 Resolution authorizing and directing the sale of not to exceed $85,000,000 aggregate principal amount of City and County of San Francisco General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010E (Tax-Exempt), and City and County of San Francisco General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010F (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; adopting certain CEQA findings and determinations; 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. 47-10 adopted by the Board of Supervisors (the "Board") of the City and County of San Francisco (the "City") on February 9, 2010 and signed by the Mayor of the City (the "Mayor") on February 26, 2010, it was determined and declared that public interest and necessity demands the construction, acquisition,
improvement, retrofitting, rehabilitation and completion of earthquake safety and
emergency responsiveness facilities and infrastructure therein described; and,

WHEREAS, By Resolution No. 515-10 (the "Authorizing Resolution"), adopted by
the Board on November 2, 2010, and signed by the Mayor on November 5, 2010, the
City authorized the issuance of its General Obligation Bonds (Earthquake Safety and
Emergency Response Bonds, 2010) (the "Bonds"); and,

WHEREAS, It is now necessary and desirable to issue an aggregate principal
amount of not to exceed $85,000,000 City and County of San Francisco General
Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series
2010E (Tax-Exempt) (the "Series 2010E Bonds"), and City and County of San Francisco
General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010),
Series 2010F (Federally Taxable Build America Bonds) (the "Series 2010F Bonds" and,
with the Series 2010E Bonds, each 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 40-10 adopted by the Board on February 23, 2010, and signed by the Mayor
on February 26, 2010 (the "Bond Ordinance").

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 the adoption of this Resolution exist,
have happened and have been performed in due time, form and manner in accordance

Mayor Newsom, Supervisor Chiu
BOARD OF SUPERVISORS
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. 101256.

Section 4. **Issuance and Sale of Series 2010E Bonds and Series 2010F Bonds.** The Board hereby authorizes the issuance and sale of not to exceed $85,000,000 in aggregate principal amount of the 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 (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010E (Tax-Exempt),” and “City and County of San Francisco General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010F (Federally Taxable Build America Bonds),” for the purposes set forth in the Bond Ordinance and in Proposition B approved by the voters on June 8, 2010. Notwithstanding the foregoing, nothing herein shall require that the Series 2010F Bonds be issued if the Series 2010E 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 $85,000,000), 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 2010E Bonds and Series 2010F Bonds shall not have an interest rate in excess of 12% per year; (ii) the Series 2010E Bonds...
shall not have a final maturity date after June 15, 2040; and (iii) the Series 2010F 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 2010F Bonds and intends that the Series 2010F 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 2010F Bonds and intends that the Series 2010F Bonds be treated as “qualified bonds” within the meaning of Section 54AA(g) of the Code, such that the Series 2010F 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 2010F 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 2010F 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 2010F Bonds, as provided for in Sections 54AA(b) and 6431 of the Code.
Section 5. Execution, Authentication and Registration of the Series of 2010 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 2010E 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 such necessary or appropriate variations, omissions and insertions as permitted or required by this Resolution and made in accordance with Section 19 hereof.

The Series 2010F 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 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 and made in accordance with Section 19 hereof.

Only the 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 bond registration 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 each Series of 2010 Bonds, as herein provided.

The City and the City Treasurer may treat the registered owners of each Series of 2010 Bonds in such registration books (the "Registered Owners") 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 of 2010 Bonds. Any Series of 2010 Bond may, in accordance with its terms, be transferred upon the bond registration 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 Registered 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.


(a) General Terms. 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, 2011 (or such other date as may be designated in the applicable Bond Award), and semiannually thereafter on December 15 and June 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 Registered 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 Registered Owner whose name
appears on the applicable bond registration books of the City Treasurer as the Registered
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 its Registered 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.

(b) Optional Redemption. The Series 2010E 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 2010F Bonds shall be subject to optional redemption, special optional redemption, and/or optional redemption with a make-whole provision, prior to maturity as provided in the applicable Official Notice of Sale or the applicable Bond Award.

(c) Sinking Fund Redemption. 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 and to the extent 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.

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

(d) Redemption - Selection. Whenever less than all of the outstanding Series 2010E Bonds maturing on any one date are called for redemption on any one date, the City Treasurer will select the Series 2010E Bonds or portions thereof, in denominations of $5,000 or any integral multiple thereof, to be redeemed from the outstanding bonds of such Series 2010E Bonds maturing on such date not previously selected for redemption, by lot in any manner which the City Treasurer deems fair.

Whenever less than all outstanding Series 2010F Bonds are called for redemption on any one date, the City Treasurer will select the Series 2010F Bonds or portions thereof to be redeemed as provided in the applicable Official Notice of Sale or the applicable Bond Award.

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.”

(e) Redemption - Notice. 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 Owner thereof at the addresses appearing on the applicable bond registration books not less than twenty (20) days prior to the Redemption Date. The notice of redemption shall (1) state the Redemption Date; (2) state the redemption price; (3) 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; (4) state the CUSIP number, if any, of each Series of 2010 Bond to be redeemed; (5) require that such Series of 2010 Bonds be surrendered by the Registered Owner at the office of the City Treasurer or his or her agent; and (6) 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 as provided in Section 8(g).

The actual receipt by the Registered 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 Registered Owner of any
Series of 2010 Bond in accordance with this Resolution shall be conclusive against all
parties.

(f) Payment for Optional Redemption. 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 2010E Bonds, the City Treasurer or his or her agent
shall establish a redemption account to be described or known as the “General Obligation
Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010E
Redemption Account” (the “Series 2010E Redemption Account”), and prior to or on the
Redemption Date there must be set aside in the Series 2010E Redemption Account
moneys available for the purpose and sufficient to redeem, as provided in this Resolution,
the Series 2010E Bonds designated in said notice of redemption, subject to rescission as
hereinafter provided. Said moneys must be set aside in the Series 2010E 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 2010E Bonds to be redeemed upon
presentation and surrender of such Series 2010E Bonds. Any interest due on or prior to
the Redemption Date may be paid from the Series 2010E Bond Subaccount as provided
in Section 9 hereof or from the Series 2010E Redemption Account. Moneys held from
time to time in the Series 2010E 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 2010E Bonds have been redeemed
and canceled or paid and canceled, there are moneys remaining in said Series 2010E
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 2010E Bonds called for redemption (principal, premium, if any, and accrued interest to such Redemption Date) is set aside for that purpose in said Series 2010E Redemption Account, as provided herein, the Series 2010E Bonds designated for redemption shall become due and payable on the Redemption Date therefor, and upon presentation and surrender of said Series 2010E Bonds at the place specified in the notice of redemption, such Series 2010E Bonds shall be redeemed and paid at said redemption price out of said Series 2010E Redemption Account. No interest will accrue on such Series 2010E Bonds called for redemption after the Redemption Date and the Registered Owner of such Series 2010E Bonds shall look for payment of such Series 2010E Bonds only to said Series 2010E Redemption Account. All Series 2010E 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 2010F Bonds, the City Treasurer or his or her agent shall establish a redemption account to be described or known as the “General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010F Redemption Account” (the “Series 2010F Redemption Account”), and prior to or on the Redemption Date there must be set aside in the Series 2010F Redemption Account moneys available for the purpose and sufficient to redeem as provided in this Resolution, the Series 2010F Bonds designated in said notice of redemption, subject to rescission as hereinafter provided. Said moneys must be set aside in the Series 2010F 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 2010F Bonds to be redeemed upon presentation and surrender of such
Series 2010F Bonds. Any interest due on or prior to the Redemption Date may be paid from
the Series 2010F Bond Subaccount as provided in Section 9 hereof or from the
Series 2010F Redemption Account. Moneys held from time to time in the Series 2010F
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 2010F Bonds have been redeemed and canceled or paid and canceled, there are
moneys remaining in said Series 2010F 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 2010F Bonds called for
redemption (principal, premium, if any, and accrued interest to such Redemption Date) is set
aside for that purpose in said Series 2010F Redemption Account, as provided herein, the
Series 2010F Bonds designated for redemption shall become due and payable on the
Redemption Date therefor, and upon presentation and surrender of said Series 2010F
Bonds at the place specified in the notice of redemption, such Series 2010F Bonds shall be
redeemed and paid at said redemption price out of said Series 2010F Redemption Account.
No interest will accrue on such Series 2010F Bonds called for redemption after the
Redemption Date and the Registered Owner of such Series 2010F Bonds shall look for
payment of such Series 2010F Bonds only to said Series 2010F Redemption Account. All
Series 2010F Bonds redeemed shall be canceled forthwith by the City Treasurer and shall
not be reissued.
(g) **Conditional Notice of Optional Redemption.** Any notice of optional redemption given as provided in Section 8(e) may provide that such redemption is conditioned upon: (i) deposit in the Series 2010E Redemption Account or the Series 2010F Redemption Account, as applicable, of sufficient moneys to redeem the applicable Series of 2010 Bonds called for redemption on the anticipated Redemption Date, or (ii) any other event specified in the notice of redemption. In the event that such conditional notice of optional redemption has been given, substantially as provided herein, and on the scheduled Redemption Date (i) sufficient moneys to redeem the applicable Series of 2010 Bonds have not been deposited in the Series 2010E Redemption Account or the Series 2010F Redemption Account, as applicable or (ii) any other even specified in the notice of redemption did not occur, such Series of 2010 Bonds for which notice of conditional optional redemption was given shall not be redeemed and shall remain Outstanding for all purposes of this Resolution and the redemption not occurring shall not constitute an Event of Default under this Resolution or the Authorizing Resolution.

(h) **Rescission of Optional Redemption** In addition, 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 Registered Owner of all Series of 2010 Bonds so called for redemption. Notice of such rescission of redemption shall be given in the same manner notice of redemption was originally given. The actual receipt by the Registered 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 of 2010 Bond Subaccounts.** (a) **Series 2010E Bond Subaccount.** There is hereby established with the City Treasurer a special subaccount in the General Obligation Bonds (Earthquake Safety and Emergency Response Bonds,
2010) Bond Account (the “Bond Account”) created pursuant to the Authorizing Resolution to be designated the “General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010E Bond Subaccount” (the “Series 2010E Bond Subaccount”), to be held separate and apart from all other accounts of the City. Any bid premium received upon the delivery of the Series 2010E Bonds shall be deposited into the Series 2010E Bond Subaccount. All interest earned on amounts on deposit in the Series 2010E Bond Subaccount shall be retained in the Series 2010E Bond Subaccount.

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

On or prior to the date on which any Series 2010E 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 2010E 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 2010E Redemption Account, is sufficient to pay principal, interest and premium, if any, with respect to such Series 2010E 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 2010E Bonds as is necessary or convenient to permit the optional redemption of the Series 2010E Bonds.

Amounts in the Series 2010E Bond Subaccount 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 2010E Bond Subaccount with other City moneys or deposit amounts credited to the Series 2010E Bond Subaccount into a separate fund or funds for investment purposes only; provided, however, that all of the moneys held in the Series 2010E Bond Subaccount hereunder shall be accounted for separately notwithstanding any such commingling or separate deposit by the City Treasurer.

(b) **Series 2010F Bond Subaccount.** There is hereby established with the City Treasurer a special subaccount in the Bond Account to be designated the "General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010F Bond Subaccount" (the "Series 2010F Bond Subaccount"), to be held separate and apart from all other accounts of the City. Any bid premium received upon the delivery of the Series 2010F Bonds shall be deposited into the Series 2010F Bond Subaccount. All interest earned on amounts on deposit in the Series 2010F Bond Subaccount shall be retained in the Series 2010F Bond Subaccount.

On or prior to the date on which any payment of principal of or interest on the Series 2010F Bonds is due, including any Series 2010F Bonds subject to mandatory redemption on said date, the City Treasurer shall allocate to and deposit in the Series 2010F Bond Subaccount, from amounts held in the Bond Account, an amount which, when added to any available moneys contained in the Series 2010F Bond Subaccount, is sufficient to pay principal of and interest on the Series 2010F 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 2010F Bond Subaccount, 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 2010F Bonds is due, as set forth in the previous paragraph, or into any fund that may be established for defeasance of the Series 2010F Bonds.

On or prior to the date on which any Series 2010F 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 2010F 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 2010F Redemption Account, is sufficient to pay principal, interest and premium, if any, with respect to such Series 2010F 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 2010F Bonds as is necessary or convenient to permit the optional redemption of the Series 2010F Bonds.

Amounts in the Series 2010F Bond Subaccount 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 2010F Bond Subaccount with other City moneys or deposit amounts credited to the Series 2010F Bond Subaccount into a separate fund or funds for investment purposes only; provided, however, that all of the moneys held in the Series 2010F Bond Subaccount hereunder shall be accounted for separately notwithstanding any such commingling or separate deposit by the City Treasurer.

Section 10. **Series of 2010 Project Subaccounts.** (a) Series 2010E Project Subaccount. There is hereby established with the City Treasurer a special subaccount in the General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010) Project Subaccount (the “Project Subaccount”) created pursuant to the Authorizing
Resolution to be designated the “General Obligation Bonds (Earthquake Safety and 
Emergency Response Bonds, 2010), Series 2010E Project Subaccount” (the 
“Series 2010E Project Subaccount”), to be held separate and apart from all other 
accounts of the City. All interest earned on amounts on deposit in the Series 2010E 
Project Subaccount shall be retained in the Series 2010E Project Subaccount. Amounts 
in the Series 2010E Project Subaccount 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 2010E Project Subaccount 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 2010E Project 
Subaccount with other City moneys or deposit amounts credited to the Series 2010E 
Project Subaccount into a separate fund or funds for investment purposes only; provided, 
however, that all of the moneys held in the Series 2010E Project Subaccount (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 2010E Project Subaccount, on behalf of the City, the costs of 
isuance associated with the Series 2010E Bonds. Costs of issuance of the 
Series 2010E 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 2010E Bonds.
(b) Series 2010F Project Subaccount. There is hereby established with the City Treasurer a special subaccount in the Project Subaccount to be designated the “General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010F Project Subaccount” (the “Series 2010F Project Subaccount”), to be held separate and apart from all other accounts of the City. All interest earned on amounts on deposit in the Series 2010F Project Subaccount shall be retained in the Series 2010F Project Subaccount. Amounts in the Series 2010F Project Subaccount 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 2010F Project Subaccount 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 2010F Project Subaccount with other City moneys or deposit amounts credited to the Series 2010F Project Subaccount into a separate fund or funds for investment purposes only; provided, however, that all of the moneys held in the Series 2010F Project Subaccount (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 2010F Project Subaccount, on behalf of the City, the costs of issuance associated with the Series 2010F Bonds. Costs of issuance of the Series 2010F 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 2010F Bonds.

Section 11. Appointment of Securities Depositories, Paying Agents and Other Agents. The Depository Trust Company ("DTC") is hereby appointed as securities depository for each Series of 2010 Bonds. Each Series of 2010 Bonds shall be initially issued only in book-entry form. Upon initial issuance, the ownership of each Series of 2010 Bond shall be registered in the bond registration books 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 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 DTC or any successor securities depository with respect to (1) the accuracy of any records maintained by such securities depository or any participant therein; (2) any notice that is permitted or required to be given to the Registered Owner of such Series of 2010 Bonds under this Resolution; (3) 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; (4) 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; (5) any consent given or other action taken by such securities depository as the Registered Owner of such Series of 2010 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, 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. If the City Treasurer
appoints one or more paying agents, 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 Registered Owner of each Series of 2010 Bonds may be modified to comply with
the policies and procedures of such paying agent. 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 Section 11 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 2010E Redemption Account or the Series 2010F 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 a trustee or escrow agent; (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 (without regard to any numerical modifier, plus or minus sign or other modifier) 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.

inviting bids for the Series 2010E 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 2010F Bonds (the "Series 2010F Official Notice of Sale") submitted to the Board is hereby approved and adopted as the Official Notice of Sale inviting bids for the Series 2010F Bonds, with such changes, additions and modifications as may be made in accordance with Section 19 hereof. Each of the Series 2010E Official Notice of Sale and the Series 2010F 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 the applicable Official Notice of Sale. 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 2010F Bonds, the lowest net effective rate (after application of Interest Subsidy Payments scheduled to be 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 2010E Bonds and the Series 2010F 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 2010E Bonds and the Series 2010F 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 of 2010 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 2010E Bonds and the Series 2010F Bonds, including all appendices (the "Preliminary Official Statement") submitted to the Board is hereby approved and adopted as the Preliminary Official Statement describing the Series 2010E Bonds and the Series 2010F Bonds, with such additions, corrections and revisions as may be determined to be necessary or desirable to be 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, as necessary, 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 2010E Bonds and the Series 2010F 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 2010E Bonds or Series 2010F Bonds.

Section 17. Tax Covenants. (a) General; Series 2010E Bonds. The City hereby covenants with the owners and holders of the Series 2010E 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 2010E 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 2010E Bonds or any of the property financed or refinanced with proceeds of the Series 2010E 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 2010E 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 2010E Bonds or the Series 2010F 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 2010E Bonds or the Series 2010F Bonds or any of the property financed with proceeds of the Series 2010E Bonds or the Series 2010F Bonds, or any portion thereof, or any other funds of the City, that would cause the Series 2010E Bonds or the Series 2010F Bonds to be "private activity bonds" within the meaning of Section 141 of the Code. To that end, so long as any Series 2010E Bonds or the Series 2010F 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 of the Series 2010E Bonds and the Series 2010F Bonds as "governmental bonds." In addition, the City shall insure that none of the proceeds of the Series 2010F 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 2010E Bonds or Series 2010F Bonds, or of any property financed thereby, or other funds of the City, or take or omit to take any action,
that would cause the Series 2010E Bonds or the Series 2010F 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 2010E Bonds or the Series 2010F Bonds.

(d) **Federal Guarantee.** The City shall not make any use of the proceeds of the Series 2010E Bonds or the Series 2010F Bonds or any other funds of the City, or take or omit to take any other action, that would cause the Series 2010E Bonds or the Series 2010F 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 2010E Bonds and the Series 2010F Bonds.

(f) **Hedge Bonds.** The City shall not make any use of the proceeds of the Series 2010E Bonds or the Series 2010F 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 2010E Bonds or the Series 2010F 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 2010E Bonds and the Series 2010F 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 2010E Bonds or the Series 2010F Bonds, as applicable.

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

1. **Build America Bonds; Interest Subsidy Payments.** The City shall take all actions necessary to assure that the proceeds of the Series 2010F 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 2010F Project Subaccount.** The City shall insure that all amounts in the Series 2010F Project Subaccount 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 2010F Bonds, including the investment earnings thereon, in an amount in excess of two percent (2%) of the proceeds of the sale of the Series 2010F Bonds to be used to pay costs of issuance. If the fees of the original purchaser of the Series 2010F Bonds are retained as an underwriter’s discount on the purchase of the Series 2010F Bonds, such retention shall be deemed to be an expenditure of proceeds of the
Series 2010F 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 to be 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 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 2010E Bonds and Series 2010F Bonds in excess of $85,000,000 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 2010E Bonds and the Series 2010F 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. 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 2010E Bonds and the Series 2010F Bonds shall be submitted at the time(s) and in the manner required by the Administrative Code and the Bond Ordinance.

Section 23. CEQA Findings. The Board hereby adopts and incorporates by reference the findings required by the California Environmental Quality Act (“CEQA”), California Public Resources Code Sections 21000 et seq., the CEQA Guidelines, 15 Cal. Administrative Code Sections 15000 et seq., (“CEQA Guidelines”), and the San Francisco Administrative Code Chapter 31 (“Chapter 31”), all as set forth in Resolution 47-10, adopted February 9, 2010; provided however, except for planning and feasibility studies no bond proceeds shall be spent on projects of or relating to neighborhood fire stations, Awss cisterns or Awss pipe improvements, until such time as the Board has determined to proceed with such projects and the necessary CEQA findings and determinations have been made in accordance with law.

Section 24. Planning Code. The Board hereby adopts and incorporates by reference the findings and declarations relative to the conformance of the Bonds to (i) the priority policies of Section 101.1(b) of the San Francisco Planning Code, (ii) Section 4.105 of the San Francisco Charter and Section 2A.53(f) of the San Francisco Administrative
Code, and (iii) consistency with the City's General Plan, all as more fully set forth in Resolution No.47-10, adopted by this Board on February 9, 2010.

Section 25. Citizens' Oversight Committee. The Series 2010 Bonds are subject to, and incorporate by reference, the applicable provisions of San Francisco Administrative Code Sections 5.30 – 5.36 (the “Citizens’ General Obligation Bond Oversight Committee, to the extent permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of each series of the Series 2010 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 Citizens’ General Obligation Bond Oversight Committee to cover the costs of such Committee.

Section 26. 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 2010E Bonds or the Series 2010F Bonds.

APPROVED AS TO FORM:

DENNIS J. HERRERA
City Attorney

By: Mark D. Blake
Deputy City Attorney
Resolution authorizing and directing the sale of not to exceed $85,000,000 aggregate principal amount of City and County of San Francisco General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010E (Tax-Exempt), and City and County of San Francisco General Obligation Bonds (Earthquake Safety and Emergency Response Bonds, 2010), Series 2010F (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; adopting certain CEQA findings and determinations; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale, and delivery of said bonds.

October 27, 2010 Budget and Finance Committee - RECOMMENDED

November 02, 2010 Board of Supervisors - ADOPTED

Ayes: 11 - Alioto-Pier, Avalos, Campos, Chiu, Chu, Daly, Dufty, Elsbernd, Mar, Maxwell and Mirkarimi

I hereby certify that the foregoing Resolution was ADOPTED on 11/2/2010 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor Gavin Newsom
Date Approved