

FILE NO.

RESOLUTION NO.

1 [Sale of General Obligation Bonds - Clean and Safe Neighborhood Parks Bonds - Not to  
2 Exceed \$76,710,000]

3 **Resolution authorizing and directing the sale of not to exceed \$76,710,000 aggregate**  
4 **principal amount of City and County of San Francisco General Obligation Bonds (Clean**  
5 **and Safe Neighborhood Parks Bonds, 2012), Series 2018A; prescribing the form and**  
6 **terms of said bonds; authorizing the execution, authentication, and registration of said**  
7 **bonds; providing for the appointment of depositories and other agents for said bonds;**  
8 **providing for the establishment of accounts related to said bonds; providing for the**  
9 **manner of sale of said bonds by competitive or negotiated sale; approving the forms of**  
10 **Official Notice of Sale and Notice of Intention to Sell Bonds; directing the publication of**  
11 **the 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, as defined herein; declaring the City’s**  
15 **intent to reimburse certain expenditures; waiving the deadline for submission of Bond**  
16 **Accountability Reports; adopting findings under the California Environmental Quality**  
17 **Act (CEQA), CEQA Guidelines and Chapter 31 of the Administrative Code; ratifying**  
18 **certain actions previously taken as defined herein; and granting general authority to**  
19 **City officials to take necessary actions in connection with the authorization, issuance,**  
20 **sale, and delivery of said bonds, as defined herein.**

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

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

16 WHEREAS, By Resolution No. 157-13, adopted by the Board of Supervisors on  
17 May 21, 2013, and signed by the Mayor on May 28, 2013, the City authorized the sale of an  
18 initial series of the Bonds (the “Series 2013A Bonds”), which Series 2013A Bonds were  
19 issued in the principal amount of \$71,970,000; and

20 WHEREAS, By Resolution No. 408-15, passed by the Board of Supervisors on October  
21 27, 2015, and signed by the Mayor on November 4, 2015, the City authorized the sale of a  
22 second series of the Bonds (the “Series 2016B Bonds”), which Series 2016B Bonds were  
23 issued in the principal amount of \$43,220,000; and

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1           WHEREAS, It is necessary and desirable to issue a third series of the Bonds in an  
2 aggregate principal amount not to exceed \$76,710,000 (the "Series 2018A Bonds"), to finance  
3 a portion of the costs of the Project (as defined in the Authorizing Resolution); and

4           WHEREAS, The Series 2018A Bonds are being issued pursuant to the Authorizing  
5 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government  
6 Code, the Charter of the City (the "Charter"), the Bond Ordinance and the Bond Election; and

7           WHEREAS, The City has paid and expects to pay certain expenditures in connection  
8 with the Project to be financed by the Series 2018A Bonds prior to the issuance and sale of  
9 the Series 2018A Bonds, and the City intends to reimburse itself and to pay third parties for  
10 such prior expenditures from the proceeds of the Series 2018A Bonds; and

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

15           WHEREAS, The Reimbursement Regulations require that any reimbursement  
16 allocation of proceeds of the Series 2018A Bonds to be made with respect to expenditures  
17 incurred prior to the issuance of the Series 2018A Bonds will occur not later than eighteen  
18 (18) months after the later of (i) the date on which the expenditure is paid or (ii) the date on  
19 which the facilities are placed in service, but in no event later than three (3) years after the  
20 expenditure is paid; and

21           WHEREAS, Pursuant to the applicable provisions of the San Francisco Administrative  
22 Code, Sections 5.30-5.36, the Citizens' General Obligation Bond Oversight Committee shall  
23 conduct an annual review of bond spending and shall provide an annual report on the  
24 management of the program to the Mayor and the Board of Supervisors, and, to the extent  
25 permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the Series 2018A

1 Bonds shall be deposited in a fund established by the Controller's Office and appropriated by  
2 the Board of Supervisors at the direction of the Citizens' General Obligation Bond Oversight  
3 Committee to cover the costs of such Committee and its review process; NOW,  
4 THEREFORE, BE IT

5 RESOLVED By the Board of Supervisors of the City and County of San Francisco, as  
6 follows:

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

8 Section 2. Conditions Precedent. All conditions, things and acts required by law to  
9 exist, to happen and to be performed precedent to and in connection with the issuance of the  
10 Series 2018A Bonds exist, have happened and have been performed in due time, form and  
11 manner in accordance with applicable law, and the City is now authorized pursuant to the  
12 Bond Election, the Charter and applicable law to incur indebtedness in the manner and form  
13 provided in this Resolution.

14 Section 3. Documents. The documents herein presented to the Board of Supervisors  
15 and on file with the Clerk of the Board of Supervisors (the "Clerk of the Board of Supervisors")  
16 are contained in File No. \_\_\_\_\_.

17 Section 4. Issuance and Sale of Series 2018A Bonds; Determination of Certain Terms;  
18 Designation. The Board of Supervisors authorizes the issuance and sale of not to exceed  
19 \$76,710,000 in aggregate principal amount of Bonds in one or more series to be designated  
20 as "City and County of San Francisco General Obligation Bonds (Clean and Safe  
21 Neighborhood Parks Bonds, 2012), Series 2018A," for the purposes set forth in the Bond  
22 Election Ordinance and Proposition B approved by the voters at the Bond Election.

23 The Director of Public Finance of the City or designee thereof (the "Director of Public  
24 Finance") is authorized to determine, for the Series 2018A Bonds, the sale date, the interest  
25 rates, the definitive principal amount, the maturity dates and the redemption dates, if any, and

1 the terms of any optional or mandatory redemption, subject to the other specific provisions of  
2 this Resolution, including the following terms and conditions: (i) the Series 2018A Bonds shall  
3 not have a true interest cost (as such term is defined in the Official Notice of Sale for the  
4 Bonds (the "Official Notice of Sale")) in excess of 12%; and (ii) the Series 2018A Bonds shall  
5 not have a final maturity date after June 15, 2043. The Director of Public Finance is further  
6 authorized to give the Series 2018A Bonds such additional or other series designation, or to  
7 modify such series designation, as may be necessary or appropriate to distinguish the Series  
8 2018A Bonds from every other series of Bonds and from other bonds issued by the City.

9 Section 5. Execution, Authentication and Registration of the Series 2018A Bonds.

10 Each of the Series 2018A Bonds shall be in fully registered form without coupons in  
11 denominations of \$5,000 or any integral multiple of that amount. The officers of the City are  
12 directed to cause the Series 2018A Bonds to be prepared in sufficient quantity for delivery to  
13 or for the account of their purchaser and the Controller is directed to cause the blanks in the  
14 Series 2018A Bonds to be completed in accordance with the Authorizing Resolution and the  
15 Bond Award (as defined in Section 13), to procure their execution by the proper officers of the  
16 City (including by facsimile signature if necessary or convenient, except that any signature of  
17 the Clerk of the Board of Supervisors shall be by manual signature) and authentication as  
18 provided in this Section, and to deliver the Series 2018A Bonds when so executed and  
19 authenticated to said purchaser in exchange for their purchase price, all in accordance with  
20 the Authorizing Resolution.

21 The Series 2018A Bonds and the certificate of authentication and registration, to be  
22 manually executed by the Treasurer of the City or designee thereof (the "City Treasurer") and  
23 the Clerk of the Board of Supervisors (as appropriate), and the form of assignment to appear  
24 on the Series 2018A Bonds shall be substantially in the form attached as Exhibit A (a copy of  
25 which is on file with the Clerk of the Board of Supervisors and which is declared to be a part of

1 this Resolution as if fully set forth in this Resolution), with necessary or appropriate variations,  
2 omissions and insertions as permitted or required by this Resolution.

3 Only Series 2018A Bonds bearing a certificate of authentication and registration  
4 executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the  
5 benefits of the Authorizing Resolution and this Resolution, and such certificate of the City  
6 Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the  
7 Series 2018A Bonds so authenticated have been duly authenticated and delivered under, and  
8 are entitled to the benefits of, the Authorizing Resolution and this Resolution.

9 The Controller shall assign a distinctive letter, or number, or letter and number to each  
10 Series 2018A Bond authenticated and registered by the City Treasurer and shall maintain a  
11 record thereof which shall be available for inspection.

12 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at  
13 the office of the City Treasurer or at the designated office of any registrar appointed by the  
14 City Treasurer, separate and sufficient books for the registration and transfer of Series 2018A  
15 Bonds, which books shall at all times be open to inspection, and upon presentation for such  
16 purpose, the City Treasurer shall, under such reasonable regulations as he or she may  
17 prescribe, register or transfer or cause to be registered or transferred, on said books, Series  
18 2018A Bonds as provided in this Resolution. The City and the City Treasurer may treat the  
19 registered owner of each Series 2018A Bond as its absolute owner for all purposes, and the  
20 City and the City Treasurer shall not be affected by any notice to the contrary.

21 Section 7. Transfer or Exchange of Series 2018A Bonds. Any Series 2018A Bond  
22 may, in accordance with its terms, be transferred upon the books required to be kept pursuant  
23 to the provisions of Section 6, by the person in whose name it is registered, in person or by  
24 the duly authorized attorney of such person in writing, upon surrender of such Series 2018A  
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1 Bond for cancellation, accompanied by delivery of a duly executed written instrument of  
2 transfer in a form approved by the City Treasurer.

3 Any Series 2018A Bond may be exchanged at the office of the City Treasurer for a like  
4 aggregate principal amount of other authorized denominations of the same interest rate and  
5 maturity.

6 Whenever any Series 2018A Bond shall be surrendered for transfer or exchange, the  
7 designated City officials shall execute (as provided in Section 5) and the City Treasurer shall  
8 authenticate and deliver a new Series 2018A Bond of the same interest rate and maturity in a  
9 like aggregate principal amount. The City Treasurer shall require the payment by any bond  
10 owner requesting any such transfer of any tax or other governmental charge required to be  
11 paid with respect to such transfer or exchange.

12 No transfer or exchange of Series of 2018A Bonds shall be required to be made by the  
13 City Treasurer during the period from the Record Date (as defined in Section 8(b)) next  
14 preceding each interest payment date to such interest payment date or after a notice of  
15 redemption shall have been mailed with respect to such Series 2018A Bonds.

16 Section 8. Terms of the Series 2018A Bonds; General Redemption Provisions.

17 (a) Date of the Series 2018A Bonds. The Series 2018A Bonds shall be dated the  
18 date of their delivery or such other date (the "Dated Date") as is specified in the Bond Award.

19 (b) Payment of the Series 2018A Bonds. The principal of the Series 2018A Bonds  
20 shall be payable in lawful money of the United States of America to their Registered Owners,  
21 upon surrender at maturity or earlier redemption at the office of the City Treasurer. The  
22 interest on the Series 2018A Bonds shall be payable in like lawful money to the Registered  
23 Owner whose name appears on the bond registration books of the City Treasurer as the  
24 owner as of the close of business on the last day of the month immediately preceding an  
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1 interest payment date (the “Record Date”), whether or not such day is a Business Day (as  
2 defined below).

3 Except as may be otherwise provided in connection with any book-entry only system  
4 applicable to the Series 2018A Bonds, payment of the interest on any Series 2018A Bond  
5 shall be made by check mailed on the interest payment date to such owner at such owner’s  
6 address as it appears on the registration books as of the Record Date; provided, that if any  
7 interest payment date occurs on a day that banks in California or New York are closed for  
8 business or the New York Stock Exchange is closed for business, then such payment shall be  
9 made on the next succeeding day that banks in both California and New York are open for  
10 business and the New York Stock Exchange is open for business (each, a “Business Day”);  
11 and provided, further, that the registered owner of an aggregate principal amount of at least  
12 \$1,000,000 of Series 2018A Bonds may submit a written request to the City Treasurer on or  
13 before a Record Date preceding an interest payment date for payment of interest on the next  
14 succeeding interest payment date and thereafter by wire transfer to a commercial bank  
15 located within the United States of America.

16 For so long as any Series 2018A Bonds are held in book-entry form by a securities  
17 depository selected by the City pursuant to Section 11, payment shall be made to the  
18 registered owner of the Series 2018A Bonds designated by such securities depository by wire  
19 transfer of immediately available funds.

20 (c) Interest on the Series 2018A Bonds. The Series 2018A Bonds shall bear interest  
21 at rates to be determined upon the sale of the Series 2018A Bonds, calculated on the basis of  
22 a 360-day year comprised of twelve 30-day months, payable on [June 15, 2018] (or such  
23 other date as may be designated in the Bond Award), and semiannually thereafter on June 15  
24 and December 15 of each year. Each Series 2018A Bond shall bear interest from the interest  
25 payment date next preceding the date of its authentication unless it is authenticated as of a



1 day during the period from the Record Date next preceding any interest payment date to the  
2 interest payment date, inclusive, in which event it shall bear interest from such interest  
3 payment date, or unless it is authenticated on or before the first Record Date, in which event it  
4 shall bear interest from the Dated Date; provided, that if, at the time of authentication of any  
5 Series 2018A Bond, interest is in default on the Series 2018A Bonds, such Series 2018A  
6 Bond shall bear interest from the interest payment date to which interest has previously been  
7 paid or made available for payment on the Series 2018A Bonds or from the Dated Date if the  
8 first interest payment is not made.

9 (d) Optional Redemption. The Series 2018A Bonds shall be subject to optional  
10 redemption prior to maturity as provided in the Official Notice of Sale or the Bond Award.

11 (e) Mandatory Redemption. The Series 2018A Bonds shall be subject to mandatory  
12 redemption at par, by lot, in any year in which the purchaser has designated that the principal  
13 amount payable with respect to that year shall constitute a mandatory sinking fund payment  
14 as permitted by the Official Notice of Sale. Any Series 2018A Bonds subject to mandatory  
15 redemption shall be designated as such in the Official Notice of Sale or the Bond Award.

16 The principal of and interest on the Series 2018A Bonds subject to mandatory  
17 redemption shall be paid from the Series 2018A Bond Account (as defined in Section 9),  
18 pursuant to Section 9. In lieu of any such mandatory redemption for Series 2018A Bonds, at  
19 any time prior to the selection of Series 2018A Bonds for mandatory redemption, the City may  
20 apply amounts on deposit in the Series 2018A Bond Account to make such payment to the  
21 purchase, at public or private sale, of Series 2018A Bonds subject to such mandatory  
22 redemption, and when and at such prices not in excess of the principal amount thereof  
23 (including sales commission and other charges but excluding accrued interest), as the City  
24 may determine.

1 (f) Selection of Series 2018A Bonds for Redemption. Whenever less than all of the  
2 outstanding Series 2018A Bonds are called for redemption on any date, the City Treasurer will  
3 select the maturities of the Series 2018A Bonds to be redeemed in the sole discretion of the  
4 City Treasurer. Whenever less than all of the outstanding Series 2018A Bonds maturing on  
5 any one date are called for redemption on any one date, the City Treasurer will select the  
6 Series 2018A Bonds or portions thereof, in denominations of \$5,000 or any integral multiple  
7 thereof, to be redeemed from the outstanding Series 2018A Bonds maturing on such date not  
8 previously selected for redemption, by lot, in any manner which the City Treasurer deems fair.

9 If the Series 2018B Bonds to be optionally redeemed are also subject to mandatory  
10 redemption, the City Treasurer shall designate the mandatory sinking fund payment or  
11 payments (or portions thereof) against which the principal amount of the Series 2018B Bonds  
12 optionally redeemed shall be credited.

13 (g) Notice of Redemption. The date on which Series 2018A Bonds that are called  
14 for redemption are to be presented for redemption is called the "Redemption Date." The City  
15 Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2018A Bonds,  
16 postage prepaid, to the respective registered owners at the addresses appearing on the bond  
17 registration books not less than twenty (20) nor more than sixty (60) days prior to the  
18 Redemption Date. The notice of redemption shall (i) state the Redemption Date; (ii) state the  
19 redemption price; (iii) state the maturity dates of the Series 2018A Bonds to be redeemed  
20 and, if less than all of any such maturity is called for redemption, the distinctive numbers of  
21 the Series 2018A Bonds of such maturity to be redeemed, and in the case of any Series  
22 2018A Bonds to be redeemed in part only, the respective portions of the principal amount to  
23 be redeemed; (iv) state the CUSIP number, if any, of each Series 2018A Bond to be  
24 redeemed; (v) require that such Series 2018A Bonds be surrendered by the owners at the  
25 office of the City Treasurer or his or her agent; and (vi) give notice that interest on such Series

1 2018A Bonds or portions of Series 2018A Bonds to be redeemed will cease to accrue after  
2 the Redemption Date. Notice of optional redemption may be conditional upon receipt of funds  
3 or other event specified in the notice of redemption as provided in subsection (j) of this  
4 Section 8.

5 The actual receipt by the owner of any Series 2018A Bond of notice of such  
6 redemption shall not be a condition precedent to redemption, and failure to receive such  
7 notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings  
8 for the redemption of such Series 2018A Bonds or the cessation of accrual of interest on such  
9 Series 2018A Bonds on the Redemption Date.

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

16 The notice or notices required for redemption shall be given by the City Treasurer or  
17 any agent appointed by the City. A certificate of the City Treasurer or such other appointed  
18 agent of the City that notice of redemption has been given to the owner of any Series 2018A  
19 Bond to be redeemed in accordance with this Resolution shall be conclusive against all  
20 parties.

21 (h) Series 2018A Redemption Account. At the time the City Treasurer or the  
22 Controller of the City or his or her designee (the "Controller") determines to optionally call and  
23 redeem any of the Series 2018A Bonds, the City Treasurer or his or her agent shall establish  
24 a redemption account to be described or known as the "General Obligation Bonds, Series  
25 2018A Redemption Account" (the "Series 2018A Redemption Account"), and prior to or on the

1 Redemption Date there must be set aside in the Series 2018A Redemption Account moneys  
2 available for the purpose and sufficient to redeem, as provided in this Resolution, the Series  
3 2018A Bonds designated in said notice of redemption, subject to the provisions of subsection  
4 (j) of this Section. Said moneys must be set aside in the Series 2018A Redemption Account  
5 solely for the purpose of, and shall be applied on or after the Redemption Date to, payment of  
6 the redemption price of the Series 2018A Bonds to be redeemed upon presentation and  
7 surrender of such Series 2018A Bonds. Any interest due on or prior to the Redemption Date  
8 may be paid from the Series 2018A Bond Account as provided in Section 9 or from the Series  
9 2018A Redemption Account. Moneys held from time to time in the Series 2018A Redemption  
10 Account shall be invested by the City Treasurer pursuant to the City's policies and guidelines  
11 for investment of moneys in the General Fund of the City. If, after all of the Series 2018A  
12 Bonds have been redeemed and canceled or paid and canceled, there are moneys remaining  
13 in the Series 2018A Redemption Account, said moneys shall be transferred to the General  
14 Fund of the City or to such other fund or account as required by applicable law; provided, that  
15 if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred  
16 pursuant to the resolution authorizing such refunding bonds.

17 (i) Effect of Redemption. When notice of optional redemption has been given  
18 substantially as provided in this Resolution, and when the amount necessary for the  
19 redemption of the Series 2018A Bonds called for redemption (principal, premium, if any, and  
20 accrued interest to such Redemption Date) is set aside for that purpose in the Series 2018A  
21 Redemption Account, the Series 2018A Bonds designated for redemption shall become due  
22 and payable on the Redemption Date, and upon presentation and surrender of said Series  
23 2018A Bonds at the place specified in the notice of redemption, such Series 2018A Bonds  
24 shall be redeemed and paid at said redemption price out of said Series 2018A Redemption  
25 Account. No interest will accrue on such Series 2018A Bonds called for redemption after the

1 Redemption Date and the registered owners of such Series 2018A Bonds shall look for  
2 payment of such Series 2018A Bonds only to the Series 2018A Redemption Account. All  
3 Series 2018A Bonds redeemed shall be canceled immediately by the City Treasurer and shall  
4 not be reissued.

5 (j) Conditional Notice of Redemption; Rescission of Redemption. Any notice of  
6 optional redemption given as provided in Section 8(g) may provide that such redemption is  
7 conditioned upon: (i) deposit in the Series 2018A Redemption Account of sufficient moneys to  
8 redeem the Series 2018A Bonds called for optional redemption on the anticipated  
9 Redemption Date, or (ii) the occurrence of any other event specified in the notice of  
10 redemption. If conditional notice of redemption has been given substantially as provided in  
11 this subsection (j), and on the scheduled Redemption Date (A) sufficient moneys to redeem  
12 the Series 2018A Bonds called for optional redemption on the Redemption Date have not  
13 been deposited in the Series 2018A Redemption Account, or (B) any other event specified in  
14 the notice of redemption as a condition to the redemption has not occurred, then (y) the  
15 Series 2018A Bonds for which conditional notice of redemption was given shall not be  
16 redeemed on the anticipated Redemption Date and shall remain Outstanding for all purposes  
17 of this Resolution, and (z) the redemption not occurring shall not constitute a default under  
18 this Resolution or the Authorizing Resolution.

19 The City may rescind any optional redemption and notice of it for any reason on any  
20 date prior to any Redemption Date by causing written notice of the rescission to be given to  
21 the owners of all Series 2018A Bonds so called for redemption. Notice of any such rescission  
22 of redemption shall be given in the same manner notice of redemption was originally given.  
23 The actual receipt by the owner of any Series 2018A Bond of notice of such rescission shall  
24 not be a condition precedent to rescission, and failure to receive such notice or any defect in  
25 such notice so mailed shall not affect the validity of the rescission.

1           Section 9. Series 2018A Bond Account. There is established with the City Treasurer a  
2 special subaccount in the General Obligation Bonds (Clean and Safe Neighborhood Parks  
3 Bonds, 2012) Bond Account (the “Bond Account”) created pursuant to the Authorizing  
4 Resolution to be designated the “General Obligation Bonds (Clean and Safe Neighborhood  
5 Parks Bonds, 2012), Series 2018A Bond Subaccount” (the “Series 2018A Bond Account”), to  
6 be held separate and apart from all other accounts of the City. All interest earned on amounts  
7 on deposit in the Series 2018A Bond Account shall be retained in the Series 2018A Bond  
8 Account.

9           On or prior to the date on which any payment of principal of or interest on the Series  
10 2018A Bonds is due, including any Series 2018A Bonds subject to mandatory redemption on  
11 said date, the City Treasurer shall allocate to and deposit in the Series 2018A Bond Account,  
12 from amounts held in the Bond Account, an amount which, when added to any available  
13 moneys contained in the Series 2018A Bond Account, is sufficient to pay principal of and  
14 interest on the Series 2018A Bonds on such date.

15           On or prior to the date on which any Series 2018A Bonds are to be redeemed at the  
16 option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit  
17 in the Series 2018A Redemption Account, from amounts held in the Bond Account pursuant to  
18 Section 8 of the Authorizing Resolution, an amount which, when added to any available  
19 moneys contained in the Series 2018A Redemption Account, is sufficient to pay principal,  
20 interest and premium, if any, with respect to such Series 2018A Bonds on such date. The  
21 City Treasurer may make such other provision for the payment of principal of and interest and  
22 any redemption premium on the Series 2018A Bonds as is necessary or convenient to permit  
23 the optional redemption of the Series 2018A Bonds.

24           Amounts in the Series 2018A Bond Account may be invested in any investment of the  
25 City in which moneys in the General Fund of the City are invested. The City Treasurer may (i)

1 commingle any of the moneys held in the Series 2018A Bond Account with other City moneys  
2 or (ii) deposit amounts credited to the Series 2018A Bond Account into a separate fund or  
3 funds for investment purposes only; provided, that all of the moneys held in the Series 2018A  
4 Bond Account shall be accounted for separately notwithstanding any such commingling or  
5 separate deposit by the City Treasurer.

6 Section 10. Series 2018A Project Account. There is established with the City  
7 Treasurer a special subaccount in the General Obligation Bonds (Clean and Safe  
8 Neighborhood Parks Bonds, 2012) Project Account (the "Project Account") created pursuant  
9 to the Authorizing Resolution to be designated the "General Obligation Bonds (Clean and  
10 Safe Neighborhood Parks Bonds, 2012), Series 2018A Project Subaccount" (the "Series  
11 2018A Project Account"), to be held separate and apart from all other accounts of the City. All  
12 interest earned on amounts on deposit in the Series 2018A Project Account shall be retained  
13 in the Series 2018A Project Account. Amounts in the Series 2018A Project Account shall be  
14 expended in accordance with the provisions of the Authorizing Resolution for the acquisition,  
15 construction or reconstruction of the Project (as defined in the Authorizing Resolution).

16 Amounts in the Series 2018A Project Account may be invested in any investment of the  
17 City in which moneys in the General Fund of the City are invested. The City Treasurer may (i)  
18 commingle any of the moneys held in the Series 2018A Project Account with other City  
19 moneys or (ii) deposit amounts credited to the Series 2018A Project Account into a separate  
20 fund or funds for investment purposes only; provided, that all of the moneys held in the Series  
21 2018A Project Account (including interest earnings) shall be accounted for separately  
22 notwithstanding any such comingling or separate deposit by the City Treasurer.

23 The City Treasurer is authorized to pay or cause to be paid from the proceeds of the  
24 Series 2018A Bonds, on behalf of the City, the costs of issuance associated with the Series  
25 2018A Bonds. Costs of issuance of the Series 2018A Bonds shall include, without limitation,

1 bond and financial printing expenses, mailing and publication expenses, rating agency fees,  
2 the fees and expenses of paying agents, registrars, financial consultants, disclosure counsel  
3 and co-bond counsel, and the reimbursement of departmental expenses in connection with  
4 the issuance of the Series 2018A Bonds.

5 Section 11. Appointment of Depositories and Other Agents. The City Treasurer is  
6 authorized and directed to appoint one or more depositories as he or she may deem desirable  
7 and the procedures set forth in Section 6, Section 7 and Section 8 relating to registration of  
8 ownership of the Series 2018A Bonds and payments and redemption notices to owners of the  
9 Series 2018A Bonds may be modified to comply with the policies and procedures of such  
10 depository. The City will not have any responsibility or obligation to any purchaser of a  
11 beneficial ownership interest in any Series 2018A Bonds or to any participants in such a  
12 depository with respect to (i) the accuracy of any records maintained by such securities  
13 depository or any participant therein; (ii) any notice that is permitted or required to be given to  
14 the owners of Series 2018A Bonds under this Resolution; (iii) the selection by such securities  
15 depository or any participant therein of any person to receive payment in the event of a partial  
16 redemption of Series 2018A Bonds; (iv) the payment by such securities depository or any  
17 participant therein of any amount with respect to the principal or redemption premium, if any,  
18 or interest due with respect to Series 2018A Bonds; (v) any consent given or other action  
19 taken by such securities depository as the owner of Series 2018A Bonds; or (vi) any other  
20 matter.

21 The Depository Trust Company ("DTC") is appointed as depository for the Series  
22 2018A Bonds. The Series 2018A Bonds shall be initially issued in book-entry form. Upon  
23 initial issuance, the ownership of each Series 2018A Bond shall be registered in the bond  
24 register in the name of Cede & Co., as nominee of DTC. So long as each Series 2018A Bond  
25 is registered in book-entry form, each Series 2018A Bond shall be registered in the name of



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

3 The City Treasurer is also authorized and directed to appoint one or more agents as he  
4 or she may deem necessary or desirable. To the extent permitted by applicable law and  
5 under the supervision of the City Treasurer, such agents may serve as paying agent, fiscal  
6 agent, rebate calculation agent, escrow agent or registrar for the Series 2018A Bonds or may  
7 assist the City Treasurer in performing any or all of such functions and such other duties as  
8 the City Treasurer shall determine. Such agents shall serve under such terms and conditions  
9 as the City Treasurer shall determine. If the City Treasurer appoints one or more paying  
10 agents, the procedures set forth in Sections 6 and 8 hereof relating to registration of  
11 ownership of the Series 2018B Bonds and payments and redemption notices to Registered  
12 Owner of the Series 2018B Bonds may be modified to comply with the policies and  
13 procedures of such paying agent. Such agents shall serve under such terms and conditions  
14 as the City Treasurer shall determine. The City Treasurer may remove or replace agents  
15 appointed pursuant to this paragraph at any time.

16 Section 12. Defeasance Provisions. Payment of all or any portion of the Series 2018A  
17 Bonds may be provided for prior to such Series 2018A Bonds' respective stated maturities by  
18 irrevocably depositing with the City Treasurer (or any commercial bank or trust company  
19 designated by the City Treasurer to act as escrow agent):

20 (a) An amount of cash equal to the principal amount of all of the Series 2018A  
21 Bonds or portion thereof to be defeased, and all unpaid interest thereon to maturity, except  
22 that in the case of any portion of the Series 2018A Bonds that is to be redeemed prior to such  
23 Series 2018A Bonds' respective stated maturities and in respect of which notice of such  
24 redemption shall have been given as provided in Section 8 or an irrevocable election to give  
25 such notice shall have been made by the City, the amount to be deposited shall be the

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

3 (b) Defeasance Securities (as defined below) not subject to call, except as provided  
4 below in the definition of that term, maturing and paying interest at such times and in such  
5 amounts, together with interest earnings and cash, if required, as will, without reinvestment,  
6 as certified by an independent certified public accountant, be fully sufficient to pay the  
7 principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be,  
8 and premium, if any, due on the portion of the Series 2018A Bonds to be redeemed, as such  
9 principal and interest come due; provided, that, in the case of Series 2018A Bonds that are to  
10 be redeemed prior to maturity, notice of such redemption shall be given as provided in Section  
11 8 or an irrevocable election to give such notice shall have been made by the City; then, all  
12 obligations of the City with respect to said outstanding Series 2018A Bonds shall cease and  
13 terminate, except only the obligation of the City to pay or cause to be paid from the funds  
14 deposited pursuant to paragraphs (a) or (b) of this Section 12 to the owners of such Series  
15 2018A Bonds all sums due with respect thereto and the obligations of the City pursuant to  
16 Section 18; and provided further, that the City shall have received an opinion of nationally  
17 recognized bond counsel that provision for the payment of such Series 2018A Bonds has  
18 been made in accordance with this Section 12.

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

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

23 (2) Pre-refunded fixed interest rate municipal obligations meeting the following  
24 conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the  
25 trustee or paying agent has been given irrevocable instructions concerning their calling and

1 redemption and the issuer has covenanted not to redeem such obligations other than as set  
2 forth in such instructions; (b) the municipal obligations are secured by cash or United States  
3 Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in  
4 the escrow fund or the Series 2018A Redemption Account) are sufficient to meet the liabilities  
5 of the municipal obligations; (d) the United States Obligations serving as security for the  
6 municipal obligations are held by an escrow agent or trustee; (e) the United States Obligations  
7 are not available to satisfy any other claims, including those against the trustee or escrow  
8 agent; and (f) the municipal obligations are rated, without regard to any numerical modifier,  
9 plus or minus sign or other modifier, at the time of original deposit to the escrow fund, by any  
10 two Rating Agencies (as defined below) not lower than the rating then maintained by such  
11 Rating Agencies on such United States Obligations.

12 For purposes of this Section 12, "United States Obligations" means (i) direct and  
13 general obligations of the United States of America, or obligations that are unconditionally  
14 guaranteed as to principal and interest by the United States of America, including without  
15 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds that  
16 have been stripped by request to the Federal Reserve Bank of New York in book-entry form  
17 or (ii) any security issued by an agency or instrumentality of the United States of America that  
18 is selected by the Director of Public Finance that results in the escrow fund being rated by any  
19 two Rating Agencies at the time of the initial deposit to the escrow fund and upon any  
20 substitution or subsequent deposit to the escrow fund, not lower than the rating then  
21 maintained by such Rating Agencies on United States Obligations described in clause (i)  
22 above.

23 For purposes of this Section 12, "Rating Agencies" means Moody's Investors Service,  
24 Inc., Fitch Ratings, and Standard and Poor's Rating Services, a division of The McGraw-Hill  
25 Companies, Inc., or any other nationally recognized bond rating agency that is the successor

1 to any of the foregoing rating agencies or that is otherwise recognized as a national rating  
2 agency after the date hereof.

3 Section 13. Sale of Series 2018A Bonds by Competitive or Negotiated Sale. The  
4 Board of Supervisors authorizes the sale of the Series 2018A Bonds by solicitation of  
5 competitive bids or by negotiated sale to one or more underwriters to be appointed in  
6 accordance with City policies, if so determined by the Director of Public Finance. If the Series  
7 2018A Bonds are sold by competitive bid, the Board of Supervisors authorizes the sale of the  
8 Series 2018A Bonds on the date and at the place determined in accordance with the Official  
9 Notice of Sale and Section 4 hereof.

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

11 (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids  
12 for the Series 2018A Bonds submitted to the Board of Supervisors is approved and adopted  
13 as the Official Notice of Sale inviting bids for the Series 2018A Bonds, with such changes,  
14 additions and modifications as may be made in accordance with Section 21. The Director of  
15 Public Finance is authorized and directed to cause to be mailed or otherwise circulated to  
16 prospective bidders for the Series 2018A Bonds copies of the Official Notice of Sale, subject  
17 to such corrections, revisions or additions as may be acceptable to the Director of Public  
18 Finance.

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

21 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any  
22 and all bids received for any reason. The Controller is authorized to award the Series 2018A  
23 Bonds to the responsible bidder whose bid (i) is timely received and conforms to the Official  
24 Notice of Sale, except to the extent informalities and irregularities are waived by the City as  
25 permitted by the Official Notice of Sale, and (ii) represents the lowest true interest cost to the

1 City in accordance with the procedures described in the Official Notice of Sale. The award, if  
2 made, shall be set forth in a certificate signed by the Controller setting forth the terms of the  
3 Series 2018A Bonds and the original purchasers (the "Bond Award"). The Controller shall  
4 provide a copy of the Bond Award as soon as practicable to the Clerk of the Board of  
5 Supervisors and the Director of Public Finance; provided, that failure to provide such copy  
6 shall not affect the validity of the Bond Award.

7 Section 15. Publication of Notice of Intention to Sell Bonds. The form of proposed  
8 Notice of Intention to Sell the Series 2018A Bonds (the "Notice of Intention to Sell Bonds")  
9 submitted to the Board of Supervisors is approved and adopted as the Notice of Intention to  
10 Sell the Series 2018A Bonds, and the Director of Public Finance is authorized and directed to  
11 cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions  
12 as may be made in accordance with Section 21, to be published once in The Bond Buyer or  
13 another financial publication generally circulated throughout the State of California.

14 Section 16. Sale of Series 2018A Bonds by Negotiated Sale, Form of Purchase  
15 Contract; Authorization to Select Underwriters; Form of Purchase Contract. The Controller,  
16 in consultation with the Director of Public Finance, is hereby authorized to conduct the sale of  
17 the Series 2018A Bonds by negotiated sale pursuant to one or more Purchase Contracts  
18 (each, a "Purchase Contract"), each by and between the City and the underwriter(s) named  
19 therein (the "Underwriters"), if the Controller determines that such manner of sale is in the  
20 best financial interest of the City, such determination to be conclusively evidenced by the  
21 execution and delivery of such Purchase Contract as hereinafter approved. The form of such  
22 Purchase Contract as presented to this Board of Supervisors, a copy of which is on file with  
23 the Clerk of the Board, is hereby approved. The Controller or the Director of Public Finance is  
24 hereby authorized to execute such Purchase Contract with such changes, additions and  
25 modifications as the Controller or the Director of Public Finance may make or approve in

1 accordance with Section 21 hereof; provided however, that the Underwriters' discount under  
2 any such Purchase Contract shall not exceed 2.00% of the principal amount of the Series  
3 20178 Bonds.

4 In order to facilitate the sale of the Series 2018A Bonds by negotiated sale, the  
5 Controller or the Director of Public Finance is hereby authorized and directed to appoint one  
6 or more financial institutions to act as underwriter for the Series 2018A Bonds in accordance  
7 with City policies and procedures, including, but not limited to, the City's policy to provide  
8 locally disadvantaged minority business enterprises and women enterprises an equal  
9 opportunity to participate in the performance of all City contracts.

10 Section 17. Disposition of Proceeds of Sale. The proceeds of sale of the Series  
11 2018A Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,  
12 shall be deposited into the Series 2018A Bond Account; (b) premium, if any, shall be  
13 deposited into the Series 2018A Bond Account; and (iii) remaining proceeds of sale shall be  
14 deposited into the Series 2018A Project Account.

15 Section 18. Official Statement. The form of proposed Preliminary Official Statement  
16 describing the Series 2018A Bonds (the "Preliminary Official Statement") submitted to the  
17 Board of Supervisors is approved and adopted as the Preliminary Official Statement  
18 describing the Series 2018A Bonds, with such additions, corrections and revisions as may be  
19 determined to be necessary or desirable made in accordance with Section 21. The Controller  
20 is authorized to cause the distribution of a Preliminary Official Statement deemed final for  
21 purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the  
22 Securities Exchange Act of 1934, as amended (the "Rule"), and to sign a certificate to that  
23 effect. The Director of Public Finance is authorized and directed to cause to be printed and  
24 mailed or electronically distributed to prospective bidders for the Series 2018A Bonds the  
25 Preliminary Official Statement in substantially the form of the Preliminary Official Statement

1 approved and adopted by this Resolution, as completed, supplemented, corrected or revised.  
2 The Controller is authorized and directed to approve, execute, and deliver the final Official  
3 Statement with respect to the Series 2018A Bonds, which final Official Statement shall be in  
4 the form of the Preliminary Official Statement, with such additions, corrections and revisions  
5 as may be determined to be necessary or desirable made in accordance with Section 21 and  
6 as are permitted under the Rule. The Director of Public Finance is authorized and directed to  
7 cause to be printed and mailed or electronically distributed the final Official Statement to all  
8 actual initial purchasers of the Series 2018A Bonds.

9 Section 19. Tax Covenants. (a) General. The City covenants with the holders of the  
10 Series 2018A Bonds that, notwithstanding any other provisions of this Resolution, it shall not  
11 take any action, or fail to take any action, if any such action or failure to take action would  
12 adversely affect the exclusion from gross income of interest on the Series 2018A Bonds under  
13 Section 103 of the Code, and the regulations issued thereunder, as the same may be  
14 amended from time to time, and any successor provisions of law. Reference to a particular  
15 section of the Code shall be deemed to be a reference to any successor to any such section.  
16 The City shall not, directly or indirectly, use or permit the use of proceeds of the Common  
17 Issue Bonds or any of the property financed or refinanced with proceeds of the Common  
18 Issue Bonds, or any portion thereof, by any person other than a governmental unit (as such  
19 term is used in Section 141 of the Code), in such manner or to such extent as would result in  
20 the loss of exclusion of interest on the Series 2018A Bonds from gross income for federal  
21 income tax purposes.

22 (b) Use of Proceeds. The City shall not take any action, or fail to take any action, if  
23 any such action or failure to take action would cause the Series 2018A Bonds to be “private  
24 activity bonds” within the meaning of Section 141 of the Code, and in furtherance thereof,  
25 shall not make any use of the proceeds of the Common Issue Bonds or any of the property

1 financed or refinanced with proceeds of the Common Issue Bonds, or any portion thereof, or  
2 any other funds of the City, that would cause the Series 2018A Bonds to be “private activity  
3 bonds” within the meaning of Section 141 of the Code. To that end, so long as any Common  
4 Issue Bonds are outstanding, the City, with respect to such proceeds and property and such  
5 other funds, will comply with applicable requirements of the Code and all regulations of the  
6 United States Department of the Treasury issued thereunder, to the extent such requirements  
7 are, at the time, applicable and in effect. The City shall establish reasonable procedures  
8 necessary to ensure continued compliance with Section 141 of the Code and the continued  
9 qualification of the Series 2018A Bonds as “governmental bonds.”

10 (c) Arbitrage. The City shall not, directly or indirectly, use or permit the use of any  
11 proceeds of the Common Issue Bonds, or of any property financed or refinanced by the  
12 Common Issue Bonds, or other funds of the City, or take or omit to take any action, that would  
13 cause the Series 2018A Bonds to be “arbitrage bonds” within the meaning of Section 148 of  
14 the Code. To that end, the City shall comply with all requirements of Section 148 of the Code  
15 and all regulations of the United States Department of the Treasury issued thereunder to the  
16 extent such requirements are, at the time, in effect and applicable to the Common Issue  
17 Bonds.

18 (d) Federal Guarantee. The City shall not make any use of the proceeds of the  
19 Common Issue Bonds or any other funds of the City, or take or omit to take any other action,  
20 that would cause the Series 2018A Bonds to be “federally guaranteed” within the meaning of  
21 Section 149(b) of the Code.

22 (e) Information Reporting. The City shall take or cause to be taken all necessary  
23 action to comply with the information reporting requirement of Section 149(e) of the Code with  
24 respect to the Series 2018A Bonds.



1 (f) Hedge Bonds. The City shall not make any use of the proceeds of the Common  
2 Issue Bonds or any other amounts or property, regardless of the source, or take any action or  
3 refrain from taking any action that would cause the Series 2018A Bonds to be considered  
4 “hedge bonds” within the meaning of Section 149(g) of the Code unless the City takes all  
5 necessary action to assure compliance with the requirements of Section 149(g) of the Code.

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

12 Section 20. Continuing Disclosure Certificate. The form of Continuing Disclosure  
13 Certificate (the “Continuing Disclosure Certificate”), to be signed by the City to permit the  
14 original purchasers of the Series 2018A Bonds to comply with the Rule, submitted to the  
15 Board of Supervisors is approved and adopted as the Continuing Disclosure Certificate, with  
16 such additions, corrections and revisions as may be determined to be necessary or desirable  
17 made in accordance with Section 21. The Controller is authorized and directed to execute the  
18 Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure  
19 Certificate to the original purchasers of the Series 2018A Bonds.

20 Section 21. Modification to Documents. Any City official authorized by this Resolution  
21 to execute any document is further authorized, in consultation with the City Attorney and co-  
22 bond counsel, to approve and make such changes, additions, amendments or modifications to  
23 the document or documents such official is authorized to execute as may be necessary or  
24 advisable (provided, that such changes, additions, amendments or modifications shall not  
25 authorize an aggregate principal amount of Series 2018A Bonds in excess of \$76,710,000 or

1 conflict with the provisions of Section 4). The approval of any change, addition, amendment  
2 or modification to any of the aforementioned documents shall be evidenced conclusively by  
3 the execution and delivery of the document in question.

4 Section 22. Ratification. All actions previously taken by officials, employees and  
5 agents of the City with respect to the sale and issuance of the Series 2018A Bonds,  
6 consistent with any documents presented and this Resolution, are approved, confirmed and  
7 ratified.

8 Section 23. Relationship to Authorizing Resolution. In the event of any conflict  
9 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall  
10 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing  
11 Resolution, the City is not obligated to transfer money from the General Fund of the City to the  
12 Bond Account to pay the principal of or interest on the Series 2018A Bonds.

13 Section 24. Reimbursement. The City declares its official intent to reimburse prior  
14 expenditures of the City incurred prior to the issuance and sale of the Series 2018A Bonds in  
15 connection with the Project or portions thereof to be financed by the Series 2018A Bonds.  
16 The Board of Supervisors declares the City's intent to reimburse the City with the proceeds of  
17 the Series 2018A Bonds for the expenditures with respect to the Project (the "Expenditures"  
18 and each an "Expenditure") made on and after that date that is no more than 60 days prior to  
19 adoption of this Resolution. The City reasonably expects on the date of adoption of this  
20 Resolution that it will reimburse the Expenditures with the proceeds of the Series 2018A  
21 Bonds.

22 Each Expenditure was and will be either (a) of a type properly chargeable to a capital  
23 account under general federal income tax principles (determined in each case as of the date  
24 of the Expenditure), (b) a cost of issuance with respect to the Series 2018A Bonds, (c) a  
25 nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a

1 party that is not related to or an agent of the City so long as such grant does not impose any  
2 obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the  
3 City. The maximum aggregate principal amount of the Series 2018A Bonds expected to be  
4 issued for the Project is \$76,100,000. The City shall make a reimbursement allocation, which  
5 is a written allocation by the City that evidences the City's use of proceeds of the Series  
6 2018A Bonds to reimburse an Expenditure, no later than 18 months after the later of the date  
7 on which the Expenditure is paid or the Project is placed in service or abandoned, but in no  
8 event more than three years after the date on which the Expenditure is paid. The City  
9 recognizes that exceptions are available for certain "preliminary expenditures," costs of  
10 issuance, certain de minimis amounts, expenditures by "small issuers" (based on the year of  
11 issuance and not the year of expenditure) and expenditures for construction projects of at  
12 least 5 years.

13 Section 25. Accountability Reports. The Series 2018A Bonds are subject to  
14 accountability requirements under the City's Administrative Code and the Bond Election  
15 Ordinance. The deadline for submission of the Accountability Reports under Administrative  
16 Code Section 2.71(a) is hereby waived with respect to the Series 2018A Bonds.

17 Section 26. Citizens' Oversight Committee. The Series 2018A Bonds are subject to,  
18 and incorporate by reference, the applicable provisions of the San Francisco Administrative  
19 Code Sections 5.30-5.36 (the "Citizens' General Obligation Bond Oversight Committee"), and,  
20 to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of the  
21 Series 2018A Bonds shall be deposited into a fund established by the Controller's Office and  
22 appropriated by the Board of Supervisors at the direction of the Citizens' General Obligation  
23 Bond Oversight Committee to cover the costs of such committee.

24 Section 27. CEQA Determination. The Board of Supervisors hereby reaffirms and  
25 incorporates by reference the CEQA findings and determinations set forth in Ordinance 161-

1 12 as if set forth in full herein. The use of bond proceeds to finance any project or portion of  
2 any project with bond proceeds will be subject, as necessary, to approval of the Board of  
3 Supervisors upon completion of any planning and any further required environmental review  
4 under CEQA for the individual facilities and projects.

5 Section 28. General Authority. The Clerk of the Board of Supervisors, the Mayor, the  
6 City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each  
7 authorized and directed in the name and on behalf of the City to take any and all steps and to  
8 issue, deliver or enter into any and all certificates, requisitions, agreements, notices, consents,  
9 and other documents as may be necessary to give effect to the provisions of this Resolution,  
10 including but not limited to letters of representations to any depository or depositories, which  
11 they or any of them might deem necessary or appropriate in order to consummate the lawful  
12 issuance, sale and delivery of the Series 2018A Bonds. Any such actions are solely intended  
13 to further the purposes of this Resolution, and are subject in all respects to the terms of this  
14 Resolution. No such actions shall increase the risk to the City or require the City to spend any  
15 resources not otherwise granted herein. Final versions of any such documents shall be  
16 provided to the Clerk of the Board of Supervisors for inclusion in the official file within 30 days  
17 (or as soon thereafter as final documents are available) of execution by all parties.

18 APPROVED AS TO FORM:  
19 DENNIS J. HERRERA, City Attorney  
20

21 By: \_\_\_\_\_  
22 Mark D. Blake  
23 Deputy City Attorney  
24  
25

1 **EXHIBIT A**

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  
11  
12 Number R-\_\_ UNITED STATES OF AMERICA Amount

13 STATE OF CALIFORNIA

14  
15 CITY AND COUNTY OF SAN FRANCISCO

16  
17 GENERAL OBLIGATION BONDS (CLEAN AND SAFE NEIGHBORHOOD PARKS BONDS, 2012),

18 SERIES 2018A

19 Interest Rate Maturity Date Dated CUSIP Number  
20 \_\_\_\_% June 15, 20\_\_ \_\_\_\_, 2018 \_\_\_\_\_  
21

22 REGISTERED OWNER: Cede & Co.

23 PRINCIPAL AMOUNT: \_\_\_\_\_ Dollars

24 The City and County of San Francisco, State of California (the “**City**”), acknowledges itself  
25 indebted to and promises to pay to the Registered Owner specified above or registered assigns, on

1 the Maturity Date specified above, the Principal Amount of this bond specified above in lawful money  
2 of the United States of America, and to pay interest on the Principal Amount in like lawful money from  
3 the interest payment date next preceding the date of authentication of this bond (unless this bond is  
4 authenticated as of the day during the period from the last day of the month next preceding any  
5 interest payment date (the "**Record Date**") to such interest payment date, inclusive, in which event it  
6 shall bear from such interest payment date, or unless this bond is authenticated on or before [May 31,  
7 2018], in which event it shall bear interest from its dated date) until payment of such Principal Amount,  
8 at the Interest Rate per year specified above calculated on the basis of a 360-day year comprised of  
9 twelve 30-day months, payable on [June 15, 2018] and semiannually thereafter on June 15 and  
10 December 15 in each year; *provided*, that if any interest payment date occurs on a day that banks in  
11 California or New York are closed for business or the New York Stock Exchange is closed for  
12 business, then such payment shall be made on the next succeeding day that banks in both California  
13 and New York are open for business and the New York Stock Exchange is open for business (a  
14 "**Business Day**"). The principal of this bond is payable to the Registered Owner of this bond upon the  
15 surrender of this bond at the office of the Treasurer of the City (the "**City Treasurer**"). The interest on  
16 this bond is payable to the person whose name appears on the bond registration books of the City  
17 Treasurer as the Registered Owner of this bond as of the close of business on the Record Date  
18 immediately preceding an interest payment date, whether or not such day is a Business Day, such  
19 interest to be paid by check mailed on the interest payment date to such Registered Owner at the  
20 owner's address as it appears on such registration books; *provided*, that the Registered Owner of  
21 bonds in an aggregate principal amount of at least \$1,000,000 may submit a written request to the City  
22 Treasurer on or before the Record Date preceding any interest payment date for payment of interest  
23 by wire transfer to a commercial bank located in the United States of America.

24 This bond is one of a duly authorized issue of bonds (the "**Bonds**") of like tenor (except for  
25 such variations, if any, as may be required to designate varying numbers, denominations, interest

1 rates and maturities), in the aggregate principal amount of \$[TO COME], which is part of a bond  
2 authorization in the aggregate original principal amount of \$195,000,000 authorized by the affirmative  
3 votes of more than two-thirds of the voters voting at a special election duly and legally called, held and  
4 conducted in the City on November 6, 2012 and is issued and sold by the City pursuant to and in strict  
5 conformity with the provisions of the Constitution and laws of the State of California, the Charter of the  
6 City and resolutions adopted by the Board of Supervisors of the City (the “**Board of Supervisors**”) on  
7 \_\_\_\_\_, 2017 (collectively, together with the related Certificate of Award, the “**Resolutions**”).

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

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

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

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

24 Bonds maturing on and after June 15, 20\_\_, are subject to optional redemption from any  
25 available funds, in whole or in part, on any date on or after June 15, 20\_\_, at a price equal to their

1 principal amount plus in each case accrued interest to the date of redemption, without redemption  
2 premium. If less than all of the outstanding Bonds are to be redeemed, they may be redeemed in any  
3 order of maturity as determined by the City. If less than all of the outstanding Bonds of a maturity are  
4 to be redeemed, the Bonds or portions of Bonds of such maturity to be redeemed shall be selected by  
5 the City Treasurer, in authorized denominations of \$5,000 or integral multiples of that amount, from  
6 among Bonds of that maturity not previously called for redemption, by lot, in any manner which the  
7 City Treasurer deems fair.

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

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

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

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



1 same manner as notice of redemption was originally given,

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

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

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

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

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

25 This bond shall not be entitled to any benefit under the Resolutions, or become valid or

1 obligatory for any purpose, until the certificate of authentication and registration on this bond shall  
2 have been signed by the City Treasurer.

3 IN WITNESS WHEREOF the Board of Supervisors has caused this bond to be executed by the  
4 Mayor of the City and to be countersigned by the Clerk of the Board of Supervisors, all as of \_\_\_\_\_  
5 \_\_\_\_, 2018.

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

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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

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ASSIGNMENT

The following abbreviations, when used in the inscription on this Bond, shall be construed as though they were written out in full according to applicable laws or regulations:

Unif Gift Min Act - \_\_\_\_\_ Custodian \_\_\_\_\_

(Cust) (Minor)

under Uniform Gifts to Minors Act \_\_\_\_\_

(State)

TEN COM - as tenants in common

TEN ENT - as tenants by the entireties

JT TEN - as joint tenants with right of survivorship and not as tenants in common

\_\_\_\_\_  
(Name and Address of Assignee)

the within Bond and does irrevocably constitute and appoint \_\_\_\_\_

attorney to transfer the said Bond on the books kept for registration thereof with full power of substitution in the premises.

/s/ \_\_\_\_\_

Dated:

Signature guaranteed:

**Notice:** The signature to this assignment must correspond with the name of the registered owner as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

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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