

1 [Sale of General Obligation Bonds (Social Bonds - Affordable Housing, 2024), Series 2026E -
2 Not to Exceed \$47,000,000]

3 **Resolution authorizing the issuance and sale of not to exceed \$47,000,000 aggregate**
4 **principal amount on a tax-exempt or taxable basis of City and County of San Francisco**
5 **General Obligation Bonds (Social Bonds - Affordable Housing, 2024) Series 2026E;**
6 **prescribing the form and terms of such bonds; providing for the establishment of**
7 **accounts and/or subaccounts related to such bonds; authorizing the sale of such**
8 **bonds by competitive or negotiated sale; approving the forms of the Official Notice of**
9 **Sale and Notice of Intention to Sell Bonds and directing the publication of the Notice of**
10 **Intention to Sell Bonds; approving the form of the Purchase Contract; approving the**
11 **form of the Preliminary Official Statement and the execution of the Official Statement**
12 **relating to the sale of such bonds; approving the form of the Continuing Disclosure**
13 **Certificate; authorizing and approving modifications to such documents; providing for**
14 **the appointment of depositories and other agents for such bonds; ratifying certain**
15 **actions previously taken, as defined herein; and granting general authority to City**
16 **officials to take necessary actions in connection with the authorization, issuance, sale,**
17 **and delivery of such bonds, as defined herein.**

18 WHEREAS, By Resolution No. 528-23 adopted by the Board of Supervisors ("Board of
19 Supervisors") of the City and County of San Francisco ("City") on November 7, 2023 and
20 signed by the Mayor ("Mayor") on November 16, 2023, it was determined and declared that
21 public interest and necessity demand the construction, development, acquisition,
22 improvement, rehabilitation, preservation, and repair of affordable housing improvements, and
23 related costs necessary or convenient for the foregoing purposes, as further therein described
24 ("Project" or "Projects"); and
25

1 WHEREAS, By Ordinance No. 231-23 passed by the Board of Supervisors on
2 November 14, 2023, and signed by the Mayor on November 16, 2023 ("2024 Bond
3 Ordinance"), the Board of Supervisors duly called a special election to be held on March 5,
4 2024 ("Proposition A Bond Election"), for the purpose of submitting to the qualified voters of
5 the City such proposition ("Proposition A") to incur bonded indebtedness of the City in the
6 amount of \$300,000,000 to finance the construction, development, acquisition, improvement,
7 rehabilitation, preservation, and repair of affordable housing improvements, and related costs
8 necessary or convenient for the foregoing purposes and for other matters, and such
9 Proposition A was approved by two-thirds of the qualified voters of the City voting on such
10 proposition, and declaration of such Proposition A Bond Election results was made by the
11 Board of Supervisors pursuant to Resolution No. 171-24 on April 2, 2024, and approved by
12 the Mayor on April 12, 2024; and

13 WHEREAS, The City may establish a loan program ("Loan Program") to provide loans
14 for the foregoing purposes; and

15 WHEREAS, By Resolution No. 562-24, adopted by the Board of Supervisors on
16 November 19, 2024 and approved by the Mayor on November 25, 2024 ("Authorizing
17 Resolution"), the City was authorized to issue its General Obligation Bonds in one or more
18 series (Social Bonds - Affordable Housing, 2024) ("Bonds") in the not-to-exceed amount of
19 \$300,000,000; and

20 WHEREAS, Pursuant to Resolution No. 561-24, adopted by the Board of Supervisors
21 on November 19, 2024 and approved by the Mayor on November 25, 2024, the City issued
22 and sold its City and County of San Francisco General Taxable Obligation Bonds (Affordable
23 Housing, 2024), Series 2025D, in the aggregate principal amount of \$147,230,000 ("Series
24 2025D Bonds"); and

1 WHEREAS, It is necessary and desirable to deliver a subsequent series of the Bonds
2 in one or more subseries on a tax-exempt or a taxable basis, in an aggregate principal
3 amount not to exceed \$47,000,000 ("Series 2026E Bonds"), to finance a portion of the
4 remaining costs of the Projects that qualify under Proposition A; and

5 WHEREAS, The Series 2026E Bonds are being issued pursuant to the Authorizing
6 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government
7 Code ("Government Code"), the Charter of the City ("Charter"), the 2024 Bond Ordinance and
8 the Proposition A Bond Election; and

9 WHEREAS, In accordance with Government Code, Section 5852.1, the Board has
10 obtained and disclosed the information required thereby, as more fully set forth in the staff
11 report prepared by the Controller's Office of Public Finance; and

12 WHEREAS, Pursuant to the applicable provisions of the San Francisco Administrative
13 Code ("Administrative Code") Sections 5.30-5.36, the Citizens' General Obligation Bond
14 Oversight Committee shall conduct an annual review of bond spending and shall provide an
15 annual report on the management of the program to the Mayor and the Board of Supervisors,
16 and, to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of
17 the Series 2026E Bonds shall be deposited in a fund established by the Office of the City
18 Controller ("Controller") and appropriated by the Board of Supervisors at the direction of the
19 Citizens' General Obligation Bond Oversight Committee to cover the costs of such committee
20 and its review process; now, therefore, be it

21 RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as
22 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 2026E 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 Proposition A Bond Election, the Authorizing Resolution, the Charter and applicable law to
4 incur indebtedness in the manner and form 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 ("Clerk of the Board of Supervisors") are
7 contained in File No. [_____].

8 Section 4. Issuance and Sale of Series 2026E Bonds; Determination of Certain Terms;
9 Designation. The Board of Supervisors authorizes the issuance and sale of not to exceed
10 \$47,000,000 in aggregate principal amount of Bonds to be designated as "City and County of
11 San Francisco General Obligation Bonds (Social Bonds - Affordable Housing, 2024) Series
12 2026E [and any subseries designation]," for the purposes set forth in the 2024 Bond
13 Ordinance and Proposition A approved by the voters at the Proposition A Bond Election. Prior
14 to issuance, the Series 2026E Bonds may be subdivided into more than one subseries. For
15 purposes of this Resolution, all of such subdivided series in the aggregate are referred to
16 herein as the "Series 2026E Bonds."

17 The Director of Public Finance of the City ("Director of Public Finance"), the Controller
18 or any designee thereof (each, an "Authorized Officer") are authorized to determine, for the
19 Series 2026E Bonds, the sale date, the interest rates, the definitive principal amount, the
20 maturity dates and the redemption dates, if any, and the terms of any optional or mandatory
21 redemption, subject to the other specific provisions of this Resolution, including the following
22 terms and conditions: (a) the Series 2026E Bonds shall not have a true interest cost (as such
23 term is defined in the Official Notice of Sale (as defined in Section 13) for the Series 2026E
24 Bonds) in excess of 12%; and (b) the Series 2026E Bonds shall not have a final maturity date
25 more than 30 years from their date of issuance. The Director of Public Finance is further

1 authorized to give the Series 2026E Bonds such additional or other series designation, or to
2 modify such series designation, as may be necessary or appropriate to distinguish the Series
3 2026E Bonds from every other series of Bonds and from other bonds issued by the City.

4 Section 5. Authentication and Registration of the Series 2026E Bonds. Each of the
5 Series 2026E Bonds shall be in fully registered form without coupons in denominations of
6 \$5,000 or any integral multiple of that amount. The officers of the City are directed to cause
7 the Series 2026E Bonds to be prepared in sufficient quantity for delivery to or for the account
8 of their purchaser and an Authorized Officer is directed to cause the blanks in the Series
9 2026E Bonds to be completed in accordance with the Authorizing Resolution, this Resolution,
10 and the Bond Award or Purchase Contract (as defined below), to procure their execution by
11 the proper officers of the City (including by electronic or facsimile signature if necessary or
12 convenient, except that any signature for the Clerk of the Board of Supervisors shall be
13 required to be by manual signature) and authentication as provided in this Section, and to
14 deliver the Series 2026E Bonds when so executed and authenticated to the purchaser in
15 exchange for the purchase price, all in accordance with the Authorizing Resolution.

16 The Series 2026E Bonds and the certificate of authentication and registration, to be
17 manually executed by the Treasurer of the City or designee thereof ("City Treasurer"), and the
18 form of assignment to appear on the Series 2026E Bonds shall be substantially in the form
19 attached as Exhibit A (a copy of which is on file with the Clerk of the Board of Supervisors and
20 which is declared to be a part of this Resolution as if fully set forth in this Resolution), with
21 necessary or appropriate variations, omissions and insertions as permitted or required by this
22 Resolution.

23 Only Series 2026E Bonds bearing a certificate of authentication and registration
24 executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the
25 benefits of the Authorizing Resolution and this Resolution, and such certificate of the City

1 Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the
2 Series 2026E Bonds so authenticated have been duly authenticated and delivered under, and
3 are entitled to the benefits of, the Authorizing Resolution and this Resolution.

4 The Controller shall assign a distinctive letter, or number, or letter and number to each
5 Series 2026E Bond authenticated and registered by the City Treasurer and shall maintain a
6 record thereof which shall be available for inspection.

7 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at
8 the office of the City Treasurer or at the designated office of any registrar appointed by the
9 City Treasurer, separate and sufficient books for the registration and transfer of Series 2026E
10 Bonds, which books shall at all times be open to inspection, and upon presentation for such
11 purpose, the City Treasurer shall, under such reasonable regulations as the City Treasurer
12 may prescribe, register or transfer or cause to be registered or transferred, on such books,
13 Series 2026E Bonds as provided in this Resolution. The City and the City Treasurer may
14 treat the registered owner of each Series 2026E Bond as its absolute owner for all purposes,
15 and the City and the City Treasurer shall not be affected by any notice to the contrary.

16 Section 7. Transfer or Exchange of Series 2026E Bonds. Any Series 2026E Bond
17 may, in accordance with its terms, be transferred upon the books required to be kept pursuant
18 to the provisions of Section 6, by the person in whose name it is registered, in person or by
19 the duly authorized attorney of such person in writing, upon surrender of such Series 2026E
20 Bond for cancellation, accompanied by delivery of a duly executed written instrument of
21 transfer in a form approved by the City Treasurer.

22 Any Series 2026E Bond may be exchanged at the office of the City Treasurer for a like
23 aggregate principal amount of other authorized denominations of the same interest rate and
24 maturity.

1 Whenever any Series 2026E Bond shall be surrendered for transfer or exchange, the
2 designated City officials shall execute (as provided in Section 5) and the City Treasurer shall
3 authenticate and deliver a new Series 2026E Bond of the same interest rate and maturity in a
4 like aggregate principal amount. The City Treasurer shall require the payment by any bond
5 owner requesting any such transfer of any tax or other governmental charge required to be
6 paid with respect to such transfer or exchange.

7 No transfer or exchange of Series 2026E Bonds shall be required to be made by the
8 City Treasurer during the period from the Record Date (as defined in Section 8(b)) next
9 preceding each interest payment date to such interest payment date or after a notice of
10 redemption shall have been mailed with respect to such Series 2026E Bonds.

11 Section 8. Terms of the Series 2026E Bonds; General Redemption Provisions.

12 (a) Date of the Series 2026E Bonds. The Series 2026E Bonds shall be dated the
13 date of their delivery or such other date ("Dated Date") as is specified in the Bond Award or
14 the Purchase Contract.

15 (b) Payment of the Series 2026E Bonds. The principal of the Series 2026E Bonds
16 shall be payable in lawful money of the United States of America to their owners, upon
17 surrender at maturity or earlier redemption at the office of the City Treasurer. The interest on
18 the Series 2026E Bonds shall be payable in like lawful money to the person whose name
19 appears on the bond registration books of the City Treasurer as the owner as of the close of
20 business on the last day of the month immediately preceding an interest payment date
21 ("Record Date"), whether or not such day is a Business Day (as defined below).

22 Except as may be otherwise provided in connection with any book-entry-only system
23 applicable to the Series 2026E Bonds, payment of the interest on any Series 2026E Bond
24 shall be made by check mailed on the interest payment date to such owner at such owner's
25 address as it appears on the registration books as of the Record Date; provided, that if any

1 interest payment date occurs on a day that banks in California or New York are closed for
2 business or the New York Stock Exchange is closed for business, then such payment shall be
3 made on the next succeeding day that banks in both California and New York are open for
4 business and the New York Stock Exchange is open for business (each, a "Business Day");
5 and provided, further, that the registered owner of an aggregate principal amount of at least
6 \$1,000,000 of Series 2026E Bonds may submit a written request to the City Treasurer on or
7 before a Record Date preceding an interest payment date for payment of interest on the next
8 succeeding interest payment date and thereafter by wire transfer to a commercial bank
9 located within the United States of America.

10 For so long as any Series 2026E Bonds are held in book-entry form by a securities
11 depository selected by the City pursuant to Section 10, payment shall be made to the
12 registered owner of the Series 2026E Bonds designated by such securities depository by wire
13 transfer of immediately available funds.

14 (c) Interest on the Series 2026E Bonds. The Series 2026E Bonds shall bear
15 interest at rates to be determined upon the sale of the Series 2026E Bonds, calculated on the
16 basis of a 360-day year comprised of twelve 30-day months, payable on June 15, 2027 (or
17 such other date as may be designated in the Bond Award or Purchase Contract), and
18 semiannually thereafter on June 15 and December 15 of each year. Each Series 2026E Bond
19 shall bear interest from the interest payment date next preceding the date of its authentication
20 unless it is authenticated as of a day during the period from the Record Date next preceding
21 any interest payment date to the interest payment date, inclusive, in which event it shall bear
22 interest from such interest payment date, or unless it is authenticated on or before the first
23 Record Date, in which event it shall bear interest from the Dated Date; provided, that if, at the
24 time of authentication of any Series 2026E Bond, interest is in default on the Series 2026E
25 Bonds, such Series 2026E Bond shall bear interest from the interest payment date to which

1 interest has previously been paid or made available for payment on the Series 2026E Bonds
2 or from the Dated Date if the first interest payment is not made.

3 (d) Optional Redemption. The Series 2026E Bonds shall be subject to optional
4 redemption prior to maturity as shall be more fully provided in the Official Notice of Sale or the
5 Purchase Contract, as applicable.

6 (e) Mandatory Redemption. The Series 2026E Bonds shall be subject to mandatory
7 redemption as shall be designated by the purchaser pursuant to the terms of the Official
8 Notice of Sale or as designated in the Purchase Contract, as applicable.

9 The principal of and interest on the Series 2026E Bonds subject to mandatory
10 redemption shall be paid from the Series 2026E Bond Subaccount established in Section 9,
11 pursuant to Section 9. In lieu of any such mandatory redemption for Series 2026E Bonds, at
12 any time prior to the selection of Series 2026E Bonds for mandatory redemption, the City may
13 apply amounts on deposit in the Series 2026E Bond Subaccount to make such payment to
14 the purchase, at public or private sale, of Series 2026E Bonds subject to such mandatory
15 redemption, and when and at such prices not in excess of the principal amount thereof
16 (including sales commission and other charges but excluding accrued interest), as the City
17 may determine.

18 (f) Selection of Series 2026E Bonds for Redemption. Whenever less than all of the
19 outstanding Series 2026E Bonds are called for redemption on any date, the Director of Public
20 Finance will select the maturities of the Series 2026E Bonds to be redeemed in the sole
21 discretion of the Director of Public Finance. Whenever less than all of the outstanding Series
22 2026E Bonds maturing on any one date are called for redemption, the manner of selection of
23 the portion of such Series 2026E Bonds called for redemption shall be as specified in the
24 Official Statement for the Series 2026E Bonds.

1 (g) Notice of Redemption. The date on which Series 2026E Bonds that are called
2 for redemption are to be presented for redemption is called the "Redemption Date." The City
3 Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2026E Bonds,
4 postage prepaid, to the respective registered owners at the addresses appearing on the bond
5 registration books not less than 20 nor more than 60 days prior to the Redemption Date. The
6 notice of redemption shall: (i) state the Redemption Date; (ii) state the redemption price; (iii)
7 state the maturity dates of the Series 2026E Bonds to be redeemed and, if less than all of any
8 such maturity is called for redemption, the distinctive numbers of the Series 2026E Bonds of
9 such maturity to be redeemed, and in the case of any Series 2026E Bonds to be redeemed in
10 part only, the respective portions of the principal amount to be redeemed; (iv) state the CUSIP
11 number, if any, of each Series 2026E Bond to be redeemed; (v) require that such Series
12 2026E Bonds be surrendered by the owners at the office of the City Treasurer or his or her
13 agent; and (vi) give notice that interest on such Series 2026E Bonds or portions of Series
14 2026E Bonds to be redeemed will cease to accrue after the Redemption Date. Notice of
15 optional redemption may be rescinded, or conditional upon receipt of funds or other event
16 specified in the notice of redemption as provided in Section 8(j) below.

17 The actual receipt by the owner of any Series 2026E Bond of notice of such
18 redemption shall not be a condition precedent to redemption, and failure to receive such
19 notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings
20 for the redemption of such Series 2026E Bonds or the cessation of accrual of interest on such
21 Series 2026E Bonds on the Redemption Date.

22 Notice of redemption also shall be given, or caused to be given by the City
23 Treasurer, to The Depository Trust Company, New York, New York ("DTC") (and its
24 successors and assigns) by electronic transmission or such other method acceptable to The
25 Depository Trust Company at the time of such notice, and to such other services or

1 organizations as may be required in accordance with the Continuing Disclosure
2 Certificate described in Section 18 hereof.

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 2026E
6 Bond to be redeemed in accordance with this Resolution shall be conclusive against all
7 parties.

8 (h) Series 2026E Redemption Account. At the time the Director of Public Finance
9 determines to optionally call and redeem any of the Series 2026E Bonds, the Controller or his
10 or her agent shall establish a redemption account to be described or known as the "General
11 Obligation Bonds, Series 2026E Redemption Account" ("Series 2026E Redemption Account"),
12 and prior to or on the Redemption Date there must be set aside in the Series 2026E
13 Redemption Account moneys available for the purpose and sufficient to redeem, as provided
14 in this Resolution, the Series 2026E Bonds designated in such notice of redemption, subject
15 to the provisions of Section 8(j) below. Such moneys must be set aside in the Series 2026E
16 Redemption Account solely for the purpose of, and shall be applied on or after the
17 Redemption Date to, payment of the redemption price of the Series 2026E Bonds to be
18 redeemed upon presentation and surrender of such Series 2026E Bonds. Any interest due on
19 or prior to the Redemption Date may be paid from the Series 2026E Bond Subaccount as
20 provided in Section 9 or from the Series 2026E Redemption Account. Moneys held from time
21 to time in the Series 2026E Redemption Account shall be invested by the City Treasurer
22 pursuant to the City's policies and guidelines for investment of moneys in the general fund
23 ("General Fund") of the City. If, after all of the Series 2026E Bonds have been redeemed and
24 canceled or paid and canceled, there are moneys remaining in the Series 2026E Redemption
25 Account, such moneys shall be transferred to such fund or account of the City as required or

1 permitted by applicable law; provided, that if such moneys are part of the proceeds of
2 refunding bonds, such moneys shall be transferred pursuant to the resolution authorizing such
3 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 2026E 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 2026E
8 Redemption Account, the Series 2026E Bonds designated for redemption shall become due
9 and payable on the Redemption Date, and upon presentation and surrender of such Series
10 2026E Bonds at the place specified in the notice of redemption, such Series 2026E Bonds
11 shall be redeemed and paid at the redemption price out of the Series 2026E Redemption
12 Account. No interest will accrue on such Series 2026E Bonds called for redemption after the
13 Redemption Date and the registered owners of such Series 2026E Bonds shall look for
14 payment of such Series 2026E Bonds only to the Series 2026E Redemption Account. All
15 Series 2026E 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 2026E Redemption Account of sufficient moneys to
20 redeem the Series 2026E 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 clause, and on the scheduled Redemption Date (A) sufficient moneys to redeem the
24 Series 2026E Bonds called for optional redemption on the Redemption Date have not been
25 deposited in the Series 2026E Redemption Account, or (B) any other event specified in the

1 notice of redemption as a condition to the redemption has not occurred, then (1) the Series
2 2026E 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 (2) 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 on or prior to any Redemption Date by causing written notice of the rescission to be
8 given to the owners of all Series 2026E Bonds so called for redemption. Notice of any such
9 rescission of redemption shall be given in the same manner notice of redemption was
10 originally given.

11 The actual receipt by the owner of any Series 2026E Bond of notice of such rescission
12 shall not be a condition precedent to rescission, and failure to receive such notice or any
13 defect in such notice so mailed shall not affect the validity of the rescission.

14 Section 9. Series 2026E Bond Subaccount. There is established with the City
15 Treasurer a special subaccount in the General Obligation Bonds (Social Bonds – Affordable
16 Housing, 2024) Bond Account (“Bond Account”) created pursuant to the Authorizing
17 Resolution to be designated as the “General Obligation Bonds, Series 2026E Bond
18 Subaccount” (“Series 2026E Bond Subaccount”), to be held separate and apart from all other
19 accounts of the City. All interest earned on amounts on deposit in the Series 2026E Bond
20 Subaccount shall be retained in the Series 2026E Bond Subaccount.

21 On or prior to the date on which any payment of principal of or interest on the
22 Series 2026E Bonds is due, including any Series 2026E Bonds subject to mandatory
23 redemption on such date, the City Treasurer shall allocate to and deposit in the Series 2026E
24 Bond Subaccount, from amounts held in the Bond Account, an amount which, when added to
25

1 any available moneys contained in the Series 2026E Bond Subaccount, is sufficient to pay
2 principal of and interest on the Series 2026E Bonds on such date.

3 On or prior to the date on which any Series 2026E 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 2026E Redemption Account, from amounts held in the Bond Account pursuant to
6 Section 8 of the Authorizing Resolution, an amount which, when added to any available
7 moneys contained in the Series 2026E Redemption Account, is sufficient to pay principal,
8 interest and premium, if any, with respect to such Series 2026E 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 2026E Bonds as is necessary or convenient to permit
11 the optional redemption of the Series 2026E Bonds.

12 Amounts in the Series 2026E Bond Subaccount may be invested in any investment of
13 the City in which moneys in the General Fund of the City are or can be invested. The City
14 Treasurer may (a) commingle any of the moneys held in the Series 2026E Bond Subaccount
15 with other City moneys, or (b) deposit amounts credited to the Series 2026E Bond
16 Subaccount into a separate fund or funds for investment purposes only; provided, that all of
17 the moneys held in the Series 2026E Bond Subaccount shall be accounted for separately
18 notwithstanding any such commingling or separate deposit by the City Treasurer.

19 Section 10. Appointment of Depositories and Other Agents. The City Treasurer is
20 authorized and directed to appoint one or more depositories as the City Treasurer may deem
21 desirable and the procedures set forth in Section 5, Section 6, Section 7 and Section 8
22 relating to registration of ownership of the Series 2026E Bonds and payments and redemption
23 notices to owners of the Series 2026E Bonds may be modified to comply with the policies and
24 procedures of such depository. The City will not have any responsibility or obligation to any
25 purchaser of a beneficial ownership interest in any Series 2026E Bonds or to any participants

1 in such a depository with respect to (a) the accuracy of any records maintained by such
2 securities depository or any participant therein; (b) any notice that is permitted or required to
3 be given to the owners of Series 2026E Bonds under this Resolution; (c) the selection by such
4 securities depository or any participant therein of any person to receive payment in the event
5 of a partial redemption of Series 2026E Bonds; (d) the payment by such securities depository
6 or any participant therein of any amount with respect to the principal or redemption premium,
7 if any, or interest due with respect to Series 2026E Bonds; (e) any consent given or other
8 action taken by such securities depository as the owner of Series 2026E Bonds; or (f) any
9 other matter.

10 The Depository Trust Company, New York, New York ("DTC") is appointed as
11 depository for the Series 2026E Bonds. The Series 2026E Bonds shall be initially issued in
12 book-entry form. Upon initial issuance, the ownership of each Series 2026E Bond shall be
13 registered in the bond register in the name of Cede & Co., as nominee of DTC. So long as
14 each Series 2026E Bond is registered in book-entry form, each Series 2026E Bond shall be
15 registered in the name of Cede & Co. or in the name of such successor nominee as may be
16 designated from time to time by DTC or any successor as depository.

17 The City Treasurer is also authorized and directed to appoint one or more agents as
18 the City Treasurer may deem necessary or desirable, to the extent permitted by applicable
19 law and under the supervision of the City Treasurer, such agents may serve as paying agent,
20 fiscal agent, rebate calculation agent, escrow agent or registrar for the Series 2026E Bonds or
21 may assist the City Treasurer in performing any or all of such functions and such other duties
22 as the City Treasurer shall determine. Such agents shall serve under such terms and
23 conditions as the City Treasurer shall determine. The City Treasurer may remove or replace
24 agents appointed pursuant to this paragraph at any time.

1 Section 11. Defeasance Provisions. Payment of all or any portion of the Series 2026E
2 Bonds may be provided for prior to such Series 2026E Bonds' respective stated maturities by
3 irrevocably depositing with the City Treasurer (or any commercial bank or trust company
4 designated by the City Treasurer to act as escrow agent with respect thereto):

5 (a) an amount of cash equal to the principal amount of all of such Series
6 2026E Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in
7 the case of Series 2026E Bonds which are to be redeemed prior to such Series 2026E Bonds'
8 respective stated maturities and in respect of which notice of such redemption shall have
9 been given as provided in Section 8 hereof or an irrevocable election to give such notice shall
10 have been made by the City, the amount to be deposited shall be the principal amount
11 thereof, all unpaid interest thereon to the Redemption Date, and any premium due on such
12 Redemption Date; or

13 (b) Defeasance Securities (as herein defined) not subject to call, except as
14 provided below in the definition thereof, maturing and paying interest at such times and in
15 such amounts; together with interest earnings and cash, if required, as will, without
16 reinvestment, as certified by an independent certified public accountant, be fully sufficient to
17 pay the principal and all unpaid interest to maturity, or to the Redemption Date, as the case
18 may be, and any premium due on the Series 2026E Bonds to be paid or redeemed, as such
19 principal and interest come due; provided, that, in the case of the Series 2026E Bonds which
20 are to be redeemed prior to maturity, notice of such redemption shall be given as provided in
21 Section 8 hereof or an irrevocable election to give such notice shall have been made by the
22 City; then, all obligations of the City with respect to such outstanding Series 2026E Bonds
23 shall cease and terminate, except only the tax covenants under Section 23 and the obligation
24 of the City to pay or cause to be paid from the funds deposited pursuant to clause (a) or (b) of
25 this Section 11, to the owners of such Series 2026E Bonds all sums due with respect thereto;

1 and provided further, that the City shall have received an opinion of nationally recognized
2 bond counsel, that provision for the payment of such Series 2026E Bonds has been made in
3 accordance with this Section 11.

4 For purposes of this Section 11, "Defeasance Securities" shall mean any of the
5 following that at the time are legal investments under the laws of the State of California for the
6 moneys proposed to be invested therein:

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

23 For purposes of this Section 11, "United States Obligations" means (i) direct and
24 general obligations of the United States of America, or obligations that are unconditionally
25 guaranteed as to principal and interest by the United States of America, including, without

1 limitation, the interest component of Resolution Funding Corporation (“REFCORP”) bonds that
2 have been stripped by request to the Federal Reserve Bank of New York in book-entry form
3 or (ii) any security issued by an agency or instrumentality of the United States of America that
4 is selected by the Director of Public Finance that results in the escrow fund being rated by any
5 two Rating Agencies, at the time of the initial deposit to the escrow fund and upon any
6 substitution or subsequent deposit to the escrow fund, not lower than the rating then
7 maintained by the respective Rating Agency on United States Obligations described in clause
8 (i) above.

9 For purposes of this Section 11, “Rating Agencies” shall mean Moody’s Ratings, Fitch
10 Ratings, S&P Global Ratings, and Kroll Bond Rating Agency, LLC, or any other nationally-
11 recognized bond rating agency that is the successor to any of the foregoing rating agencies or
12 that is otherwise established after the date hereof.

13 Section 12. Sale of Series 2026E Bonds By Competitive or Negotiated Sale. The
14 Board of Supervisors authorizes the sale of the Series 2026E Bonds by solicitation of
15 competitive bids or by negotiated sale to one or more underwriters to be appointed in
16 accordance with City policies, if so determined by the Director of Public Finance.

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

18 (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids
19 for the Series 2026E Bonds (“Official Notice of Sale”) submitted to the Board of Supervisors is
20 approved and adopted as the Official Notice of Sale inviting bids for the Series 2026E Bonds,
21 with such changes, additions and modifications as may be made in accordance with Section
22 19. The Director of Public Finance is authorized and directed to cause to be mailed or
23 otherwise circulated to prospective bidders for the Series 2026E Bonds copies of one or more
24 Official Notice of Sale, subject to such corrections, revisions or additions as may be
25 acceptable to the Director of Public Finance.

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

3 (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any
4 and all bids received for any reason. The Authorized Officer is authorized to award the Series
5 2026E Bonds to the responsible bidder whose bid (i) is timely received and conforms to the
6 Official Notice of Sale, except to the extent informalities and irregularities are waived by the
7 City as permitted by the Official Notice of Sale; and (ii) represents the lowest true interest cost
8 to the City in accordance with the procedures described in the Official Notice of Sale. The
9 award, if made, shall be set forth in one or more certificates signed by the Authorized Officer
10 setting forth the terms of the Series 2026E Bonds and the original purchasers ("Bond Award").
11 The Director of Public Finance shall provide a copy of the Bond Award, if such award is not
12 signed by the Controller, as soon as practicable to the Controller; provided, that failure to
13 provide such copy shall not affect the validity of the Bond Award.

14 Section 14. Publication of Notice of Intention to Sell Bonds. If the Series 2026E Bonds
15 are sold through a solicitation of competitive bids, then the form of proposed Notice of
16 Intention to Sell the Series 2026E Bonds ("Notice of Intention to Sell Bonds") submitted to the
17 Board of Supervisors is approved and adopted as the Notice of Intention to Sell the Series
18 2026E Bonds, and the Director of Public Finance is authorized and directed to cause one or
19 more Notices of Intention to Sell Bonds, subject to such corrections, revisions or additions as
20 may be made in accordance with Section 19, to be published once in *The Bond Buyer* or
21 another financial publication generally circulated throughout the State of California meeting
22 the requirements of Section 53692 of the Government Code at least five (5) days prior to the
23 date fixed for receipt of bids for the Series 2026E Bonds, or as otherwise set forth in Section
24 53692 of the Government Code.

1 Section 15. Authorization of Negotiated Sale; Authorization to Select Underwriters;
2 Form of Purchase Contract Approval. The Authorized Officer is hereby authorized to conduct
3 the sale of the Series 2026E Bonds by negotiated sale pursuant to one or more Purchase
4 Contracts (each, a "Purchase Contract"), each by and between the City and the underwriter(s)
5 named therein ("Underwriters") or by and between the City and a placement agent named
6 therein ("Placement Agent"), if the Controller determines that such manner of sale (negotiated
7 or private placement) is in the best financial interest of the City (in accordance with the criteria
8 set forth in the City's debt policy), such determination to be conclusively evidenced by the
9 execution and delivery of such Purchase Contract as hereinafter approved. The form of such
10 Purchase Contract as presented to this Board of Supervisors, a copy of which is on file with
11 the Clerk of the Board of Supervisors, is hereby approved. The Authorized Officer is hereby
12 authorized to execute one or more such Purchase Contracts with such changes, additions
13 and modifications as the Authorized Officer may make or approve in accordance with Section
14 19 hereof (including such changes as may be required for a private placement); provided
15 however, that the Underwriters' discount or Placement Agent fee under any such Purchase
16 Contract shall not exceed 1.0% of the principal amount of the Series 2026E Bonds. In order
17 to facilitate the sale of the Series 2026E Bonds by negotiated sale, the Authorized Officer is
18 hereby authorized and directed to appoint one or more financial institutions to act as
19 underwriter or Placement Agent for the Series 2026E Bonds.

20 Section 16. Disposition of Proceeds of Sale. The proceeds of sale of the Series
21 2026E Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,
22 shall be deposited into the Series 2026E Bond Subaccount; (b) premium, if any, shall be
23 deposited into the Series 2026E Bond Subaccount in such amount not to exceed three years
24 of interest on the Series 2026E Bonds; and (c) remaining proceeds of sale shall be deposited
25 into the Project Account established under Resolution No. 448-20.

1 Section 17. Preliminary Official Statement and Official Statement. The form of
2 proposed Preliminary Official Statement describing the Series 2026E Bonds (“Preliminary
3 Official Statement”) submitted to the Board of Supervisors is approved and adopted as the
4 Preliminary Official Statement describing the Series 2026E Bonds, with such additions,
5 corrections and revisions as may be determined to be necessary or desirable made in
6 accordance with Section 19. The Authorized Officer is authorized to cause the distribution of
7 one or more Preliminary Official Statements deemed final for purposes of Securities and
8 Exchange Commission Rule 15c2-12 promulgated under the Securities Exchange Act of
9 1934, as amended (“Rule”), and to sign a certificate to that effect. The Director of Public
10 Finance is authorized and directed to cause to be printed and mailed or electronically
11 distributed to prospective bidders for the Series 2026E Bonds the Preliminary Official
12 Statement in substantially the form of the Preliminary Official Statement approved and
13 adopted by this Resolution, as completed, supplemented, corrected or revised. The
14 Authorized Officer is authorized and directed to approve, execute, and deliver one or more
15 final Official Statements with respect to the Series 2026E Bonds, which final Official
16 Statement shall be in the form of the Preliminary Official Statement, with such additions,
17 corrections and revisions as may be determined to be necessary or desirable made in
18 accordance with Section 19 and as are permitted under the Rule. The Director of Public
19 Finance is authorized and directed to cause to be printed and mailed or electronically
20 distributed the final Official Statement to all actual initial purchasers of the Series 2026E
21 Bonds.

22 Section 18. Continuing Disclosure Certificate. The form of Continuing Disclosure
23 Certificate (“Continuing Disclosure Certificate”), to be signed by the City to permit the original
24 purchasers of the Series 2026E Bonds to comply with the Rule, submitted to the Board of
25 Supervisors is approved and adopted as the Continuing Disclosure Certificate, with such

1 additions, corrections and revisions as may be determined to be necessary or desirable made
2 in accordance with Section 19. The Authorized Officer is authorized and directed to execute
3 one or more Continuing Disclosure Certificates on behalf of the City and deliver the
4 Continuing Disclosure Certificate(s) to the original purchasers of the Series 2026E Bonds.

5 Section 19. Modification to Documents. Any City official authorized by this Resolution
6 to execute any document is further authorized, in consultation with the City Attorney and co-
7 bond counsel, to approve and make such changes, additions, amendments or modifications to
8 the document or documents such official is authorized to execute as may be necessary or
9 advisable (provided, that such changes, additions, amendments or modifications shall not
10 authorize an aggregate principal amount of Series 2026E Bonds in excess of \$47,000,000 or
11 conflict with the provisions of Section 4). The approval of any change, addition, amendment
12 or modification to any of the aforementioned documents shall be evidenced conclusively by
13 the execution and delivery of the document in question.

14 Section 20. Ratification. All actions previously taken by officials, employees and
15 agents of the City with respect to the sale and issuance of the Series 2026E Bonds,
16 consistent with any documents presented and this Resolution, are approved, confirmed and
17 ratified.

18 Section 21. Relationship to Authorizing Resolution. In the event of any conflict
19 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall
20 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing
21 Resolution, the City is not obligated to transfer money from the General Fund of the City to the
22 Bond Account to pay the principal of or interest on the Series 2026E Bonds.

23 Section 22. Accountability Reports. The Series 2026E Bonds are subject to
24 accountability requirements under the Administrative Code and the 2024 Bond Ordinance.
25 The deadline for submission of the accountability report(s) under Administrative Code

1 Sections 2.71(a) and 2.71(b) are hereby waived with respect to the Series 2026E Bonds.
2 Accountability report(s) with respect to the Series 2026E Bonds shall be submitted in all other
3 respects in the manner required by the Administrative Code and the 2024 Bond Ordinance.

4 Section 23. Covenants to Maintain Tax-Exempt Status. The following covenants shall
5 be applicable to any Series 2026E Bonds (including any subseries) issued as bonds the
6 interest on which is intended to be excludable from gross income for federal or state income
7 tax purposes ("Tax-Exempt Bonds"), if any:

8 (a) Definitions. When used in this Section, the following terms have the
9 following meanings:

10 "Closing Date" means the date on which the Tax-Exempt Bonds are first
11 authenticated and delivered to the initial purchasers against payment therefor.

12 "Code" means the Internal Revenue Code of 1986, as amended by all
13 legislation, if any, effective on or before the Closing Date.

14 "Computation Date" has the meaning set forth in Section 1.148-1(b) of the
15 Regulations.

16 "Final Computation Date" has the meaning set forth in Section 1.148-3(e)(2) of
17 the Regulations.

18 "Gross Proceeds" means any proceeds as defined in Section 1.148-1(b) of the
19 Regulations, and any replacement proceeds as defined in Section 1.148-1(c) of the
20 Regulations, of the Tax-Exempt Bonds.

21 "Investment" has the meaning set forth in Section 1.148-1(b) of the Regulations.

22 "Nonpurpose Investment" means any investment property, as defined in
23 Section 148(b) of the Code, in which Gross Proceeds of the Tax-Exempt Bonds are invested
24 and which is not acquired to carry out the governmental purposes of the Tax-Exempt Bonds.
25

1 “*Rebate Amount*” has the meaning set forth in Section 1.148-1(b) of the
2 Regulations.

3 “*Regulations*” means any proposed, temporary, or final Income Tax Regulations
4 issued pursuant to Sections 103 and 141 through 150 of the Code, and 103 of the Internal
5 Revenue Code of 1954, which are applicable to the Tax-Exempt Bonds. Any reference to any
6 specific Regulation shall also mean, as appropriate, any proposed, temporary or final Income
7 Tax Regulation designed to supplement, amend or replace the specific Regulation referenced.

8 “*Yield*” of:

9 (i) any Investment has the meaning set forth in Section 1.148-5 of the
10 Regulations; and

11 (ii) the Tax-Exempt Bonds has the meaning set forth in
12 Section 1.148-4 of the Regulations.

13 (b) Not to Cause Interest to Become Taxable. The City shall not use, permit
14 the use of, or omit to use Gross Proceeds or any other amounts (or any property the
15 acquisition, construction or improvement of which is to be financed directly or indirectly with
16 Gross Proceeds) in a manner which if made or omitted, respectively, would cause the interest
17 on any Tax-Exempt Bonds to become includable in the gross income, as defined in Section
18 61 of the Code, of the owner thereof for federal income tax purposes. Without limiting the
19 generality of the foregoing, unless and until the City receives a written opinion of counsel
20 nationally recognized in the field of municipal bond law to the effect that failure to comply with
21 such covenant will not adversely affect the exemption from federal income tax of the interest
22 on any Tax-Exempt Bond, the City shall comply with each of the specific covenants in this
23 Section.

1 (c) No Private Use or Private Payments. Except as permitted by Section 141
2 of the Code and the Regulations and rulings thereunder, the City shall at all times prior to the
3 final payment on the Tax-Exempt Bonds:

4 (i) exclusively own, operate and possess all property, the acquisition,
5 construction or improvement of which is to be financed or refinanced directly or
6 indirectly with Gross Proceeds of the Tax-Exempt Bonds, and not use or permit the use
7 of such Gross Proceeds (including all contractual arrangements with terms different
8 than those applicable to the general public) or any property acquired, constructed or
9 improved with such Gross Proceeds in any activity carried on by any person or entity
10 (including the United States or any agency, department and instrumentality thereof)
11 other than a state or local government, unless such use is solely as a member of the
12 general public; and

13 (ii) not directly or indirectly impose or accept any charge or other
14 payment by any person or entity who is treated as using Gross Proceeds of the Tax-
15 Exempt Bonds or any property the acquisition, construction or improvement of which is
16 to be financed or refinanced directly or indirectly with such Gross Proceeds, other than
17 taxes of general application within the City or interest earned on investments acquired
18 with such Gross Proceeds pending application for their intended purposes.

19 (d) No Private Loan. Except to the extent permitted by Section 141 of the
20 Code and the Regulations and rulings thereunder, the City shall not use Gross Proceeds of
21 the Tax-Exempt Bonds to make or finance loans to any person or entity other than a state or
22 local government. For purposes of the foregoing covenant, such Gross Proceeds are
23 considered to be "loaned" to a person or entity if: (i) property acquired, constructed or
24 improved with such Gross Proceeds is sold or leased to such person or entity in a transaction
25 which creates a debt for federal income tax purposes; (ii) capacity in or service from such

1 property is committed to such person or entity under a take-or-pay, output or similar contract
2 or arrangement; or (iii) indirect benefits, or burdens and benefits of ownership, of such Gross
3 Proceeds or any property acquired, constructed or improved with such Gross Proceeds are
4 otherwise transferred in a transaction which is the economic equivalent of a loan.

5 (e) Not to Invest at Higher Yield. Except to the extent permitted by
6 Section 148 of the Code and the Regulations and rulings thereunder, the City shall not at any
7 time prior to the final stated maturity of the Tax-Exempt Bonds directly or indirectly invest
8 Gross Proceeds in any Investment, if as a result of such investment the Yield of any
9 Investment acquired with Gross Proceeds, whether then held or previously disposed of,
10 exceeds the Yield of the Tax-Exempt Bonds.

11 (f) Not Federally Guaranteed. Except to the extent permitted by
12 Section 149(b) of the Code and the Regulations and rulings thereunder, the City shall not take
13 or omit to take any action which would cause the Tax-Exempt Bonds to be federally
14 guaranteed within the meaning of Section 149(b) of the Code and the Regulations and rulings
15 thereunder.

16 (g) Information Report. The City shall timely file the information required by
17 Section 149(e) of the Code with the Secretary of the Treasury on Form 8038-G or such other
18 form and in such place as the Secretary may prescribe.

19 (h) Rebate of Arbitrage Profits. Except to the extent otherwise provided in
20 Section 148(f) of the Code and the Regulations and rulings thereunder:

21 (i) The City shall account for all Gross Proceeds (including all
22 receipts, expenditures and investments thereof) on its books of account separately and
23 apart from all other funds (and receipts, expenditures and investments thereof) and
24 shall retain all records of accounting for at least six years after the day on which the
25 last outstanding Bond is discharged. However, to the extent permitted by law, the City

1 may commingle Gross Proceeds of the Tax-Exempt Bonds with other money of the
2 City; provided that the City separately accounts for each receipt and expenditure of
3 Gross Proceeds and the obligations acquired therewith.

4 (ii) Not less frequently than each Computation Date, the City shall
5 calculate the Rebate Amount in accordance with rules set forth in Section 148(f) of the
6 Code and the Regulations and rulings thereunder. The City shall maintain such
7 calculations with its official transcript of proceedings relating to the issuance of the Tax-
8 Exempt Bonds until six years after the Final Computation Date.

9 (iii) As additional consideration for the purchase of the Tax-Exempt
10 Bonds by the initial purchasers and the loan of the money represented thereby and in
11 order to induce such purchase by measures designed to ensure the excludability of the
12 interest thereon from gross income for federal income tax purposes, the City shall pay
13 to the United States the amount that when added to the future value of previous rebate
14 payments made for the Tax-Exempt Bonds equals (i) in the case of a Final
15 Computation Date, 100% of the Rebate Amount on such date; and (ii) in the case of
16 any other Computation Date, 90% of the Rebate Amount on such date. In all cases,
17 the rebate payments shall be made at the times, in the installments, to the place and in
18 the manner as is or may be required by Section 148(f) of the Code and the Regulations
19 and rulings thereunder, and shall be accompanied by Form 8038-T or such other forms
20 and information as is or may be required by Section 148(f) of the Code and the
21 Regulations and rulings thereunder.

22 (iv) The City shall exercise reasonable diligence to assure that no
23 errors are made in the calculations and payments required by paragraphs (ii) and (iii),
24 and if an error is made, to discover and promptly correct such error within a reasonable
25 amount of time thereafter (and in all events within 180 days after discovery of the

1 error), including payment to the United States of any additional Rebate Amount owed
2 to it, interest thereon, and any penalty imposed under Section 1.148-3(h) of the
3 Regulations.

4 (i) Not to Divert Arbitrage Profits. Except to the extent permitted by
5 Section 148 of the Code and the Regulations and rulings thereunder, the City shall not, at any
6 time prior to the final payment on the Tax-Exempt Bonds, enter into any transaction that
7 reduces the amount required to be paid to the United States pursuant to Section 23(h) above
8 because such transaction results in a smaller profit or a larger loss than would have resulted if
9 the transaction had been at arm's length and had the Yield of the Tax-Exempt Bonds not been
10 relevant to either party.

11 (j) Elections. The City directs and authorizes the Director of Public Finance
12 and the Controller, either or any combination of them, to make elections permitted or required
13 pursuant to the provisions of the Code or the Regulations, as they deem necessary or
14 appropriate in connection with the Tax-Exempt Bonds, in the Certificate as to Tax Exemption
15 or similar or other appropriate certificate, form or document.

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

24 Each Expenditure was and will be either (a) of a type properly chargeable to a capital account
25 under general federal income tax principles (determined in each case as of the date of the

Expenditure), (b) a cost of issuance with respect to the Series 2026E Bonds, (c) a nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a party that is not related to or an agent of the City so long as such grant does not impose any obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the City. The maximum aggregate principal amount of the Tax-Exempt Bonds expected to be issued for the Project is \$47,000,000. The City shall make a reimbursement allocation, which is a written allocation by the City that evidences the City's use of proceeds of the Tax-Exempt Bonds to reimburse an Expenditure, no later than 18 months after the later of the date on which the Expenditure is paid or the Project is placed in service or abandoned, but in no event more than three years after the date on which the Expenditure is paid. The City recognizes that exceptions are available for certain "preliminary expenditures," costs of issuance, certain *de minimis* amounts, expenditures by "small issuers" (based on the year of issuance and not the year of expenditure) and expenditures for construction projects of at least 5 years.

Section 25. General Authority. The Clerk of the Board of Supervisors, the Mayor, the City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each authorized and directed in the name and on behalf of the City to take any and all steps and to issue, deliver or enter into any and all certificates, requisitions, agreements, notices, consents, and other documents as may be necessary to give effect to the provisions of this Resolution, including but not limited to a private placement agreement and investor letter, tax compliance certificates and letters of representations to any depository or depositories, which they or any of them might deem necessary or appropriate in order to consummate the lawful issuance, sale and delivery of the Series 2026E Bonds. Any such actions are solely intended to further the purposes of this Resolution, and are subject in all respects to the terms of this Resolution.

1 No such actions shall increase the risk to the City or require the City to spend any resources
2 not otherwise granted herein. Final versions of any such documents shall be provided to the
3 Clerk of the Board of Supervisors for inclusion in the official file within 30 days (or as soon
4 thereafter as final documents are available) of execution by all parties.

5 Section 26. Effective Date. This Resolution shall take effect upon its enactment.
6 Enactment occurs when the Mayor signs the resolution, the Mayor returns the resolution
7 unsigned or does not sign the resolution within ten days of receiving it, or the Board of
8 Supervisors overrides the Mayor's veto of the resolution.

9 APPROVED AS TO FORM:
10 DAVID CHIU, City Attorney

11 By: /s/ Kenneth D. Roux
12 KENNETH D. ROUX
13 Deputy City Attorney
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EXHIBIT A
FORM OF BOND

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

<u>Number</u>		<u>Principal Amount</u>
R-__	UNITED STATES OF AMERICA	\$_____
	STATE OF CALIFORNIA	
	CITY AND COUNTY OF SAN FRANCISCO	
	GENERAL OBLIGATION BONDS	
	(Social Bonds — Affordable Housing, 2024)	
	SERIES 2026E	

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Dated Date</u>	<u>CUSIP Number</u>
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REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT: _____

The City and County of San Francisco, State of California ("City"), acknowledges itself indebted to and promises to pay to the Registered Owner specified above or registered assigns, on the Maturity Date specified above, the Principal Amount of this Bond specified above in lawful money of the United States of America, and to pay interest on the Principal

1 Amount in like lawful money from the Interest Payment Date (as defined below) next
2 preceding the date of authentication of this Bond (unless this Bond is authenticated as of the
3 day during the period from the last day of the month immediately preceding any Interest
4 Payment Date ("Record Date") to such Interest Payment Date, inclusive, in which event it
5 shall bear interest from such Interest Payment Date, or unless this Bond is authenticated on
6 or before June 15, 2027, in which event it shall bear interest from its Dated Date (specified
7 above) until payment of such Principal Amount, at the Interest Rate per year specified above
8 calculated on the basis of a 360-day year comprised of twelve 30-day months, payable on
9 June 15, 2027 and semiannually thereafter on June 15 and December 15 in each year (each,
10 an "Interest Payment Date"); *provided*, that if any Interest Payment Date occurs on a day that
11 banks in California or New York are closed for business or the New York Stock Exchange is
12 closed for business, then such payment shall be made on the next succeeding day that banks
13 in both California and New York are open for business and the New York Stock Exchange is
14 open for business (a "Business Day"). The Principal Amount of this Bond is payable to the
15 Registered Owner of this Bond upon the surrender of this Bond at the office of the Treasurer
16 of the City ("City Treasurer") in San Francisco, California. The interest on this Bond is
17 payable to the person whose name appears on the Bond registration books of the City
18 Treasurer as the Registered Owner of this Bond as of the close of business on the Record
19 Date immediately preceding an Interest Payment Date, whether or not such day is a Business
20 Day, such interest to be paid by check mailed on the Interest Payment Date to such
21 Registered Owner at the owner's address as it appears on such registration books; *provided*,
22 that the Registered Owner of Bonds in an aggregate principal amount of at least \$1,000,000
23 may submit a written request to the City Treasurer on or before the Record Date preceding
24 any Interest Payment Date for payment of interest by wire transfer to a commercial bank
25 located in the United States of America.

1 This Bond is one of a duly authorized issue of City and County of San Francisco
2 General Obligation Bonds (Social Bonds — Affordable Housing, 2024) Series 2026E
3 (“Bonds”) of like tenor (except for such variations, if any, as may be required to designate
4 varying numbers, denominations, interest rates and maturities), in the aggregate principal
5 amount of \$_____, which is part of a bond authorization in the aggregate original
6 principal amount of \$_____ authorized by the affirmative votes of more than two-thirds
7 of the voters voting at a special election duly and legally called, held and conducted in the City
8 on March 5, 2024 and is issued and sold by the City pursuant to and in strict conformity with
9 the provisions of the Constitution and laws of the State of California, the Charter of the City
10 and a Resolution of Necessity adopted by the Board of Supervisors of the City (“Board of
11 Supervisors”) on [DATE], and duly approved by the Mayor of the City on [DATE], and
12 Resolution No. _____, adopted by the Board of Supervisors on _____, 20__ and duly
13 approved by the Mayor of the City on _____, 20__ (together with the related Certificate
14 Awarding the Bonds and Fixing Definitive Interest Rates for the Bonds, dated _____,
15 20__, the “Resolutions”).

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

22 This Bond is transferable by its Registered Owner, in person or by its attorney duly
23 authorized in writing, at the office of the City Treasurer, but only in the manner, subject to the
24 limitations and upon payment of the charges provided in the Resolutions, and upon surrender
25 and cancellation of this Bond. Upon such transfer, a new Bond or Bonds of authorized

1 denomination or denominations for the same interest rate and same aggregate principal
2 amount will be issued to the transferee in exchange for this Bond.

3 No transfer or exchange of the Bonds shall be required to be made by the City
4 Treasurer during the period from the Record Date next preceding each Interest Payment Date
5 to such Interest Payment Date or after a notice of redemption shall have been mailed with
6 respect to such Bonds.

7 Bonds maturing on and before June 15, 203__, will not be subject to optional
8 redemption prior to their respective maturity dates. The Bonds maturing on or after June 15,
9 203__ will be subject to optional redemption prior to their respective stated maturity dates, at
10 the option of the City, from any source of available funds, as a whole or in part on any date
11 (with the maturities to be redeemed to be determined by the City and by lot within a maturity),
12 on or after June 15, 203__, at the redemption price equal to the principal amount of the Bonds
13 redeemed, together with accrued interest to the date fixed for redemption, without premium. If
14 less than all of the outstanding Bonds are to be redeemed, they may be redeemed in any
15 order of maturity as determined by the Director of Public Finance. If less than all of the
16 outstanding Bonds of a maturity are to be redeemed, the Bonds or portions of Bonds of such
17 maturity to be redeemed shall be selected by the Director of Public Finance, in authorized
18 denominations of \$5,000 or integral multiples of that amount, from among Bonds of that
19 maturity not previously called for redemption, by lot, in any manner which the Director of
20 Public Finance deems fair.

21 Bonds maturing on June 15, 20__, are subject to mandatory sinking fund redemption
22 on June 15 of each of the years 20__ through 20__, inclusive, and at maturity in the
23 respective amount provided in the [Official Notice of Sale/the Purchase Contract] for the
24 Bonds.
25

1 Bonds maturing on June 15, 20__, are subject to mandatory sinking fund redemption
2 on June 15 of each of the years 20__ through 20__, inclusive, and at maturity in the
3 respective amount provided in the [Official Notice of Sale/the Purchase Contract] for the
4 Bonds.

5 Notice of the redemption of Bonds which by their terms shall have become subject to
6 redemption shall be given or caused to be given to the Registered Owner of each Bond or
7 portion of a Bond called for redemption not less than 20 or more than 60 days before any date
8 established for redemption of Bonds, by the City Treasurer on behalf of the City, first class
9 mail, postage prepaid, sent to the Registered Owner's last address, if any, appearing on the
10 registration books kept by the City Treasurer. Official notices of redemption will contain the
11 information specified in the Resolutions.

12 Official notice of redemption having been given substantially as aforesaid, the Bonds or
13 portions of Bonds so to be redeemed shall, on the date fixed for redemption, become due and
14 payable at the redemption price therein specified, and from and after such date (unless such
15 redemption and notice of it shall have been rescinded or unless the City shall default in the
16 payment of the redemption price), such Bonds or portions of Bonds shall cease to bear
17 interest. Neither the failure to mail such redemption notice, nor any defect in any notice so
18 mailed, to any particular Registered Owner, shall affect the sufficiency of such notice with
19 respect to the Bonds.

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

23 Any notice of optional redemption may provide that such redemption is conditional
24 upon occurrence of a specified event, as provided in the Resolutions. In the event that such
25 conditional notice of optional redemption has been given, and on the date fixed for redemption

1 such condition has not been satisfied, the Bonds for which notice of conditional optional
2 redemption was given shall not be redeemed and shall remain Outstanding for all purposes of
3 the Resolutions and the redemption not occurring shall not constitute an event of default
4 under the Resolutions.

5 The City may rescind any optional redemption and notice of it for any reason on any
6 date prior to any Redemption Date by causing written notice of the rescission to be given to
7 the owners of all Bonds so called for redemption. Notice of any such rescission of redemption
8 shall be given in the same manner notice of redemption was originally given.

9 The actual receipt by the owner of any Bond of notice of such rescission shall not be a
10 condition precedent to rescission, and failure to receive such notice or any defect in such
11 notice so mailed shall not affect the validity of the rescission.

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

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

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

1 This Bond shall not be entitled to any benefit under the Resolutions, or become valid or
2 obligatory for any purpose, until the certificate of authentication and registration on this Bond
3 shall have been signed by the City Treasurer.

4
5
6 IN WITNESS WHEREOF the Board of Supervisors has caused this Bond to be
7 executed by the Mayor of the City and to be countersigned by the Clerk of the Board of
8 Supervisors, all as of _____.

9 _____
10 Mayor of the
11 City and County of San Francisco

12 Countersigned:

13
14 _____
15 Clerk of the Board of Supervisors
16
17
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25

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 **ASSIGNMENT**

2
3 FOR VALUE RECEIVED the undersigned do(es) hereby sell, assign and transfer unto

4 _____
5
6 _____

7 **(Please print or typewrite Name, Address, and Tax Identification or Social**
8 **Security Number of Assignee/Transferee)**

9 the within-mentioned registered bond and all rights thereunder and hereby irrevocably
10 constitute(s) and appoint(s) _____ attorney to
11 transfer the same on the books of the paying agent with full power of substitution in the
12 premises.

13 Dated:

14 _____
15 NOTICE: The signature to this assignment
16 must correspond with the name as it appears
17 upon the face of the within bond in every
18 particular, without alteration or enlargement or
19 any change whatsoever.

20 Signature Guaranteed:

21 _____
22 Signature(s) must be guaranteed by a national bank
23 or trust company or by a brokerage firm having a
24 membership in one of the major stock exchanges
25 and who is a member of a Medallion Signature
 Program.

4932-2918-4958, v. 1

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