approval of any change, addition, amendment  
14 or modification to any of the aforementioned documents shall be evidenced conclusively by  
15 the execution and delivery of the document in question.

16 Section 21. Ratification. All actions previously taken by officials, employees and  
17 agents of the City with respect to the sale and issuance of the Series 2015D Bonds are  
18 approved, confirmed and ratified.

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

24 Section 23. Reimbursement. The City declares its official intent to reimburse prior  
25 expenditures of the City incurred prior to the issuance and sale of the Series 2015D Bonds in

1 connection with the Project or portions thereof to be financed by the Series 2015D Bonds.  
2 The Board of Supervisors declares the City's intent to reimburse the City with the proceeds of  
3 the Series 2015D Bonds for the expenditures with respect to the Project (the "Expenditures"  
4 and each an "Expenditure") made on and after that date that is no more than 60 days prior to  
5 adoption of this Resolution. The City reasonably expects on the date of adoption of this  
6 Resolution that it will reimburse the Expenditures with the proceeds of the Series 2015D  
7 Bonds.

8 Each Expenditure was and will be either (a) of a type properly chargeable to a capital  
9 account under general federal income tax principles (determined in each case as of the date  
10 of the Expenditure), (b) a cost of issuance with respect to the Series 2015D Bonds, (c) a  
11 nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a  
12 party that is not related to or an agent of the City so long as such grant does not impose any  
13 obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the  
14 City. The maximum aggregate principal amount of the Series 2015D Bonds expected to be  
15 issued for the Project is \$43,765,000. The City shall make a reimbursement allocation, which  
16 is a written allocation by the City that evidences the City's use of proceeds of the Series  
17 2015D Bonds to reimburse an Expenditure, no later than 18 months after the later of the date  
18 on which the Expenditure is paid or the Project is placed in service or abandoned, but in no  
19 event more than three years after the date on which the Expenditure is paid. The City  
20 recognizes that exceptions are available for certain "preliminary expenditures," costs of  
21 issuance, certain de minimis amounts, expenditures by "small issuers" (based on the year of  
22 issuance and not the year of expenditure) and expenditures for construction projects of at  
23 least 5 years.

24 Section 24. Accountability Reports. The Series 2015D Bonds are subject to  
25 accountability requirements under the City's Administrative Code and the Bond Election

1 Ordinance. Accountability report(s) with respect to the Series 2015D Bonds shall be  
2 submitted at the time(s) and in the manner required by the Administrative Code and the Bond  
3 Election Ordinance.

4 Section 25. Citizens' Oversight Committee. The Series 2015D Bonds are subject to,  
5 and incorporate by reference, the applicable provisions of the San Francisco Administrative  
6 Code Sections 5.30-5.36 (the "Citizens' General Obligation Bond Oversight Committee"), and,  
7 to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of the  
8 Series 2015D Bonds shall be deposited into a fund established by the Controller's Office and  
9 appropriated by the Board of Supervisors at the direction of the Citizens' General Obligation  
10 Bond Oversight Committee to cover the costs of such committee.

11 Section 26. CEQA Determination. The Board of Supervisors hereby reaffirms and  
12 incorporates by reference the CEQA findings and determinations set forth in Ordinance 161-  
13 12 as if set forth in full herein. The use of bond proceeds to finance any project or portion of  
14 any project with bond proceeds will be subject, as necessary, to approval of the Board of  
15 Supervisors upon completion of any planning and any further required environmental review  
16 under CEQA for the individual facilities and projects.

17 Section 27. General Authority. The Clerk of the Board of Supervisors, the Mayor, the  
18 City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each  
19 authorized and directed in the name and on behalf of the City to take any and all steps and to  
20 issue, deliver or enter into any and all certificates, requisitions, agreements, notices, consents,  
21 and other documents as may be necessary to give effect to the provisions of this Resolution,  
22 including but not limited to letters of representations to any depository or depositories, which  
23 they or any of them might deem necessary or appropriate in order to consummate the lawful  
24 issuance, sale and delivery of the Series 2015D Bonds.

1 APPROVED AS TO FORM:

2 DENNIS J. HERRERA, City Attorney

3  
4 By: \_\_\_\_\_  
5 Mark D. Blake  
6 Deputy City Attorney

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**Exhibit A**

1  
2 Unless this bond is presented by an authorized representative of The Depository Trust  
3 Company, a New York corporation (“DTC”), to City or its agent for registration of transfer,  
4 exchange, or payment, and any bond issued is registered in the name of Cede & Co. or in  
5 such other name as is requested by an authorized representative of DTC (and any  
6 payment is made to Cede & Co. or to such other entity as is requested by an authorized  
7 representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE OF THIS BOND  
8 FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as  
9 the registered owner hereof, Cede & Co., has an interest herein.

10 Number R-\_\_ UNITED STATES OF AMERICA Amount

11 STATE OF CALIFORNIA

12  
13 CITY AND COUNTY OF SAN FRANCISCO

14  
15 GENERAL OBLIGATION BONDS (CLEAN AND SAFE NEIGHBORHOOD PARKS BONDS, 2012),

16 SERIES 2015D

17 Interest Rate Maturity Date Dated CUSIP Number

18 \_\_\_\_% June 15, 20\_\_ \_\_\_\_\_, 2015 \_\_\_\_\_

19  
20 REGISTERED OWNER: Cede & Co.

21 PRINCIPAL AMOUNT: \_\_\_\_\_ Dollars

22 The City and County of San Francisco, State of California (the “**City**”), acknowledges itself  
23 indebted to and promises to pay to the Registered Owner specified above or registered assigns, on  
24 the Maturity Date specified above, the Principal Amount of this bond specified above in lawful money  
25

1 of the United States of America, and to pay interest on the Principal Amount in like lawful money from  
2 the interest payment date next preceding the date of authentication of this bond (unless this bond is  
3 authenticated as of the day during the period from the last day of the month next preceding any  
4 interest payment date (the "**Record Date**") to such interest payment date, inclusive, in which event it  
5 shall bear from such interest payment date, or unless this bond is authenticated on or before  
6 [November 30, 2015], in which event it shall bear interest from its dated date) until payment of such  
7 Principal Amount, at the Interest Rate per year specified above calculated on the basis of a 360-day  
8 year comprised of twelve 30-day months, payable on [June 15, 2016] and semiannually thereafter on  
9 June 15 and December 15 in each year; *provided*, that if any interest payment date occurs on a day  
10 that banks in California or New York are closed for business or the New York Stock Exchange is  
11 closed for business, then such payment shall be made on the next succeeding day that banks in both  
12 California and New York are open for business and the New York Stock Exchange is open for  
13 business (a "**Business Day**"). The principal of this bond is payable to the Registered Owner of this  
14 bond upon the surrender of this bond at the office of the Treasurer of the City (the "**City Treasurer**").  
15 The interest on this bond is payable to the person whose name appears on the bond registration  
16 books of the City Treasurer as the Registered Owner of this bond as of the close of business on the  
17 Record Date immediately preceding an interest payment date, whether or not such day is a Business  
18 Day, such interest to be paid by check mailed on the interest payment date to such Registered Owner  
19 at the owner's address as it appears on such registration books; *provided*, that the Registered Owner  
20 of bonds in an aggregate principal amount of at least \$1,000,000 may submit a written request to the  
21 City Treasurer on or before the Record Date preceding any interest payment date for payment of  
22 interest by wire transfer to a commercial bank located in the United States of America.

23 This bond is one of a duly authorized issue of bonds (the "**Bonds**") of like tenor (except for  
24 such variations, if any, as may be required to designate varying numbers, denominations, interest  
25 rates and maturities), in the aggregate principal amount of \$[TO COME], which is part of a bond

1 authorization in the aggregate original principal amount of \$195,000,000 authorized by the affirmative  
2 votes of more than two-thirds of the voters voting at a special election duly and legally called, held and  
3 conducted in the City on November 6, 2012 and is issued and sold by the City pursuant to and in strict  
4 conformity with the provisions of the Constitution and laws of the State of California, the Charter of the  
5 City and resolutions adopted by the Board of Supervisors of the City (the “**Board of Supervisors**”) on  
6 \_\_\_\_\_, 2015 (collectively, together with the related Certificate of Award, the “**Resolutions**”).

7 The Bonds are issuable as fully registered bonds without coupons in the denominations of  
8 \$5,000 or any integral multiple of such amount, *provided* that no bond shall have principal maturing on  
9 more than one principal maturity date. Subject to the limitations and conditions and upon payment of  
10 the charges, if any, provided in the Resolutions, the Bonds may be exchanged for a like aggregate  
11 principal amount of Bonds of other authorized denominations of the same interest rate and maturity.

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

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

22 Bonds maturing on and before June 15, 20\_\_, are not redeemable prior to their maturity.

23 Bonds maturing on and after June 15, 20\_\_, are subject to optional redemption from any  
24 available funds, in whole or in part, on any date on or after June 15, 20\_\_, at a price equal to their  
25 principal amount plus in each case accrued interest to the date of redemption, without redemption

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

7 Bonds maturing on June 15, 20\_\_, are subject to mandatory sinking fund redemption on June  
8 15 of each of the years 20\_\_ through 20\_\_, inclusive, and at maturity in the respective amounts  
9 provided in the Resolutions.

10 Bonds maturing on June 15, 20\_\_, are subject to mandatory sinking fund redemption on June  
11 15 of each of the years 20\_\_ through 20\_\_, inclusive, and at maturity in the respective amounts  
12 provided in the Resolutions.

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

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

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

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

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

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

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

24 This bond shall not be entitled to any benefit under the Resolutions, or become valid or  
25 obligatory for any purpose, until the certificate of authentication and registration on this bond shall

1 have been signed by the City Treasurer.

2 IN WITNESS WHEREOF the Board of Supervisors has caused this bond to be executed by the  
3 Mayor of the City and to be countersigned by the Clerk of the Board of Supervisors, all as of \_\_\_\_\_  
4 \_\_\_\_, 2015.

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

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8 Countersigned:

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

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CERTIFICATE OF REGISTRATION AND AUTHENTICATION

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

Date of Authentication: \_\_\_\_\_

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



1     **Notice:**       The signature(s) should be guaranteed by an eligible guarantor institution (banks, stockbrokers,  
2                    savings and loan associations and credit unions with membership in approved Signature  
3                    Guarantee Medallion Program).  
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