Resolution providing for the issuance of not to exceed $195,000,000 aggregate principal amount of Clean and Safe Neighborhood Parks General Obligation Bonds, 2012, Series 2013A; authorizing the execution, authentication and registration of said Bonds; providing for the levy of a tax to pay the principal and interest thereof; providing for the appointment of depositories and other agents for said Bonds; providing for the establishment of accounts related thereto; 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 256-12 adopted by the Board of Supervisors (the “Board of Supervisors”) of the City and County of San Francisco (the “City”) on July 10, 2012, and signed by the Mayor on July 12, 2012, the Board of Supervisors determined that the public interest and necessity demand improving the safety and quality of neighborhood parks and waterfront open spaces across the City as therein described (collectively, the “Project”); and

WHEREAS, By Ordinance No. 161-12, finally passed by the Board of Supervisors on July 17, 2012, and signed by the Mayor on July 24, 2012 (the “Bond Ordinance”), the Board of Supervisors duly called a special election to be held on November 6, 2012 (the “Bond Election”), for the purpose of submitting to the electors of the City a proposition to incur bonded indebtedness in the amount of $195,000,000 to finance the Project; and

WHEREAS, The Registrar of Voters of the City duly and regularly canvassed the returns of said election and, as the result of such canvass, certified to the Board of Supervisors...
Supervisors that more than two-thirds of the votes cast on said proposition favored the
incurring of such bonded indebtedness; and

WHEREAS, This Board of Supervisors has determined, and does hereby declare that it
is necessary and desirable that all of said Bonds designated generally as City and County of
San Francisco General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2012)
(the "Bonds") (each series to bear such additional or other designation as may be necessary
or appropriate to distinguish such series from every other series and from other bonds issued
by the City) in the aggregate principal amount of $195,000,000, be issued and sold in series
from time to time, for the purposes authorized and on the conditions set forth in this
Resolution of the Board of Supervisors; and

WHEREAS, The City expects to pay certain expenditures in connection with the
projects to be financed by the Bonds prior to the issuance and sale of the Bonds, and the City
intends to reimburse itself and to pay third parties for such prior expenditures from the
proceeds of the 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 the Bonds to be made with respect to expenditures incurred prior to the issuance
of the 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 Bonds will be payable from proceeds of the voter-approved special ad
valorem tax levy described herein; and,
WHEREAS, The Bonds are being issued pursuant to a resolution duly adopted by the Board of Supervisors, Title 5, Division 2, Part I, Chapter 3, Article 4.5 of the California Government Code, the Charter of the City and a duly held election; and

WHEREAS, The adoption of this Resolution shall constitute authorization of the Bonds within the meaning of Section 864 of the California Code of Civil Procedure; and,

WHEREAS, Pursuant to Section 9.106 of the Charter of the City, there shall be delivered a certificate of a duly authorized officer of the City, concurrently with the issuance of each series of the Bonds, stating that the outstanding general obligation bonded indebtedness of the City, including all series of the Bonds issued and to be issued and outstanding on the date of delivery of such series, will not exceed three percent of the assessed value of all taxable real and personal property located within the City; and

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

NOW, THEREFORE, BE IT RESOLVED by the Board of the City 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 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 its Charter and applicable law to
incur indebtedness in the manner and form provided in this Resolution (the "Resolution").

Section 3. Issuance of Bonds. The Board of Supervisors hereby authorizes the
issuance and sale of not to exceed $195,000,000 aggregate principal amount of the Bonds for
the construction, reconstruction, purchase and/or completion of the real property
improvements set forth in the following proposition:

"SAN FRANCISCO CLEAN AND SAFE NEIGHBORHOOD PARKS BONDS To
improve the safety and quality of neighborhood parks across the city and waterfront open
spaces, enhance water quality and clean up environmental contamination along the Bay,
replace unsafe playgrounds, fix restrooms, improve access for the disabled, and ensure the
seismic safety of park and recreation facilities, shall the City and County of San Francisco
issue $195 million dollars in General Obligation Bonds, subject to independent oversight and
regular audits?"

The Bonds may be sold in one or more series, as the Board of Supervisors shall
determine, and shall be sold in accordance with law, as such law may from time to time be
amended, supplemented or revised, and on the terms and conditions approved by the Board
of Supervisors in this Resolution, as supplemented by such other resolution or resolutions
relating to such series of Bonds and as provided in resolution of the Board of Supervisors
authorizing and directing the sale of each series of the Bonds (each, a "Sale Resolution"). The
offering and sale of the Bonds may be aggregated with the offering and sale of other general
obligation bonds being issued by the City as authorized from time to time by the Board of
Supervisors.

Section 4. Execution and Authentication. The resolution of the Board of Supervisors
authorizing and directing the sale of any series of the Bonds shall set forth the form of such
bond, with such necessary or appropriate variations, omissions and insertions as may be
permitted by such resolution. “CUSIP” identification numbers may be imprinted on the Bonds, but such numbers shall not constitute a part of the contract evidenced by the Bonds and any error or omission with respect thereto shall not constitute cause for refusal of any purchaser to accept delivery of and pay for the Bonds. In addition, failure on the part of the City to use such CUSIP numbers in any notice to Owners of the Bonds shall not constitute an event of default or any violation of the City’s contract with such Owners and shall not impair the effectiveness of any such notice.

The Bonds shall be signed by the Mayor of the City and countersigned by the Clerk of the Board of Supervisors. Such signatures may be facsimile or manual. The Clerk of the Board of Supervisors may cause the official seal of the City to be impressed or printed on each of the Bonds. The Treasurer of the City or designee thereof (the “City Treasurer”) shall authenticate the Bonds by manual signature, and when so executed and authenticated, the Clerk of the Board of Supervisors shall deliver the Bonds to or for the account of the purchaser in exchange for the purchase price thereof.

In case any of such officers whose signatures or countersignatures appear on the Bonds shall cease to be such officer before the delivery of such Bonds to the purchaser, such signatures or countersignatures shall nevertheless be valid and sufficient for all purposes as if they had remained in office until the delivery of the Bonds.

Section 5. Transferor Exchange and Registration of Bonds. Any Bond may be transferred or exchanged in accordance with its terms and the resolution of the Board of Supervisors authorizing and directing its sale. Each Bond shall be registered in accordance with the resolution of the Board of Supervisors authorizing and directing its sale.

Section 6. General Redemption Provisions. The terms of redemption (whether optional redemption or mandatory redemption), if any, of any series of Bonds and the manner
prescribed for notice of any redemption of such series of Bonds shall be set forth in the Sale
Resolution authorizing the sale of the Bonds to be redeemed.

The Sale Resolution authorizing the sale of each series of Bonds shall provide that the
City Treasurer shall establish a Redemption Account for such series of Bonds and shall
further provide for the deposit and application of moneys in such Redemption Account.

Section 7. Tax Levy. For the purpose of paying the principal of and interest on the
Bonds, the Board of Supervisors agrees and covenants with the holders of the Bonds that at
the time of fixing the general ad valorem tax levy it shall fix, and in the manner provided for
such general tax levy, levy and collect annually until the Bonds are paid or until there shall be
a sum set apart for that purpose in the treasury of the City sufficient to meet all sums coming
due for payment of principal of and interest on the Bonds, ad valorem taxes sufficient to pay
the annual interest on the Bonds as the same becomes due and also such part of the principal
thereof as shall become due.

Said ad valorem taxes shall be levied without limitation as to rate or amount upon all
property within the City subject to taxation by the City (except certain property which is taxable
at limited rates) in an amount sufficient for the payment of the principal of and interest on the
Bonds, shall be in addition to all other taxes levied for City purposes, shall be collected at the
same time and in the same manner as other taxes of the City are collected, and shall be used
only for the payment of the Bonds and the interest thereon.

All taxes collected pursuant to this Section 7 shall be deposited in a special account to
be designated as the “General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds,
2012) Bond Account” (the “Bond Account”) and each and every series of Bonds issued under
this Resolution shall be equally and ratably secured by the taxes collected pursuant to this
Section. Such account shall be administered by the City Treasurer and kept separate and
apart from all other accounts. Pursuant to the resolution of the Board of Supervisors
authorizing and directing the sale of any series of the Bonds, the City Treasurer may establish
such additional accounts and subaccounts within the Bond Account or with any agent,
including but not limited to any paying agent or fiscal agent, as may be necessary or
convenient in connection with the administration of any series of the Bonds. The resolution of
the Board of Supervisors authorizing and directing the sale of any series of the Bonds shall
establish subaccounts within the Bond Account for each series of the Bonds to provide for the
payment of principal and interest on such series of Bonds.

The City Treasurer shall also deposit in the Bond Account from the proceeds of sale of
the Bonds, any moneys received on account of original issue premium and interest accrued
on the Bonds to the date of payment of the purchase price thereof, and such other moneys, if
any, as may be specified in the Sale Resolution authorizing the sale of each series of Bonds.
So long as any of the Bonds are outstanding, moneys in the Bond Account shall be used and
applied by the City Treasurer solely for the purpose of paying the principal of and interest on
the Bonds as such principal and interest shall become due and payable, or for purchase of
Bonds if permitted by the Sale Resolution authorizing the sale of each series of Bonds;
provided, however, that when all of the principal of and interest on the Bonds have been paid,
any moneys then remaining in said account shall be transferred to the General Fund of the
City or as otherwise permitted by law. The Board of Supervisors shall take such actions
annually as are necessary or appropriate to cause the debt service on the Bonds due in any
fiscal year to be included in the budget for such fiscal year and to make the necessary
appropriations therefor.

Section 8. Administration and Disbursements From Bond Account.

(a) **Interest.** On or before June 15 and December 15 in each year (or on such other
dates as provided in a Sale Resolution) that any of the Bonds is outstanding, the City
Treasurer shall transfer to and set aside in the Bond Account and the appropriate
subaccounts therein relating to each series of the Bonds an amount which, when added to the
amount contained in the Bond Account and subaccounts therein on that date, if any, will be
equal to the aggregate amount of the interest becoming due and payable on each series of
the Bonds outstanding on such interest payment date.

(b) **Principal.** On or before June 15 in each year (or on such other dates as
provided in a Sale Resolution) that any of the Bonds is outstanding, the City Treasurer shall
transfer to and set aside in the Bond Account and the appropriate subaccounts therein
relating to each series of the Bonds an amount which will be equal to the principal on each
series of the Bonds outstanding that will become due and payable on said June 15, including
those Bonds subject to mandatory redemption on such date pursuant to the provisions of the
Sale Resolution authorizing the sale of such Bonds.

All moneys in the Bond Account shall be used and withdrawn by the City Treasurer
solely for the purpose of paying the principal of and interest on each series of the Bonds as
the same shall become due and payable. On June 15 and December 15 in each year that any
Bond is outstanding, the City Treasurer shall allocate, transfer and apply to the various
subaccounts in the Bond Account created pursuant to the Sale Resolution authorizing the sale
of a series of Bonds, on such date on which payment of principal or interest on any series of
Bonds is due, from moneys on deposit in the Bond Account, an amount equal to the amount
of principal of, premium, if any, or interest due on said date with respect to each series of the
Bonds then outstanding. Unless other provision shall have been made pursuant to this
Resolution for the payment of any Bond, all amounts held in the various subaccounts of the
Bond Account created pursuant to the Sale Resolution authorizing the sale of a series of
Bonds shall be used and applied by the City Treasurer to pay principal of, premium, if any,
and interest due on the series of Bonds to which such subaccount relates, as and when due.
Section 9. **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 may authorize such depository to perform, under the supervision of the City Treasurer, any of the City Treasurer’s duties and responsibilities under this Resolution, to the extent permitted by applicable law.

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, escrow agent or registrar for the 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 including such duties and responsibilities of the City Treasurer provided for in this Resolution. 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 10. **Project Account.** There is hereby established a project account to be designated as the “General Obligation Bonds (Clean and Safe Neighborhood Parks Bonds, 2012) Project Account” (the “Project Account”). The Project Account shall be maintained by the City Treasurer, as a separate account, segregated and distinct from all other accounts. The City Treasurer may establish such accounts and subaccounts as may be necessary or convenient in connection with the administration of the Project or the Bonds.

All of the proceeds of the sale of the Bonds, excluding any premium and accrued interest received thereon, shall be deposited by the City Treasurer to the credit of the Project Account and shall be applied exclusively to the objects and purposes specified in the proposition set forth in Section 3 hereof. When such objects and purposes have been accomplished, any moneys remaining in such account shall be transferred to the Bond
Account established pursuant to Section 7 hereof and applied to the payment of the principal of and interest on any series of Bonds. Amounts in the Project Account may be applied to the payment of costs of issuance of the Bonds, including, without limitation, bond and financial printing expenses, mailing and publication expenses, rating agency fees, and the fees and expenses of paying agents, registrars, financial consultants, disclosure counsel and bond counsel.

Section 11. Defeasance Provisions. The Sale Resolution of the Board authorizing and directing the sale of any series of Bonds may provide for the defeasance of such series of Bonds. Any Bonds which have been deemed paid in accordance with the defeasance provisions of the Sale Resolution authorizing and directing their sale shall no longer be deemed outstanding under this Resolution.

Section 12. Tax Covenants. Any series of the Bonds may be issued as bonds the interest on which is excluded from gross income for federal or state income tax purposes or as bonds the interest on which is included in gross income for federal or state income tax purposes or as taxable bonds. With respect to any series of the Bonds the interest on which is excluded from gross income for federal or state income tax purposes, the City may make such covenants and representations as are necessary or convenient to comply with applicable laws and regulations.

Section 13. Other Terms and Provisions Relating To the Bonds. The Sale Resolution providing for the sale of any series of Bonds may provide for (a) the purchase of bond insurance or other credit enhancement relating to such series of Bonds and to the establishment of such additional terms and procedures as may be necessary to provide for the application of such bond insurance or other credit enhancement for the benefit of the Bondholders; (b) the investment of moneys held in any fund or account relating to the Bonds in specific categories or types of investments, so long as such investments are legal.
investments for the City and in compliance with any policy or guideline of the City applicable thereto; and (c) the adoption of any supplemental resolutions relating solely to such series of Bonds.

Section 14. Supplemental Resolutions. For any one or more of the following purposes and at any time or from time to time, a supplemental resolution of the City may be adopted, which, without the requirement of consent of the owners of the Bonds, shall be fully effective in accordance with its terms:

(a) To add to the covenants and agreements of the City in this Resolution or any Sale Resolution authorizing the sale of any series of Bonds, other covenants and agreements to be observed by the City which are not contrary to or inconsistent with this Resolution or any Sale Resolution authorizing the sale of any series of Bonds as theretofore in effect;

(b) To add to the limitations and restrictions in this Resolution or any Sale Resolution authorizing the sale of any series of Bonds, other limitations and restrictions to be observed by the City which are not contrary to or inconsistent with this Resolution or any Sale Resolution authorizing the sale of any series of Bonds as theretofore in effect;

(c) To confirm, as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by, this Resolution or any Sale Resolution authorizing the sale of any series of Bonds as then in effect, of any moneys, securities or funds, or to establish any additional funds or accounts to be held under this Resolution or any Sale Resolution authorizing the sale of any series of Bonds;

(d) To cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in this Resolution or any Sale Resolution authorizing the sale of any series of Bonds; or

(e) To make such additions, deletions or modifications as shall not be materially adverse to the owners of the Bonds.
Any modification or amendment of this Resolution or any Sale Resolution authorizing the sale of any series of Bonds and of the rights and obligations of the City and of the owners of the Bonds, in any particular, may be made by a supplemental resolution, with the written consent of the owners of at least a majority in aggregate principal amount of the Bonds outstanding at the time such consent is given. No such modification or amendment shall permit a change in the terms or maturity of the principal of any outstanding Bonds or of any interest payable thereon or a reduction in the principal amount thereof or in the rate of interest thereon, or shall reduce the percentage of Bonds the consent of the owners of which is required to effect any such modification or amendment, or shall reduce the amount of moneys for the repayment of the Bonds, without in each case the consent of all the owners of such Bonds.

Section 15. Ratification. All actions heretofore taken by officials, employees and agents of the City with respect to the sale and issuance of the Bonds are hereby approved, confirmed and ratified.

Section 16. General Authority. The Clerk of the Board of Supervisors, the Budget and Finance Committee of the Board of Supervisors, the Mayor, the City Treasurer, the City Administrator, the City Attorney, the Director of Public Finance of the City 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 and deliver any and all certificates, requisitions, agreements, notices, consents, and other documents, 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 Bonds and otherwise to give effect to this Resolution.

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

By: Mark D. Blake
Deputy City Attorney
Resolution providing for the issuance of not to exceed $195,000,000 aggregate principal amount of Clean and Safe Neighborhood Parks General Obligation Bonds, 2012, Series 2013A; authorizing the execution, authentication and registration of said Bonds; providing for the levy of a tax to pay the principal and interest thereof; providing for the appointment of depositories and other agents for said Bonds; providing for the establishment of accounts related thereto; 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.

May 15, 2013 Budget and Finance Sub-Committee - RECOMMENDED

May 21, 2013 Board of Supervisors - ADOPTED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

I hereby certify that the foregoing Resolution was ADOPTED on 5/21/2013 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor

Date Approved

5/28/13