Resolution authorizing and directing the sale of not to exceed $45,000,000 City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008) Series 2008B; prescribing the form and terms of said Bonds; authorizing the execution, authentication and registration of said Bonds; providing for the appointment of depositories and other agents for said Bonds; providing for the establishment of accounts related thereto; approving the forms of Official Notice of Sale and Notice of Intention to Sell Bonds; directing the publication of the Notice of Intention to Sell Bonds; approving the form and execution of the Official Statement relating thereto; approving the form of the Continuing Disclosure Certificate; approving modifications to documents; ratifying certain actions previously taken; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale and delivery of said Bonds.

WHEREAS, By Resolution No. ___ (the “Authorizing Resolution”), adopted by the Board of Supervisors (the “Board”) of the City and County of San Francisco (the “City”) on ___, 2008, and signed by the Mayor of the City (the “Mayor”) on ___, 2008, the City authorized the issuance of its Clean and Safe Neighborhood Parks Bonds, 2008; and,

WHEREAS, It is necessary and desirable to issue an amount not to exceed of $45,000,000 City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008) Series 2008B (the “Series 2008B Bonds”); and,

WHEREAS, The Series 2008B Bonds are being issued pursuant to the Authorizing Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government Code, the Charter of the City and a duly held election called for by Ordinance 237-07 adopted

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by the Board on October 23, 2007 and signed by the Mayor on October 24, 2007 (the "Bond
Ordinance"); and,

WHEREAS, the Citizens’ General Obligation Bond Oversight Committee shall conduct
an annual review of bond spending and shall provide an annual report on the management of
the program to the Mayor, Board of Supervisors, the Recreation and Park Commission and
the Port Commission and to the extent permitted by law, one-tenth of one percent (0.1%) of
the gross proceeds of the Series 2008B Bonds shall be deposited in a fund established by the
Controller’s Office and appropriated by the Board of Supervisors at the direction of the
Citizen’s General Obligation Bond Oversight Committee to cover the costs of this committee
and this review process; and,

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

Section 1. Recitals. All of the recitals herein are true and correct.

Section 2. Conditions Precedent. All conditions, things and acts required by law to
exist, to happen and to be performed precedent to and in the issuance of the Series 2008B
Bonds exist, have happened and have been performed in due time, form and manner in
accordance with applicable law, and the City is now authorized pursuant to the Charter of the
City and applicable law to incur indebtedness in the manner and form provided in this
Resolution.

Section 3. Documents. The documents presented to the Board and on file with the
Clerk of the Board of Supervisors or his or her designee (the “Clerk of the Board of
Supervisors”) are contained in File No. ____________.

Section 4. Issuance and Sale of Series 2008B Bonds. The Board hereby authorizes
the issuance and sale of not to exceed $45,000,000 principal amount of bonds to be

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designated as "City and County of San Francisco General Obligation Bonds (Clean and Safe
Neighborhood Parks Bonds, 2008) Series 2008B" for the purposes set forth in the Bond
Ordinance and Proposition A approved by the voters on February 5, 2008. The Director of
Public Finance of the City or his or her designee (the "Director of Public Finance") is hereby
authorized to determine the sale date, the maturity dates and the redemption dates of the
Series 2008B Bonds, subject to the following terms and conditions: (i) the Series 2008B
Bonds shall not have a true interest cost in excess of 12% (as such term is defined in the
Official Notice of Sale (as defined in Section 14 hereof)); and (ii) the Series 2008B Bonds shall
not have a final maturity date after 2028. The Director of Public Finance is further authorized
to give the Series 2008B Bonds such additional or other series designation as may be
necessary or appropriate to distinguish such series from every other series and from other
bonds issued by the City.

Section 5. Execution Authentication and Registration of the Series 2008B Bonds. The
Series 2008B Bonds shall be in fully registered form without coupons in denominations of
$5,000 or any integral multiple thereof. The officers of the City are hereby directed to cause
the Series 2008B Bonds to be prepared in sufficient quantity for delivery to or for the account
of the purchaser thereof and the Clerk of the Board of Supervisors is hereby directed to cause
the blanks therein to be completed in accordance with the Authorizing Resolution, to cause
the seal of the City to be reproduced or impressed thereon, to procure their execution by the
proper officers of the City (including by facsimile signature if necessary or convenient), and to
deliver the Series 2008B Bonds when so executed to said purchaser in exchange for the
purchase price thereof, all in accordance with the Authorizing Resolution.

The Series 2008B Bonds and the certificate of authentication and registration, manually
executed by the Treasurer of the City or his or her designee (the "City Treasurer") and the
form of assignment to appear thereon shall be substantially in the form attached hereto as Exhibit A (a copy of which is on file with the Clerk of the Board of Supervisors and which is hereby declared to be a part of this Resolution as if fully set forth herein) with necessary or appropriate variations, omissions and insertions as permitted or required by this Resolution.

Only such of the Series 2008B Bonds as shall bear thereon a certificate of authentication and registration in the form herein recited, executed by the City Treasurer, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution, and such certificate of the City Treasurer, executed as herein provided, shall be conclusive evidence that the Series 2008B Bonds so authenticated have been duly authenticated and delivered hereunder and are entitled to the benefits of this Resolution.

The City Treasurer shall assign a distinctive letter, or number, or letter and number to each Series 2008B Bond authenticated and registered by him or her and shall maintain a record thereof which shall be available for inspection.

Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at the office of the City Treasurer, or at the designated office of any registrar appointed by the City Treasurer, sufficient books for the registration and transfer of the Series 2008B Bonds, which shall at all times be open to inspection, and upon presentation for such purpose, the City Treasurer shall, under such reasonable regulations as he or she may prescribe, register or transfer or cause to be registered or transferred, on said books, Series 2008B Bonds as herein provided. The City and the City Treasurer may treat the registered owners of the Series 2008B Bonds as the absolute owners thereof for all purposes, and the City and the City Treasurer shall not be affected by any notice to the contrary.

Section 7. Transfer or Exchange of Series 2008B Bonds. Any Series 2008B Bond may, in accordance with its terms, be transferred upon the books required to be kept pursuant
to the provisions of Section 6 hereof, by the person in whose name it is registered, in person
or by the duly authorized attorney of such person in writing, upon surrender of such Series
2008B Bond for cancellation, accompanied by delivery of a duly executed written instrument
of transfer in a form approved by the City Treasurer.

Any Series 2008B Bonds may be exchanged at the office of the City Treasurer for a
like aggregate principal amount of other authorized denominations of the same interest rate
and maturity.

Whenever any Series 2008B Bond shall be surrendered for transfer or exchange, the
designated City officials shall execute (as provided in Section 5 hereof) and the City Treasurer
shall authenticate and deliver a new Series 2008B Bond or Series 2008B Bonds of the same
interest rate and maturity in a like aggregate principal amount. The City Treasurer shall
require the payment by any bond owner requesting any such transfer of any tax or other
governmental charge required to be paid with respect to such transfer or exchange.

No transfer or exchange of Series 2008B Bonds shall be required to be made by the
City Treasurer during the period from the Record Date (as defined herein) next preceding
each interest payment date to such interest payment date or after a notice of redemption shall
have been mailed with respect to such Series 2008B Bond.

Section 8. Terms of the Series 2008B Bonds: General Redemption Provisions. The
Series 2008B Bonds shall each be dated the date (the "Dated Date") as specified in the award
to be made pursuant to Section 14 hereof (the "Bond Award"). The Series 2008B Bonds shall
bear interest from the Dated Date until the principal is paid in full at rates to be determined
upon the sale of the Series 2008B Bonds, calculated on the basis of a 360-day year
comprised of twelve 30-day months, payable on December 15, 2008, and semiannually

thereafter on June 15 and December 15 of each year (or such other dates as may be
designated in the Bond Award).

The principal of the Series 2008B Bonds shall be payable in lawful money of the United
States of America to the owner thereof, upon the surrender thereof at maturity or earlier
redemption at the office of the City Treasurer. The interest on the Series 2008B Bonds shall
be payable in like lawful money to the person whose name appears on the bond registration
books of the City Treasurer as the owner thereof as of the close of business on the last day of
the month immediately preceding an interest payment date (the “Record Date”), whether or
not such day is a Business Day (as herein defined).

Each Series 2008B Bond shall bear interest from the interest payment date next
preceding the date of authentication thereof unless it is authenticated as of a day during the
period from the Record Date next preceding any interest payment date to the interest
payment date, inclusive, in which event it shall bear interest from such interest payment date,
or unless it is authenticated on or before November 30, 2008 (or such other date as may be
designated in the Bond Award), in which event it shall bear interest from the Dated Date;
provided, however, that if, at the time of authentication of any Series 2008B Bond, interest is
in default on the Series 2008B Bonds, such Series 2008B Bond shall bear interest from the
interest payment date to which interest has previously been paid or made available for
payment on the Series 2008B Bonds or from the Dated Date if the first interest payment is not
made. Except as may be otherwise provided in connection with any book-entry only system
applicable to the Series 2008B Bonds, payment of the interest on any Series 2008B Bond
shall be made by check mailed on the interest payment date to such owner at such owner’s
address as it appears on the registration books as of the Record Date; provided, however, if
any interest payment date occurs on a day that banks in California or New York are closed for
business or the New York Stock Exchange is closed for business, then such payment shall be made on the next succeeding day that banks in both California and New York are open for business and the New York Stock Exchange is open for business (a “Business Day”); and provided, further, that the registered owner of an aggregate principal amount of at least $1,000,000 of the Series 2008B Bonds may submit a written request to the City Treasurer on or before a Record Date preceding an interest payment date for payment of interest by wire transfer to a commercial bank located within the United States of America. For so long as the Series 2008B Bonds are held in book-entry form by a securities depository selected by the City pursuant to Section 12 hereof, payment may be made to the registered owner of the Series 2008B Bonds designated by such securities depository by wire transfer of immediately available funds.

The Series 2008B Bonds shall be subject to optional redemption prior to maturity as provided in the Official Notice of Sale or the Bond Award.

The Series 2008B Bonds shall be subject to mandatory redemption at par, by lot, in any year for which the purchaser thereof has designated that the principal amount payable with respect to that year shall constitute a mandatory sinking fund payment as permitted by the Official Notice of Sale (as more fully described in Section 14 hereof). Any Series 2008B Bonds subject to mandatory redemption shall be designated as such in the final Official Notice of Sale or the Bond Award. The principal and interest on the Series 2008B Bonds subject to mandatory redemption shall be paid from the Series 2008B Bond Account, pursuant to Section 9 hereof. In lieu of any such mandatory redemption for the Series 2008B Bonds, at any time prior to the selection of the Series 2008B Bonds for mandatory redemption, the City may apply such amounts on deposit in the Series 2008B Bond Account (as defined in Section 9 hereof) to make such payment to the purchase of Series 2008B Bonds subject to such
redemption at public or private sale, as and when and at such prices not in excess of the principal amount thereof (including sales commission and other charges but excluding accrued interest), as the City may determine.

Whenever less than all the outstanding Series 2008B Bonds maturing on any one date are called for redemption on any one date, the City Treasurer will select the Series 2008B Bonds or portions thereof, in denominations of $5,000 or any integral multiple thereof, to be redeemed from the outstanding Series 2008B Bonds maturing on such date not previously selected for redemption, by lot, in any manner which the City Treasurer deems fair. The date on which the Series 2008B Bonds which are called for redemption are to be presented for redemption is herein called the "Redemption Date." The City Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2008B Bonds, postage prepaid, to the respective registered owners thereof at the addresses appearing on the bond registration books not less than fifteen (15) nor more than sixty (60) days prior to the Redemption Date. The notice of redemption shall (a) state the Redemption Date; (b) state the redemption price; (c) state the maturity dates of the Series 2008B Bonds and, if less than all of any such maturity is called for redemption, the distinctive numbers of the Series 2008B Bonds of such maturity to be redeemed, and in the case of Series 2008B Bonds redeemed in part only, the respective portions of the principal amount thereof to be redeemed; (d) state the CUSIP number, if any, of each Series 2008B Bond to be redeemed; (e) require that such Bonds be surrendered by the owners at the office of the City Treasurer or his or her agent; and (f) give notice that interest on such Series 2008B Bonds will cease to accrue after the designated Redemption Date. Such notice of redemption may be conditional upon receipt of funds or other event specified in the notice of redemption.
The actual receipt by the owner of any Series 2008B Bond of notice of such redemption shall not be a condition precedent to redemption, and failure to receive such notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings for the redemption of such Series 2008B Bonds or the cessation of accrual of interest on such Series 2008B Bonds on the Redemption Date.

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

The notice or notices required for redemption shall be given by the City Treasurer, or any agent appointed by the City. A certificate of the City Treasurer or such other appointed agent of the City that notice of redemption has been given to the owner of any Series 2008B Bond in accordance with this Resolution shall be conclusive against all parties.

At the time the City Treasurer or the Controller of the City or his or her designee (the “Controller”) determines to optionally call and redeem any of the Series 2008B Bonds, the City Treasurer or his or her agent shall establish a redemption account to be described or known as the “General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008) Series 2008B Redemption Account” (the “Series 2008B Redemption Account”) and prior to or on the Redemption Date there must be set aside in said Series 2008B Redemption Account moneys available for the purpose and sufficient to redeem as provided in this Resolution, the Series 2008B Bonds designated in said notice of redemption, subject to rescission as hereinafter provided. Said moneys must be set aside in the Series 2008B Redemption Account solely for
the purpose of, and shall be applied on or after the Redemption Date to, payment of the
redemption price of the Series 2008B Bonds to be redeemed upon presentation and
surrender of such Series 2008B Bonds. Any interest due on or prior to the Redemption Date
may be paid from the Series 2008B Bond Account as provided in Section 9 hereof or from the
Series 2008B Redemption Account. Moneys held from time to time in the Series 2008B
Redemption Account shall be invested by the City Treasurer pursuant to the City's policies
and guidelines for investment of moneys in the General Fund of the City. If, after all of the
Series 2008B Bonds have been redeemed and canceled or paid and canceled, there are
moneys remaining in said Series 2008B Redemption Account, said moneys shall be
transferred to the General Fund of the City or to such other fund or account as required by
applicable law.

When notice of optional redemption has been given, substantially as provided herein,
and when the amount necessary for the redemption of the Series 2008B Bonds called for
redemption (principal, premium, if any, and accrued interest to such Redemption Date) is set
aside for that purpose in said Series 2008B Redemption Account, as provided herein, the
Series 2008B Bonds designated for redemption shall become due and payable on the
Redemption Date therefor, and upon presentation and surrender of said Series 2008B Bonds
at the place specified in the notice of redemption, such Series 2008B Bonds shall be
redeemed and paid at said redemption price out of said Series 2008B Redemption Account.
No interest will accrue on such Series 2008B Bonds called for redemption after the
Redemption Date and the registered owners of such Series 2008B Bonds shall look for
payment of such Series 2008B Bonds only to said Series 2008B Redemption Account. All
Series 2008B Bonds redeemed shall be canceled forthwith by the City Treasurer and shall not
be reissued.
The City may rescind any optional redemption and notice thereof for any reason on any
date prior to the Redemption Date by causing written notice of the rescission to be given to
the owners of all Series 2008B Bonds so called for redemption. Any optional redemption and
notice thereof shall be rescinded if for any reason on the Redemption Date funds are not or
will not be available in the Series 2008B Redemption Account in an amount sufficient to pay in
full on said date the principal of, interest, and premium, if any, due on the Series 2008B Bonds
called for redemption. Notice of rescission of redemption shall be given in the same manner
notice of redemption was originally given. The actual receipt by the owner of any Series
2008B Bond of notice of such rescission shall not be a condition precedent to rescission, and
failure to receive such notice or any defect in such notice so mailed shall not affect the validity
of the rescission.

Section 9. Series 2008B Bond Account. There is hereby established with the City
Treasurer a special subaccount in the General Obligation Bonds (Clean and Safe
Neighborhood Parks Bonds, 2008) Bond Account (the "Bond Account") created pursuant to
the Authorizing Resolution, to be designated the "General Obligation Bonds (Clean and Safe
Neighborhood Parks Bonds, 2008) Series 2008B Bond Account" (the "Series 2008B Bond
Account"), to be held separate and apart from all other accounts of the City. All interest
earned on amounts on deposit in the Series 2008B Bond Account shall be retained in the
Series 2008B Bond Account.

On or prior to the date on which any payment of principal or interest on the Bonds is
due, including any Series 2008B Bonds subject to mandatory redemption on said date, the
City Treasurer shall allocate to and deposit in the Bond Account, from amounts held in the
Bond Account, an amount which, when added to any available moneys contained in the

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Series 2008B Bond Account, is sufficient to pay principal and interest on the Series 2008B Bonds on such date.

On or prior to the date on which any Series 2008B Bonds are to be redeemed at the option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit in the Series 2008B Redemption Account, from amounts held in the Bond Account pursuant to Section 8 of the Authorizing Resolution, an amount which, when added to any available moneys contained in the Series 2008B Redemption Account, is sufficient to pay principal, interest and premium, if any, on such Series 2008B Bonds on such date. The City Treasurer may make such other provision for the payment of principal and interest and any redemption premium on the Series 2008B Bonds as is necessary or convenient to permit the optional redemption of the Series 2008B Bonds.

Amounts in the Series 2008B Bond Account may be invested in any investment of the City in which moneys in the General Fund of the City are invested. The City Treasurer may commingle any of the moneys held in the Series 2008B Bond Account with other City moneys or deposit amounts credited to the Series 2008B Bond Account into a separate fund or funds for investment purposes only; provided, however, that all of the moneys held in the Series 2008B Bond Account hereunder shall be accounted for separately notwithstanding any such commingling or separate deposit by the City Treasurer. Any bid premium or accrued interest received upon the delivery of the Series 2008B Bonds shall be deposited into the Series 2008B Bond Account.

Section 10. Series 2008B Project Account. There is hereby established with the City Treasurer a special subaccount in the General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008) Project Account (the “Project Account”) created pursuant to the Authorizing Resolution, to be designated the “General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008) Project Account.”
Project Account”), to be held separate and apart from all other accounts of the City. All
interest earned on amounts on deposit in the Series 2008B Project Account shall be retained
in the Series 2008B Project Account. Amounts in the Series 2008B Project Account shall be
expended in accordance with the provisions of the Authorizing Resolution for the acquisition,
renovation and construction of the Project (as defined in the Authorizing Resolution) or
portions thereof.

Amounts in the Series 2008B Project Account may be invested in any investment of the
City in which moneys in the General Fund of the City are invested. The City Treasurer may
commingle any of the moneys held in the Series 2008B Project Account with other City
moneys or deposit amounts credited to the Series 2008B Project Account into a separate fund
or funds for investment purposes only; provided, however, that all of the moneys held in the
Series 2008B Project Account (including interest earnings) hereunder shall be accounted for
separately notwithstanding any such commingling or separate deposit by the City Treasurer.

The City Treasurer is hereby authorized to pay or cause to be paid from the proceeds
of the Series 2008B Bonds, on behalf of the City, the costs of issuance associated with the
Series 2008B Bonds. Costs of issuance of the Series 2008B Bonds shall include, without
limitation, bond and financial printing expenses, mailing and publication expenses, rating
agency fees, the fees and expenses of paying agents, registrars, financial consultants,
disclosure counsel and co-bond counsel and the reimbursement of departmental expenses in
connection with the issuance of the Series 2008B Bonds.

Section 11. Depository Trust Company. The Depository Trust Company (“DTC”) is
hereby appointed as depository for the Series 2008B Bonds. The Series 2008B Bonds shall
be initially issued in book-entry form (“Book-Entry Bonds”). Upon initial issuance, the
ownership of each such Series 2008B Bond shall be registered in the bond register in the name of Cede & Co., as nominee (the "Nominee") of DTC. So long as the Series 2008B Bonds are registered in book-entry form they shall be registered in the name of Cede & Co.

Section 12. Appointment of Depositories and Other Agents. The City Treasurer is hereby authorized and directed to appoint one or more depositories as he or she may deem desirable and the procedures set forth in Section 8 hereof relating to registration of ownership of the Series 2008B Bonds, and payments and redemption notices to owners of the Series 2008B Bonds may be modified to comply with the policies and procedures of such depository.

The City will not have any responsibility or obligation to any purchaser of a beneficial ownership interest in any Series 2008B Bonds or to any participants in such a depository with respect to (i) the accuracy of any records maintained by such securities depository or any participant therein; (ii) any notice that is permitted or required to be given to the owners of the Series 2008B Bonds under this Resolution; (iii) the selection by such securities depository or any participant therein of any person to receive payment in the event of a partial redemption of the Series 2008B Bonds; (iv) the payment by such securities depository or any participant therein of any amount with respect to the principal or redemption premium, if any, or interest due with respect to the Series 2008B Bonds; (v) any consent given or other action taken by such securities depository as the owner of the Series 2008B Bonds; or (vi) any other matter.

The City Treasurer is hereby also authorized and directed to appoint one or more agents as he or she may deem necessary or desirable. To the extent permitted by applicable law and under the supervision of the City Treasurer, such agents may serve as paying agent, fiscal agent, rebate calculation agent or escrow agent or registrar for the Series 2008B Bonds or may assist the City Treasurer in performing any or all of such functions and such other duties as the City Treasurer shall determine. Such agents shall serve under such terms and conditions as the City Treasurer may determine.

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conditions as the City Treasurer shall determine. The City Treasurer may remove or replace
agents appointed pursuant to this paragraph at any time.

Section 13. Defeasance Provisions. Payment of all or any portion of the Series 2008B Bonds may be provided for prior to such Series 2008B Bonds’ respective stated maturities by irrevocably depositing with the City Treasurer (or any commercial bank or trust company designated by the City Treasurer to act as escrow agent with respect thereto):

(a) An amount of cash equal to the principal amount of all of such Series 2008B Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the case of Series 2008B Bonds which are to be redeemed prior to such Series 2008B Bonds’ respective stated maturities and in respect of which notice of such redemption shall have been given as provided in Section 8 hereof or an irrevocable election to give such notice shall have been made by the City, the amount to be deposited shall be the principal amount thereof, all unpaid interest thereon to the Redemption Date, and premium, if any, due on such Redemption Date; or

(b) Defeasance Securities (as herein defined) not subject to call, except as provided below in the definition thereof, maturing and paying interest at such times and in such amounts, together with interest earnings and cash, if required, as will, without reinvestment, as certified by an independent certified public accountant, be fully sufficient to pay the principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be, and premium, if any, due on the Series 2008B Bonds to be paid or redeemed, as such principal and interest come due; provided, that, in the case of the Series 2008B Bonds which are to be redeemed prior to maturity, notice of such redemption shall be given as provided in Section 8 hereof or an irrevocable election to give such notice shall have been made by the City; then, all obligations of the City with respect to said outstanding Series 2008B Bonds shall...
cease and terminate, except only the obligation of the City to pay or cause to be paid from the
funds deposited pursuant to paragraphs (a) or (b) of this Section 13, to the owners of said
Series 2008B Bonds all sums due with respect thereto and the obligations of the City pursuant
to Section 18 hereof; provided, that the City shall have received an opinion of nationally
recognized bond counsel, that provision for the payment of said Series 2008B Bonds has
been made in accordance with this Section 13.

For purposes of this Section 13, "Defeasance Securities" shall mean any of the
following which at the time are legal investments under the laws of the State of California for
the moneys proposed to be invested therein:

(1) United States Obligations (as herein defined); and

(2) Pre-refunded fixed interest rate municipal obligations meeting the following
conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the
trustee has been given irrevocable instructions concerning their calling and redemption and
the issuer has covenanted not to redeem such obligations other than as set forth in such
instructions; (b) the municipal obligations are secured by cash and/or United States
Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in
the escrow fund or the Series 2008B Redemption Account) are sufficient to meet the liabilities
of the municipal obligations; (d) the United States Obligations serving as security for the
municipal obligations are held by the City Treasurer or, if appointed by the City Treasurer
pursuant to Section 12 hereof, an escrow agent or trustee; (e) the United States Obligations
are not available to satisfy any other claims, including those against the trustee or escrow
agent; and (f) the municipal obligations are rated, at the time of original deposit to the escrow
fund, the highest ratings category by any two Rating Agencies (as defined herein).
For purposes of this Section 13, “United States Obligations” shall mean (i) direct and
general obligations of the United States of America, or obligations that are unconditionally
guaranteed as to principal and interest by the United States of America, including without
limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds
which have been stripped by request to the Federal Reserve Bank of New York in book-entry
form or (ii) any security issued by an agency or instrumentality of the United States of America
which is selected by the Director of Public Finance that results in the escrow fund being rated
the highest ratings category by any two Rating Agencies at the time of the initial deposit to the
escrow fund and upon any substitution or subsequent deposit to the escrow fund.

For purposes of this Section 13, “Rating Agencies” shall mean Moody’s Investors
Service, Inc., Fitch Ratings, and Standard and Poor’s Rating Services, a division of The
McGraw-Hill Companies, Inc., or any other nationally-recognized bond rating agency which is
the successor to any of the foregoing rating agencies or which is otherwise established after
the date hereof.

Section 14. Official Notice of Sale. The form of proposed Official Notice of Sale
Inviting Bids for the Series 2008B Bonds (the “Official Notice of Sale”) submitted to the Board
is hereby approved and adopted as the Official Notice of Sale Inviting Bids for the Series
2008B Bonds with such changes, additions and modifications as may be made in accordance
with Section 20 hereof.

Bids shall be received on the date designated by the Director of Public Finance
pursuant to Section 4 hereof. The Director of Public Finance is hereby authorized and directed
to cause to be circulated to prospective bidders for the Series 2008B Bonds copies of the
Official Notice of Sale, subject to such corrections, revisions or additions as may be
acceptable to the Director of Public Finance.
The Controller is hereby authorized to award the Series 2008B Bonds to the bidder whose bid represents the lowest true interest cost to the City, all in accordance with the procedures described in the Official Notice of Sale. The Controller shall provide a copy of the Bond Award as soon as practicable to the Clerk of the Board of Supervisors and the Director of Public Finance; provided, however, that failure to provide such copies shall not affect the validity of the Bond Award.

Section 15. Publication of Notice of Intention to Sell Bonds. The form of proposed Notice of Intention to Sell Bonds for the Series 2008B Bonds (the "Notice of Intention to Sell Bonds") submitted to the Board is hereby approved and adopted as the Notice of Intention to Sell Bonds for the Series 2008B Bonds, and the Director of Public Finance is hereby authorized and directed to cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions as may be made in accordance with Section 20 hereof, to be published once in The Bond Buyer or another financial publication generally circulated throughout the State of California.

Section 16. Solicitation of Competitive Bids. The Board hereby authorizes the solicitation of competitive bids for the purchase of the Series 2008B Bonds on the date and at the place determined in accordance with the Official Notice of Sale herein referenced.

Section 17. Official Statement. The form of proposed Preliminary Official Statement describing the Series 2008B Bonds (the "Preliminary Official Statement") submitted to the Board is hereby approved and adopted as the Preliminary Official Statement describing the Series 2008B Bonds, with such additions, corrections and revisions as may be determined to be necessary or desirable made in accordance with Section 20 hereof. The Controller is hereby authorized to cause the distribution of a Preliminary Official Statement deemed final for purposes of Rule 15c2-12 of the Securities Exchange Act of 1934, as amended, and to
sign a certificate to that effect. The Director of Public Finance is hereby authorized and
directed to cause to be printed and mailed or electronically distributed to prospective bidders
for the Series 2008B Bonds copies of the Preliminary Official Statement in substantially the
form of the Preliminary Official Statement approved and adopted hereby, as completed,
supplemented, corrected or revised. The Controller is authorized and directed to approve,
execute, and deliver the final Official Statement with respect to the Series 2008B Bonds,
which final Official Statement shall be in the form of the Preliminary Official Statement, with
such additions, corrections and revisions as may be determined to be necessary or desirable
made in accordance with Section 20 hereof. The Director of Public Finance is hereby
authorized and directed to cause to be printed and mailed or electronically distributed copies
of the final Official Statement to all actual initial purchasers of the Series 2008B Bonds.

Section 18. Tax Covenants.

(a) General. The City hereby covenants with the holders of the Series 2008B Bonds
that, notwithstanding any other provisions of this Resolution, it shall not take any action, or fail
to take any action, if any such action or failure to take action would adversely affect the
exclusion from gross income of interest on the Series 2008B Bonds under Section 103 of the
Internal Revenue Code of 1986 (the “Code”), and the regulations issued thereunder, as the
same may be amended from time to time, and any successor provisions of law. Reference to
a particular section of the Code shall be deemed to be a reference to any successor to any
such section. The City shall not, directly or indirectly, use or permit the use of proceeds of the
Series 2008B Bonds or any of the property financed or refinanced with proceeds of the Series
2008B Bonds, or any portion thereof, by any person other than a governmental unit (as such
term is used in Section 141 of the Code), in such manner or to such extent as would result in
the loss of exclusion of interest on the Series 2008B Bonds from gross income for federal
income tax purposes.

(b) Use of Proceeds. The City shall not take any action, or fail to take any action, if
any such action or failure to take action would cause the Series 2008B Bonds to be “private
activity bonds” within the meaning of Section 141 of the Code, and in furtherance thereof,
shall not make any use of the proceeds of the Series 2008B Bonds or any of the property
financed or refinanced with proceeds of the Series 2008B Bonds, or any portion thereof, or
any other funds of the City, that would cause the Series 2008B Bonds to be “private activity
bonds” within the meaning of Section 141 of the Code. To that end, so long as any Series
2008B Bonds are outstanding, the City, with respect to such proceeds and property and such
other funds, will comply with applicable requirements of the Code and all regulations of the
United States Department of the Treasury issued thereunder. The City shall establish
reasonable procedures necessary to ensure continued compliance with Section 141 of the
Code and the continued qualification of the Series 2008B Bonds as “governmental bonds.”

(c) Arbitrage. The City shall not, directly or indirectly, use or permit the use of any
proceeds of any Series 2008B Bonds, or of any property financed or refinanced thereby, or
other funds of the City, or take or omit to take any action, that would cause the Series 2008B
Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Code. To that end,
the City shall comply with all requirements of Section 148 of the Code and all regulations of
the United States Department of the Treasury issued thereunder to the extent such
requirements are, at the time, in effect and applicable to the Series 2008B Bonds.

(d) Federal Guarantee. The City shall not make any use of the proceeds of the
Series 2008B Bonds or any other funds of the City, or take or omit to take any other action,
that would cause the Series 2008B Bonds to be “federally guaranteed” within the meaning of
Section 149(b) of the Code.

(e) Compliance with Tax Certificate. In furtherance of the foregoing tax covenants
of this Section 18, the City covenants that it will comply with the provisions of the Tax
Certificate to be executed by the City, dated the date of issuance of the Series 2008B Bonds,
as it may be amended from time to time (herein called the “Tax Certificate”). This covenant
shall survive payment in full or defeasance of the Series 2008B Bonds.

Section 19. Continuing Disclosure Certificate. The form of Continuing Disclosure
Certificate issued by the City to permit the original purchaser of the Series 2008B Bonds to
comply with Securities and Exchange Commission Rule 15c2-12 promulgated under the
Securities Exchange Act of 1934, as amended, submitted to the Board is hereby approved
and adopted as the Continuing Disclosure Certificate, with such additions, corrections and
revisions as may be determined to be necessary or desirable made in accordance with
Section 20 hereof. The Controller is hereby authorized and directed to execute the Continuing
Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure Certificate to
the original purchaser of the Series 2008B Bonds.

Section 20. Modification to Documents. Any City official authorized by this Resolution
to execute any document is hereby further authorized, in consultation with the City Attorney of
the City (the “City Attorney”), to approve and make such changes, additions, amendments or
modifications to the document or documents such official is authorized to execute as may be
necessary or advisable (provided that such changes, additions, amendments or modifications
shall not authorize an aggregate principal amount of Series 2008B Bonds in excess of
$45,000,000 or conflict with the provisions of Section 4 hereof). The approval of any change,
addition, amendment or modification to any of the aforementioned documents shall be evidenced conclusively by the execution and delivery of the document in question.

Section 21. Ratification. All actions heretofore taken by officials, employees and agents of the City with respect to the sale and issuance of the Series 2008B Bonds are hereby approved, confirmed and ratified.

Section 22. Relationship to Authorizing Resolution. In the event of any conflict between this Resolution and the Authorizing Resolution, the terms of this Resolution shall control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing Resolution, the City is not obligated to transfer money from the General Fund of the City to the Bond Account to pay for principal and/or interest on the Series 2008B Bonds.

Section 23. Reimbursement. The City hereby declares its official intent to reimburse prior expenditures of the City incurred prior to the issuance and sale of the Series 2008B Bonds in connection with the Project or portions thereof to be financed by the Series 2008B Bonds.

Section 24. Accountability Reports. The Series 2008B Bonds are subject to accountability requirements under the City's Administrative Code and the Bond Ordinance. Accountability report(s) with respect to the Series 2008B Bonds shall be submitted at the time(s) and in the manner required by the Administrative Code and the Bond Ordinance.

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 hereby authorized and directed in the name and on behalf of the City to take any and all steps and to issue, deliver or enter into any and all certificates, requisitions, agreements, notices, consents, and other documents as may be necessary to give effect to the provisions of this resolution, including but not limited to letters of representations to any depository or
depositories which they or any of them might deem necessary or appropriate in order to
consummate the lawful issuance, sale and delivery of the Series 2008B Bonds.

APPROVED AS TO FORM:

DENNIS J. HERRERA
City Attorney

By:

Mark Blake
Deputy City Attorney
Resolution authorizing and directing the sale of not to exceed $45,000,000 City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008) Series 2008B; prescribing the form and terms of said Bonds; authorizing the execution, authentication and registration of said Bonds; providing for the appointment of depositories and other agents for said Bonds; providing for the establishment of accounts related thereto; approving the forms of Official Notice of Sale and Notice of Intention to Sell Bonds; directing the publication of the Notice of Intention to Sell Bonds; approving the form and execution of the Official Statement relating thereto; approving the form of the Continuing Disclosure Certificate; approving modifications to documents; ratifying certain actions previously taken; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale and delivery of said Bonds.

July 29, 2008  Board of Supervisors — ADOPTED

Ayes: 11 - Alioto-Pier, Ammiano, Chu, Daly, Duffy, Elsbernd, Maxwell, McGoldrick, Mirkarimi, Peskin, Sandoval
File No. 081006

I hereby certify that the foregoing Resolution was ADOPTED on July 29, 2008 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

8-5-08
Date Approved

Mayor Gavin Newsom