[Bond Sale of Clean and Safe Neighborhood Parks General Obligation Bonds.]

Resolution Authorizing and Directing the Sale of Not to Exceed $65,000,000 Aggregate Principal Amount of City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010B, and City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010D (Federally Taxable Build America Bonds); 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; Providing for the Manner of Sale of Said Bonds by Competitive Sale; Approving the Forms of Official Notice of Sale and Notice of Intention to Sell Bonds; Directing the Publication of the Notice of Intention to Sell Bonds; Approving the Form of the Preliminary Official Statement and the Form and Execution of the Official Statement Relating to the Sale of Said Bonds; Approving the Form of the Continuing Disclosure Certificate; 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. 343-08 (the "Authorizing Resolution"), adopted by the Board of Supervisors (the "Board") of the City and County of San Francisco (the "City") on July 29, 2008, and signed by the Mayor of the City (the "Mayor") on August 5, 2008, the City authorized the issuance of its General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008) (the "Bonds"); and,

WHEREAS, By Resolution No. 342-08, adopted by the Board on July 29, 2008, and signed by the Mayor on August 5, 2008, the City authorized the first series of Bonds
not to exceed $45,000,000 aggregate principal amount of said General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008) Series 2008B; and,

WHEREAS, The City has issued and sold, to date, a total of $42,520,000 General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008); and there remains $142,480,000 of authorized and unissued General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008); and,

WHEREAS, It is necessary and desirable to issue an aggregate principal amount not to exceed of $65,000,000 City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010B (the “Series 2010B Bonds”) and City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010D (Federally Taxable Build America Bonds) (the “Series 2010D Bonds”; each of the Series 2010B Bonds and the Series 2010D Bonds is herein separately defined as a “Series of 2010 Bonds”); and,

WHEREAS, Each Series of 2010 Bonds is being issued pursuant to the Authorizing Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government Code, the Charter of the City (the “Charter”), and a duly held election called for by Ordinance 237-07 adopted by the Board on October 23, 2007, and signed by the Mayor on October 24, 2007 (the “Bond Ordinance”); and,

WHEREAS, The City has paid and expects to pay certain expenditures in connection with the projects to be financed by each Series of 2010 Bonds prior to the issuance and sale of each Series of 2010 Bonds, and the City intends to reimburse itself and to pay third parties for such prior expenditures from the proceeds of each Series of 2010 Bonds; and,

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

WHEREAS, The Treasury Regulations require that any reimbursement allocation of proceeds of each Series of 2010 Bonds to be made with respect to expenditures incurred prior to the issuance of each Series of 2010 Bonds will occur not later than eighteen (18) months after the later of (i) the date on which the expenditure is paid or (ii) the date on which the facilities are placed in service, but in no event later than three (3) years after the expenditure is paid; and,

WHEREAS, The Citizens' General Obligation Bond Oversight Committee (the “Committee”) shall conduct an annual review of bond spending and shall provide an annual report on the management of the program to the Mayor, the Board, 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 2010B Bonds and the Series 2010D Bonds shall be deposited in a fund established by the Controller’s Office and appropriated by the Board at the direction of the Committee to cover the costs of the Committee and its review process;

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 2010B Bonds and the Series 2010D 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 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. 100025.

Section 4. **Issuance and Sale of Series 2010B Bonds and Series 2010D Bonds.**

The Board hereby authorizes the issuance and sale of not to exceed $65,000,000 in aggregate principal amount of bonds to be issued in not more than two series, on a parity basis, and to be designated as “City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010B,” and “City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010D (Federally Taxable Build America Bonds),” for the purposes set forth in the Bond Ordinance and Proposition A approved by the voters on February 5, 2008. Notwithstanding the foregoing, nothing herein shall require that the Series 2010D Bonds be issued if the Series 2010B Bonds are issued, and vice versa.

The Director of Public Finance of the City or his or her designee (the “Director of Public Finance”) is hereby authorized to determine, for each Series of 2010 Bonds, the sale date, the interest rates, the definitive principal amount thereof (which principal amount for each Series of 2010 Bonds may be $0- or any greater principal amount; provided that the aggregate principal amount for both Series of 2010 Bonds shall not exceed $65,000,000), the maturity dates and the redemption dates, if any, and the terms of any optional or mandatory redemption thereof, subject to the other specific provisions of this Resolution, including the following terms and conditions: (i) the Series 2010B Bonds shall not have a true interest cost in excess of 12% (as such term is defined in the applicable Official Notice of Sale (as defined in Section 13 hereof)); (ii) the Series 2010D Bonds shall not have a net effective rate (after application of Interest Subsidy Payments (as defined below) received from the United States Treasury) in excess of 12%; (iii) the
Series 2010B Bonds shall not have a final maturity date after June 15, 2040; and (iv) the Series 2010D Bonds shall not have a final maturity date after June 15, 2040. The Director of Public Finance is further authorized to give each Series of 2010 Bonds such additional or other series designation, or to modify such series designation, as may be necessary or appropriate to distinguish each such Series of 2010 Bonds from every other series of Bonds and from other bonds issued by the City.

The Board hereby irrevocably elects to apply the provisions of Section 54AA(d) of the Internal Revenue Code of 1986, as amended (the “Code”), to the Series 2010D Bonds and intends that the Series 2010D Bonds, if, as and when issued, be treated as “build America bonds” within the meaning of Section 54AA(d) of the Code. The Board further irrevocably elects to apply the provisions of Section 54AA(g) of the Code to the Series 2010D Bonds and intends that the Series 2010D Bonds be treated as “qualified bonds” within the meaning of Section 54AA(g) of the Code, such that the Series 2010D Bonds will bear interest that is not excluded from the gross income of the owners thereof for purposes of federal income taxation and the Series 2010D Bonds will be eligible to receive Interest Subsidy Payments from the United States Department of the Treasury to the City or the City’s authorized designated recipient of the credit provided for in Sections 54AA(b) and 6431 of the Code; provided that the City or the City’s authorized designated recipient has filed the required Internal Revenue Service forms. “Interest Subsidy Payment” means, with respect to the Series 2010D Bonds, each payment received by the City or the City’s authorized designated recipient directly from the United States Department of the Treasury in an amount equal to 35% of the corresponding interest payable on such Series 2010D Bonds, as provided for in Sections 54AA(b) and 6431 of the Code.
Section 5. Execution, Authentication and Registration of the Series 2010B Bonds and the Series 2010D Bonds. Each Series of 2010 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 each Series of 2010 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 procure their execution by the proper officers of the City (including by facsimile signature if necessary or convenient), and to deliver each Series of 2010 Bonds when so executed to said purchaser in exchange for the purchase price thereof, all in accordance with the Authorizing Resolution.

The Series 2010B 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.

The Series 2010D Bonds and the certificate of authentication and registration, manually executed by the City Treasurer and the form of assignment to appear thereon shall be substantially in the form attached hereto as Exhibit B (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 each Series of 2010 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 of 2010 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 of 2010 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, separate and sufficient books for the registration and transfer of each Series of 2010 Bonds, which books shall at all times be open to inspection, and upon presentation for such purpose, the City Treasurer shall, under such reasonable regulations as he or she may prescribe, register or transfer or cause to be registered or transferred, on said books, Series 2010B Bonds and Series 2010D Bonds as herein provided. The City and the City Treasurer may treat the registered owners of each Series of 2010 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 2010B Bonds and Series 2010D Bonds. Any Series of 2010 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 of 2010 Bond for cancellation,
accompanied by delivery of a duly executed written instrument of transfer in a form approved by the City Treasurer.

Any Series of 2010 Bonds may be exchanged at the office of the City Treasurer for a like aggregate principal amount of other authorized denominations of the same series, interest rate and maturity.

Whenever any Series of 2010 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 of 2010 Bond of the same series, 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 of 2010 Bonds shall be required to be made by the City Treasurer during the period from the Record Date (as defined in Section 8 hereof) next preceding each interest payment date to such interest payment date or after a notice of redemption shall have been mailed with respect to such Series of 2010 Bond.

Section 8. Terms of the Series 2010B Bonds and Series 2010D Bonds; General Redemption Provisions. Each Series of 2010 Bonds shall be dated the date of their delivery or such other date (the “Dated Date”) as specified in the applicable Bond Award (as defined in Section 13 hereof). Each Series of 2010 Bonds shall bear interest at rates to be determined upon the sale of such Series of 2010 Bonds, calculated on the basis of a 360-day year comprised of twelve 30-day months, payable on June 15, 2010 (or such other date as may be designated in the applicable Bond Award), and semiannually thereafter on June 15 and December 15 of each year.

The principal of each Series of 2010 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 each Series of 2010
Bonds shall be payable in like lawful money to the person whose name appears on the
applicable 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 defined below).

Each Series of 2010 Bond shall bear interest from the interest payment date next
preceding the date of authentication thereof unless it is authenticated as of a day during
the period from the Record Date next preceding any interest payment date to the interest
payment date, inclusive, in which event it shall bear interest from such interest payment
date, or unless it is authenticated on or before the first Record Date, in which event it shall
bear interest from the Dated Date; provided, however, that if, at the time of authentication
of any Series of 2010 Bond, interest is in default on such Series of 2010 Bonds, such
Series of 2010 Bond shall bear interest from the interest payment date to which interest
has previously been paid or made available for payment on such Series of 2010 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 a Series of 2010
Bonds, payment of the interest on any Series of 2010 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 applicable registration books as of the Record Date; provided, however, if any
interest payment date occurs on a day that banks in California or New York are closed for
business or the New York Stock Exchange is closed for business, then such payment
shall be made on the next succeeding day that banks in both California and New York are
open for business and the New York Stock Exchange is open for business (each, a
“Business Day”); and provided, further, that the registered owner of an aggregate
principal amount of at least $1,000,000 of a Series of 2010 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 any Series of 2010 Bonds are held in book-
entry form by a securities depository selected by the City pursuant to Section 11 hereof,
payment shall be made to the registered owner of the Series of 2010 Bonds designated
by such securities depository by wire transfer of immediately available funds.

The Series 2010B Bonds shall be subject to optional redemption prior to maturity
as provided in the applicable Official Notice of Sale or the applicable Bond Award. The
Series 2010D Bonds shall be subject to optional redemption and special optional
redemption prior to maturity as provided in the applicable Official Notice of Sale or the
applicable Bond Award for such Series of 2010 Bonds.

Each Series of 2010 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 applicable Official Notice of Sale. Any Series of 2010 Bonds subject to
mandatory redemption shall be designated as such in the applicable Official Notice of
Sale or the applicable Bond Award for such Series of 2010 Bonds.

The principal of and interest on the Series 2010B Bonds subject to mandatory
redemption shall be paid from the Series 2010B Bond Account (as defined in Section 9
hereof), pursuant to Section 9 hereof. In lieu of any such mandatory redemption for the
Series 2010B Bonds, at any time prior to the selection of the Series 2010B Bonds for
mandatory redemption, the City may apply such amounts on deposit in the Series 2010B
Bond Account to make such payment to the purchase of Series 2010B 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.

The principal of and interest on the Series 2010D Bonds subject to mandatory redemption shall be paid from the Series 2010D Bond Account (as defined in Section 9 hereof), pursuant to Section 9 hereof. In lieu of any such mandatory redemption for the Series 2010D Bonds, at any time prior to the selection of the Series 2010D Bonds for mandatory redemption, the City may apply such amounts on deposit in the Series 2010D Bond Account to make such payment to the purchase of Series 2010D 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 of the outstanding bonds of a Series of 2010 Bonds maturing on any one date are called for redemption on any one date, the City Treasurer will select the Series of 2010 Bonds or portions thereof, in denominations of $5,000 or any integral multiple thereof, to be redeemed from the outstanding bonds of such Series of 2010 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 bonds of a Series of 2010 Bonds that are called for redemption are to be presented for redemption is herein called the "Redemption Date." The City Treasurer shall mail, or cause to be mailed, notice of any redemption of each Series of 2010 Bonds, postage prepaid, to the respective registered owners thereof at the addresses appearing on the applicable bond registration books not less than thirty (30) 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 of 2010 Bonds and, if less than all of any such maturity is called for redemption, the distinctive numbers
of the Series of 2010 Bonds of such maturity to be redeemed, and in the case of any
Series of 2010 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 of
2010 Bond to be redeemed; (e) require that such Series of 2010 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 of 2010 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 of 2010 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 of 2010 Bonds or the cessation of accrual
of interest on such Series of 2010 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 18 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 of 2010 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 2010B 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 2010B Redemption Account" (the "Series 2010B Redemption Account"), and prior to or on the Redemption Date there must be set aside in the Series 2010B Redemption Account moneys available for the purpose and sufficient to redeem as provided in this Resolution, the Series 2010B Bonds designated in said notice of redemption, subject to rescission as hereinafter provided. Said moneys must be set aside in the Series 2010B 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 2010B Bonds to be redeemed upon presentation and surrender of such Series 2010B Bonds. Any interest due on or prior to the Redemption Date may be paid from the Series 2010B Bond Account as provided in Section 9 hereof or from the Series 2010B Redemption Account. Moneys held from time to time in the Series 2010B 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 2010B Bonds have been redeemed and canceled or paid and canceled, there are moneys remaining in said Series 2010B Redemption Account, said moneys shall be transferred to the General Fund of the City or to such other fund or account as required by applicable law; provided, however, that if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred pursuant to the resolution authorizing such refunding bonds.

When notice of optional redemption has been given, substantially as provided herein, and when the amount necessary for the redemption of the Series 2010B Bonds
called for redemption (principal, premium, if any, and accrued interest to such
Redemption Date) is set aside for that purpose in said Series 2010B Redemption
Account, as provided herein, the Series 2010B Bonds designated for redemption shall
become due and payable on the Redemption Date therefor, and upon presentation and
surrender of said Series 2010B Bonds at the place specified in the notice of redemption,
such Series 2010B Bonds shall be redeemed and paid at said redemption price out of
said Series 2010B Redemption Account. No interest will accrue on such Series 2010B
Bonds called for redemption after the Redemption Date and the registered owners of
such Series 2010B Bonds shall look for payment of such Series 2010B Bonds only to said
Series 2010B Redemption Account. All Series 2010B Bonds redeemed shall be canceled
forthwith by the City Treasurer and shall not be reissued.

At the time the City Treasurer or the Controller determines to optionally call and
redeem any of the Series 2010D 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 2010D Redemption
Account” (the “Series 2010D Redemption Account”), and prior to or on the Redemption
Date there must be set aside in the Series 2010D Redemption Account moneys available
for the purpose and sufficient to redeem as provided in this Resolution, the Series 2010D
Bonds designated in said notice of redemption, subject to rescission as hereinafter
provided. Said moneys must be set aside in the Series 2010D 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 2010D Bonds to be redeemed upon
presentation and surrender of such Series 2010D Bonds. Any interest due on or prior to
the Redemption Date may be paid from the Series 2010D Bond Account as provided in
Section 9 hereof or from the Series 2010D Redemption Account. Moneys held from time
to time in the Series 2010D 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 2010D Bonds have been redeemed and canceled or paid and canceled, there are moneys remaining in said Series 2010D Redemption Account, said moneys shall be transferred to the General Fund of the City or to such other fund or account as required by applicable law; provided, however, that if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred pursuant to the resolution authorizing such refunding bonds.

When notice of optional redemption has been given, substantially as provided herein, and when the amount necessary for the redemption of the Series 2010D Bonds called for redemption (principal, premium, if any, and accrued interest to such Redemption Date) is set aside for that purpose in said Series 2010D Redemption Account, as provided herein, the Series 2010D Bonds designated for redemption shall become due and payable on the Redemption Date therefor, and upon presentation and surrender of said Series 2010D Bonds at the place specified in the notice of redemption, such Series 2010D Bonds shall be redeemed and paid at said redemption price out of said Series 2010D Redemption Account. No interest will accrue on such Series 2010D Bonds called for redemption after the Redemption Date and the registered owners of such Series 2010D Bonds shall look for payment of such Series 2010D Bonds only to said Series 2010D Redemption Account. All Series 2010D 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 any Redemption Date by causing written notice of the rescission to be given to the owners of all Series of 2010 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 2010B Redemption Account or the Series 2010D Redemption Account, as applicable, in an amount sufficient to pay in full on said date the principal of, interest, and premium, if any, due with respect to the applicable Series of 2010 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 of 2010 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 2010B 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 2010B Bond Account” (the “Series 2010B 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 2010B Bond Account shall be retained in the Series 2010B Bond Account.

On or prior to the date on which any payment of principal of or interest on the Series 2010B Bonds is due, including any Series 2010B Bonds subject to mandatory redemption on said date, the City Treasurer shall allocate to and deposit in the Series 2010B Bond Account, from amounts held in the Bond Account, an amount which, when added to any available moneys contained in the Series 2010B Bond Account, is sufficient to pay principal of and interest on the Series 2010B Bonds on such date.

On or prior to the date on which any Series 2010B 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 2010B Redemption Account, from amounts held in the Bond Account...
Account pursuant to Section 8 of the Authorizing Resolution, an amount which, when added to any available moneys contained in the Series 2010B Redemption Account, is sufficient to pay principal, interest and premium, if any, with respect to such Series 2010B Bonds on such date. The City Treasurer may make such other provision for the payment of principal of and interest and any redemption premium on the Series 2010B Bonds as is necessary or convenient to permit the optional redemption of the Series 2010B Bonds.

Amounts in the Series 2010B 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 2010B Bond Account with other City moneys or deposit amounts credited to the Series 2010B Bond Account into a separate fund or funds for investment purposes only; provided, however, that all of the moneys held in the Series 2010B 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 2010B Bonds shall be deposited into the Series 2010B Bond Account.

Series 2010D Bond Account. There is hereby established with the City Treasurer a special subaccount in the Bond Account to be designated the “General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010D Bond Account” (the “Series 2010D 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 2010D Bond Account shall be retained in the Series 2010D Bond Account.

On or prior to the date on which any payment of principal of or interest on the Series 2010D Bonds is due, including any Series 2010D Bonds subject to mandatory redemption on said date, the City Treasurer shall allocate to and deposit in the Series 2010D Bond Account, from amounts held in the Bond Account, an amount which, when
added to any available moneys contained in the Series 2010D Bond Account, is sufficient
to pay principal of and interest on the Series 2010D Bonds on such date.

The City shall apply and transfer, or shall cause the City's authorized designated
recipient to apply and transfer, all Interest Subsidy Payments, if, as, and when received
by the City or the City's authorized designated recipient, to the Series 2010D Bond
Account, which Interest Subsidy Payments shall be applied as a credit against the
amounts otherwise transferable from the Bond Account on or prior to the date on which
any payment of principal of or interest on the Series 2010D Bonds is due, as set forth in
the previous paragraph, or into any fund that may be established for defeasance of the
Series 2010D Bonds.

On or prior to the date on which any Series 2010D 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 2010D 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 2010D Redemption Account, is
sufficient to pay principal, interest and premium, if any, with respect to such Series 2010D
Bonds on such date. The City Treasurer may make such other provision for the payment
of principal of and interest and any redemption premium on the Series 2010D Bonds as is
necessary or convenient to permit the optional redemption of the Series 2010D Bonds.

Amounts in the Series 2010D 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 2010D Bond Account
with other City moneys or deposit amounts credited to the Series 2010D Bond Account
into a separate fund or funds for investment purposes only; provided, however, that all of
the moneys held in the Series 2010D 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 2010D Bonds shall be deposited into the Series 2010D Bond Account.

Section 10. Series 2010B 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), Series 2010B Project Account” (the “Series 2010B 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 2010B Project Account shall be retained in the Series 2010B Project Account. Amounts in the Series 2010B 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 2010B 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 2010B Project Account with other City moneys or deposit amounts credited to the Series 2010B Project Account into a separate fund or funds for investment purposes only; provided, however, that all of the moneys held in the Series 2010B 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 2010B Bonds, on behalf of the City, the costs of issuance associated with the Series 2010B Bonds. Costs of issuance of the Series 2010B 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 2010B Bonds.

Series 2010D Project Account. There is hereby established with the City Treasurer a special subaccount in the Project Account to be designated the "General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010D Project Account" (the "Series 2010D 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 2010D Project Account shall be retained in the Series 2010D Project Account. Amounts in the Series 2010D Project Account shall be expended in accordance with the provisions of the Authorizing Resolution for the acquisition, construction or reconstruction of the Project (as defined in the Authorizing Resolution) or portions thereof.

Amounts in the Series 2010D 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 2010D Project Account with other City moneys or deposit amounts credited to the Series 2010D Project Account into a separate fund or funds for investment purposes only; provided, however, that all of the moneys held in the Series 2010D Project Account (including interest earnings) hereunder shall be accounted for separately notwithstanding any such commingling or separate deposit by the City Treasurer.

Subject to the provisions of Section 17(h)(4) hereof, the City Treasurer is hereby authorized to pay or cause to be paid from the proceeds of the Series 2010D Bonds, on behalf of the City, the costs of issuance associated with the Series 2010D Bonds. Costs
of issuance of the Series 2010D 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 2010D Bonds.

Section 11. 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 each Series of 2010 Bonds and payments and redemption notices to owners
of each Series of 2010 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 of 2010 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 such Series of 2010 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 such Series of 2010
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 such Series of 2010 Bonds; (v) any consent given or other action taken by
such securities depository as the owner of such Series of 2010 Bonds; or (vi) any other
matter.

The Depository Trust Company ("DTC") is hereby appointed as depository for each
form. Upon initial issuance, the ownership of each Series of 2010 Bond shall be
registered in the bond register in the name of Cede & Co., as nominee of DTC. So long as each Series of 2010 Bonds is registered in book-entry form each such Series of 2010 Bonds shall be registered in the name of Cede & Co.

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 any Series of 2010 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 shall determine. The City Treasurer may remove or replace agents appointed pursuant to this paragraph at any time.

Section 12. Defeasance Provisions. Payment of all or any portion of each Series of 2010 Bonds may be provided for prior to such Series of 2010 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 of 2010 Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the case of the portion of a Series of 2010 Bonds that are to be redeemed prior to such Series of 2010 Bonds’ respective stated maturities and in respect of which notice of such redemption shall have been given as provided in Section 8 hereof or an irrevocable election to give such notice shall have been made by the City, the amount to be deposited shall be the principal amount thereof, all unpaid interest thereon to the Redemption Date, and premium, if any, due on such Redemption Date; or
(b) Defeasance Securities (as defined below) not subject to call, except as provided below in the definition thereof, maturing and paying interest at such times and in such amounts, together with interest earnings and cash, if required, as will, without reinvestment, as certified by an independent certified public accountant, be fully sufficient to pay the principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be, and premium, if any, due on the portion of the Series of 2010 Bonds to be paid or redeemed, as such principal and interest come due; provided, that, in the case of such Series of 2010 Bonds that are to be redeemed prior to maturity, notice of such redemption shall be given as provided in Section 8 hereof or an irrevocable election to give such notice shall have been made by the City; then, all obligations of the City with respect to said outstanding Series of 2010 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 12, to the owners of such Series of 2010 Bonds all sums due with respect thereto and the obligations of the City pursuant to Section 17 hereof; provided, that the City shall have received an opinion of nationally recognized bond counsel, that provision for the payment of such Series of 2010 Bonds has been made in accordance with this Section 12.

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

1. United States Obligations (as defined below); and
2. Pre-refunded fixed interest rate municipal obligations meeting the following conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the trustee has been given irrevocable instructions concerning their calling and redemption and the issuer has covenanted not to redeem such obligations other than
as set forth in such instructions; (b) the municipal obligations are secured by cash or United States Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in the escrow fund or the Series 2010B Redemption Account or the Series 2010D Redemption Account, as applicable) 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 11 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 below).

For purposes of this Section 12, “United States Obligations” shall mean (i) direct and general obligations of the United States of America, or obligations that are unconditionally guaranteed as to principal and interest by the United States of America, including without limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds that have been stripped by request to the Federal Reserve Bank of New York in book-entry form or (ii) any security issued by an agency or instrumentality of the United States of America that is selected by the Director of Public Finance that results in the escrow fund being rated 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 12, “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 that
is the successor to any of the foregoing rating agencies or that is otherwise established after the date hereof.

Section 13. Official Notices of Sale. The form of proposed Official Notice of Sale inviting bids for the Series 2010B Bonds (the "Series 2010B Official Notice of Sale") submitted to the Board is hereby approved and adopted as the Official Notice of Sale inviting bids for the Series 2010B Bonds, with such changes, additions and modifications as may be made in accordance with Section 19 hereof. The form of proposed Official Notice of Sale inviting bids for the Series 2010D Bonds (the "Series 2010D Official Notice of Sale") submitted to the Board is hereby approved and adopted as the Official Notice of Sale inviting bids for the Series 2010D Bonds, with such changes, additions and modifications as may be made in accordance with Section 19 hereof. Each of the Series 2010B Official Notice of Sale and the Series 2010D Official Notice of Sale is herein defined as an "Official Notice of Sale."

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 mailed or otherwise circulated to prospective bidders for each Series of 2010 Bonds copies of the applicable 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 each Series of 2010 Bonds to the bidder whose bid represents the lowest true interest cost to the City, or, in the case of the Series 2010D Bonds, the lowest net effective rate (after application of Interest Subsidy Payments received from the United States Treasury), all in accordance with the procedures described in the applicable Official Notice of Sale, each of which award shall be set forth in a certificate signed by the Controller setting forth the terms of the applicable Series of 2010 Bonds and the original purchasers thereof (each, a "Bond
Award”). The Controller shall provide a copy of each 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 any Bond Award.

Section 14. Publication of Notice of Intention to Sell Bonds. The form of proposed Notice of Intention to Sell the Series 2010B Bonds and the Series 2010D Bonds (the “Notice of Intention to Sell Bonds”) submitted to the Board is hereby approved and adopted as the Notice of Intention to Sell the Series 2010B Bonds and the Series 2010D 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 19 hereof, to be published once in The Bond Buyer or another financial publication generally circulated throughout the State of California.

Section 15. Sale of Series 2010B Bonds and Series 2010D Bonds; Solicitation of Competitive Bids. The Board hereby authorizes the sale of each Series of 2010 Bonds by solicitation of competitive bids for the purchase of such Series of 2010 Bonds on the date and at the place determined in accordance with each applicable Official Notice of Sale.

Section 16. Official Statement. The form of proposed Preliminary Official Statement describing the Series 2010B Bonds and the Series 2010D Bonds (the “Preliminary Official Statement”) submitted to the Board is hereby approved and adopted as the Preliminary Official Statement describing the Series 2010B Bonds and the Series 2010D Bonds, with such additions, corrections and revisions as may be determined to be necessary or desirable made in accordance with Section 19 hereof. The Controller or Director of Public Finance is each hereby authorized and directed to revise the Official Statement to conform it to the City’s Comprehensive Annual Fiscal Report for the fiscal
year ended June 30, 2009, subject to review and approval by the City Attorney of the City (the “City Attorney”). The Controller is hereby authorized to cause the distribution of a Preliminary Official Statement deemed final for purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (the “Rule”), and to sign a certificate to that effect. The Director of Public Finance is hereby authorized and directed to cause to be printed and mailed or electronically distributed to prospective bidders for each Series of 2010 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 2010B Bonds and the Series 2010D 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 19 hereof and as are permitted under the Rule. The Director of Public Finance is hereby authorized and directed to cause to be printed and mailed or electronically distributed copies of the final Official Statement to all actual initial purchasers of the Series 2010B Bonds or Series 2010D Bonds.

Section 17. Tax Covenants. (a) General; Series 2010B Bonds. The City hereby covenants with the holders of the Series 2010B 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 2010B Bonds under Section 103 of the Code, and the regulations issued thereunder, as the same may be amended from time to time, and any successor provisions of law. Reference to a particular section of the Code shall be
deemed to be a reference to any successor to any such section. The City shall not, directly or indirectly, use or permit the use of proceeds of the Series 2010B Bonds or any of the property financed or refinanced with proceeds of the Series 2010B 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 2010B 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 2010B Bonds or the Series 2010D 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 2010B Bonds or the Series 2010D Bonds or any of the property financed or refinanced with proceeds of the Series 2010B Bonds or the Series 2010D Bonds, or any portion thereof, or any other funds of the City, that would cause the Series 2010B Bonds or the Series 2010D Bonds to be "private activity bonds" within the meaning of Section 141 of the Code. To that end, so long as any Series 2010B Bonds or the Series 2010D 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 and under Section 103 of the Internal Revenue Code of 1954, as amended (the "1954 Code"), to the extent such requirements are, at the time, applicable and in effect. The City shall establish reasonable procedures necessary to ensure continued compliance with Section 141 of the Code (or, if applicable, the 1954 Code) and the continued qualification of each the Series 2010B Bonds and the Series 2010D Bonds as "governmental bonds."
addition, the City shall insure that none of the proceeds of the Series 2010D Bonds are used for any "private business use" within the meaning of Section 141 of the Code.

(c) **Arbitrage.** The City shall not, directly or indirectly, use or permit the use of any proceeds of any Series 2010B Bonds or Series 2010D 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 2010B Bonds or the Series 2010D 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 2010B Bonds or the Series 2010D Bonds.

(d) **Federal Guarantee.** The City shall not make any use of the proceeds of the Series 2010B Bonds or the Series 2010D Bonds or any other funds of the City, or take or omit to take any other action, that would cause the Series 2010B Bonds or the Series 2010D Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code. For this purpose, Interest Subsidy Payments shall not be treated as a federal guaranty.

(e) **Information Reporting.** The City shall take or cause to be taken all necessary action to comply with the informational reporting requirement of Section 149(e) of the Code with respect to the Series 2010B Bonds and the Series 2010D Bonds.

(f) **Hedge Bonds.** The City shall not make any use of the proceeds of the Series 2010B Bonds or the Series 2010D Bonds or any other amounts or property, regardless of the source, or take any action or refrain from taking any action that would cause the Series 2010B Bonds or the Series 2010D Bonds to be considered "hedge
bonds" within the meaning of Section 149(g) of the Code unless the City takes all
necessary action to assure compliance with the requirements of Section 149(g) of the
Code.

(g) Compliance with Tax Certificates. In furtherance of the foregoing tax
covenants of this Section 17, the City covenants that it will comply with the provisions of
each Tax Certificate to be executed by the City with respect to each of the Series 2010B
Bonds and the Series 2010D Bonds, respectively, dated the date of issuance of each
Series of 2010 Bonds, as each such Tax Certificate may be amended from time to time.
This covenant shall survive payment in full or defeasance of the Series 2010B Bonds or
the Series 2010D Bonds, as applicable.

(h) Additional Tax Covenants applicable to Series 2010D Bonds. The
following additional covenants shall apply to the Series 2010D Bonds:

(1) Build America Bonds; Interest Subsidy Payments. The City
shall take all actions necessary to assure that the proceeds of the Series 2010D Bonds
are expended and federal tax requirements are met so as to cause the Bonds to be
treated as “build America bonds” eligible for the Interest Subsidy Payments, as described
in Section 4 hereof.

(2) Form 8038-CP. The City or the City’s authorized designated
recipient shall, within the forty-five (45) day period beginning on the day that is ninety (90)
days prior to each interest payment date, file Form 8038-CP (or any successor form
designated by the United States Department of the Treasury or the Internal Revenue
Service) requesting payment of the Interest Subsidy Payment with respect to such
interest payment date.
(3) **Series 2010D Project Account.** The City shall insure that all amounts in the Series 2010D Project Account are spent solely on capital expenditures with a reasonably expected economic life of one year or more.

(4) **2% Costs of Issuance Limitation.** The City shall not permit proceeds of the Series 2010D Bonds, including the investment earnings thereon, in an amount in excess of two percent (2%) of the proceeds of the sale of the Series 2010D Bonds to be used to pay costs of issuance. If the fees of the original purchaser of the Series 2010D Bonds are retained as an underwriter's discount on the purchase of the Series 2010D Bonds, such retention shall be deemed to be an expenditure of proceeds of the Series 2010D Bonds for such fees and shall be applied against such two percent (2%) costs of issuance limitation.

Section 18. **Continuing Disclosure Certificate.** The form of Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") to be signed by the City to permit the original purchasers of each Series of 2010 Bonds to comply with the Rule, submitted to the Board is hereby approved and adopted as the Continuing Disclosure Certificate, with such additions, corrections and revisions as may be determined to be necessary or desirable made in accordance with Section 19 hereof, including, without limitation, the use of a separate Continuing Disclosure Certificate for each Series of 2010 Bonds. The Controller is hereby authorized and directed to execute the Continuing Disclosure Certificate on behalf of the City and deliver the Continuing Disclosure Certificate to the original purchasers of each Series of 2010 Bonds.

Section 19. **Modification to Documents.** Any City official authorized by this Resolution to execute any document is hereby further authorized, in consultation with the City Attorney and co-bond counsel, to approve and make such changes, additions, amendments or modifications to the document or documents such official is authorized to
execute as may be necessary or advisable (provided that such changes, additions, amendments or modifications shall not authorize an aggregate principal amount of Series 2010B Bonds and Series 2010D Bonds in excess of $65,000,000 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 20. Ratification. All actions heretofore taken by officials, employees and agents of the City with respect to the sale and issuance of the Series 2010B Bonds and the Series 2010D Bonds are hereby approved, confirmed and ratified.

Section 21. Relationship to Authorizing Resolution. In the event of any conflict between this Resolution and the Authorizing Resolution, the terms of this Resolution shall control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing Resolution, the City is not obligated to transfer money from the General Fund of the City to the Bond Account to pay the principal of or interest on any Series of 2010 Bonds.

Section 22. Reimbursement. The City hereby declares its official intent to reimburse prior expenditures of the City incurred prior to the issuance and sale of each Series of 2010 Bonds in connection with the Project or portions thereof to be financed by each Series of 2010 Bonds. The Board hereby declares the City's intent to reimburse the City with the proceeds of each Series of 2010 Bonds for the expenditures with respect to the Project (the "Expenditures" and each, an "Expenditure") made on and after that date that is no more than 60 days prior to adoption of this Resolution. The City reasonably expects on the date hereof that it will reimburse the Expenditures with the proceeds of each Series of 2010 Bonds.
Each Expenditure was and will be either (a) of a type properly chargeable to a capital account 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 2010B Bonds or the Series 2010D 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 Series 2010B Bonds and the Series 2010D Bonds expected to be issued for the Project is $65,000,000. 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 applicable Series of 2010 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 23. Accountability Reports. Each Series of 2010 Bonds is subject to accountability requirements under the City's Administrative Code and the Bond Ordinance. Accountability report(s) with respect to the Series 2010B Bonds and the Series 2010D Bonds shall be submitted at the time(s) and in the manner required by the Administrative Code and the Bond Ordinance.

Section 24. 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 2010B Bonds or the Series 2010D Bonds.

APPROVED AS TO FORM:

DENNIS J. HERRERA
City Attorney

By: [Signature]
Kenneth David Roux
Deputy City Attorney
Resolution authorizing and directing the sale of not to exceed $65,000,000 aggregate principal amount of City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010B, and City and County of San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2008), Series 2010D (Federally Taxable Build America Bonds); prescribing the form and terms of said bonds; authorizing the execution, authentication, and registration of said bonds; providing for the appointment of depositaries and other agents for said bonds; providing for the establishment of accounts related thereto; providing for the manner of sale of said bonds by competitive sale; approving the forms of official notice of sale and notice of intention to sell bonds; directing the publication of the notice of intention to sell bonds; approving the form of the preliminary official statement and the form and execution of the official statement relating to the sale of said bonds; approving the form of the continuing disclosure certificate; 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.

February 09, 2010 Board of Supervisors - ADOPTED
Ayes: 8 - Campos, Chiu, Chu, Dufty, Elsbernd, Mar, Maxwell and Mirkarimi
Noes: 1 - Daly
Excused: 2 - Alioto-Pier and Avalos

I hereby certify that the foregoing Resolution was ADOPTED on 2/9/2010 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Date Approved

Mayor Gavin Newsom

City and County of San Francisco
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Printed at 11:40 am on 2/10/10