[Sale of Tax-Exempt General Obligation Bonds (Public Health and Safety, 2016), Series 2017A - Not to Exceed $176,000,000]

Resolution authorizing the issuance and sale of not to exceed $176,000,000 aggregate principal amount of City and County of San Francisco Tax-Exempt General Obligation Bonds (Public Health and Safety, 2016), Series 2017A; prescribing the form and terms of such bonds; providing for the appointment of depositories and other agents for such bonds; providing for the establishment of accounts related to such bonds; authorizing the sale of such bonds by competitive or negotiated sale; approving the forms of Official Notice of Sale and Notice of Intention to Sell Bonds and directing the publication of the Notice of Intention to Sell Bonds; approving the form of Purchase Contract; approving the form of the Preliminary Official Statement and the execution of the Official Statement relating to the sale of such bonds; approving the form of the Continuing Disclosure Certificate; authorizing and approving modifications to documents; ratifying certain actions previously taken, as defined herein; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale, and delivery of such bonds, as defined herein.

WHEREAS, By Resolution No. 50-16 adopted by the Board of Supervisors (the "Board of Supervisors") of the City and County of San Francisco (the "City") on February 9, 2016, it was determined and declared that public interest and necessity demand the rehabilitation, improvement and seismic upgrade of public health and safety facilities, including making seismic upgrades and improvements to the Pricilla Chan and Mark Zuckerberg San Francisco General Hospital campus, the renovation of and construction of a new addition to the South East Health Center; the improvement of high-demand community health centers with the expansion of and access to mental health, urgent care, substance abuse, dental, and social

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services; the construction of a seismically safe Ambulance Deployment Facility, and the
modernization and upgrade of neighborhood fire stations Citywide; and the improvement and
increased capacity of facilities to better serve homeless individuals and families at City-owned
shelters and homeless service sites, and the payment of related costs necessary or
convenient for the foregoing purposes; and

WHEREAS, By Ordinance No. 22-16 adopted by the Board of Supervisors on February
23, 2016 (the "Bond Ordinance"), the Board of Supervisors duly called a special election to be
held on June 7, 2016, for the purpose of submitting to the electors of the City a proposition to
incur bonded indebtedness of the City in the amount of $350,000,000, to finance the
construction, acquisition, improvement, seismic strengthening and betterment of critical
community and mental health, emergency response and safety, and homeless shelter and
service facilities and related costs necessary or convenient for the foregoing purposes, as
described therein (collectively, the "Project"); and

WHEREAS, A special election was held in the City on June 7, 2016 (the "Bond
Election"), for the purpose of submitting to the qualified voters of the City said proposition and
such proposition was approved by two-thirds of the qualified electors of the City voting on
such proposition; and

WHEREAS, By Resolution No. _____ (the "Authorizing Resolution"), adopted by the
Board of Supervisors on _____, 2016, and signed by the Mayor on _____, 2016, the City
authorized the issuance of the City and County of San Francisco Taxable and Tax-Exempt
General Obligation Bonds (Public Health and Safety, 2016) (the "Bonds"); and

WHEREAS, It is necessary and desirable to issue a first series of the Bonds on a tax-
exempt basis in an aggregate principal amount not to exceed $176,000,000 (the "Series
2017A Bonds"), to finance a portion of the costs of the Project (as defined in the Authorizing
Resolution); and
WHEREAS, The Series 2017A Bonds are being issued pursuant to the Authorizing Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government Code, the Charter of the City (the "Charter"), the Bond Ordinance and the Bond Election; and,

WHEREAS, Pursuant to the applicable provisions of the San Francisco Administrative Code Sections 5.30-5.36, 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 and the Board of Supervisors, and, to the extent permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the Series 2017A Bonds shall be deposited in a fund established by the Office of the City Controller (the "Controller") 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 and its review process; now, therefore, be it

RESOLVED by the Board of Supervisors of the City and County of San Francisco, as follows:

Section 1. Recitals. All of the recitals in this Resolution 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 connection with the issuance of the Series 2017A Bonds exist, have happened and have been performed in due time, form and manner in accordance with applicable law, and the City is now authorized pursuant to the Bond Election, 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 of Supervisors and on file with the Clerk of the Board of Supervisors or designee thereof (the "Clerk of the Board of Supervisors") are contained in File No. 161193.
Section 4. Issuance and Sale of Series 2017A Bonds; Determination of Certain Terms; Designation. The Board of Supervisors authorizes the issuance and sale of not to exceed $176,000,000 in aggregate principal amount of Bonds to be designated as "City and County of San Francisco Tax-Exempt General Obligation Bonds (Public Health and Safety, 2016), Series 2017A," for the purposes set forth in the Bond Ordinance and Proposition A approved by the voters at the Bond Election.

The Director of Public Finance of the City or a designee thereof (the "Director of Public Finance") is authorized to determine, for the Series 2017A Bonds, the sale date, the interest rates, the definitive principal amount, the maturity dates and the redemption dates, if any, and the terms of any optional or mandatory redemption, subject to the other specific provisions of this Resolution, including the following terms and conditions: (i) the Series 2017A Bonds shall not have a true interest cost (as such term is defined in the Official Notice of Sale for the Bonds (the "Official Notice of Sale")) in excess of 12%; and (ii) the Series 2017A Bonds shall not have a final maturity date more than thirty (30) years from their date of issuance. The Director of Public Finance is further authorized to give the Series 2017A Bonds such additional or other series designation, or to modify such series designation, as may be necessary or appropriate to distinguish the Series 2017A Bonds from every other series of Bonds and from other bonds issued by the City.

Section 5. Authentication and Registration of the Series 2017A Bonds. Each of the Series 2017A Bonds shall be in fully registered form without coupons in denominations of $5,000 or any integral multiple of that amount. The officers of the City are directed to cause the Series 2017A Bonds to be prepared in sufficient quantity for delivery to or for the account of their purchaser and the Director of Public Finance is directed to cause the blanks in the Series 2017A Bonds to be completed in accordance with the Authorizing Resolution and the Bond Award or Purchase Contract (as defined below), to procure their execution by the
proper officers of the City (including by facsimile signature if necessary or convenient, except
that any signature of the Clerk of the Board of Supervisors shall be by manual signature) and
authentication as provided in this Section, and to deliver the Series 2017A Bonds when so
executed and authenticated to the purchaser in exchange for the purchase price, all in
accordance with the Authorizing Resolution.

The Series 2017A Bonds and the certificate of authentication and registration, to be
manually executed by the Treasurer of the City or designee thereof (the "City Treasurer"), and
the form of assignment to appear on the Series 2017A Bonds shall be substantially in the
form attached as Exhibit A (a copy of which is on file with the Clerk of the Board of
Supervisors and which is declared to be a part of this Resolution as if fully set forth in this
Resolution), with necessary or appropriate variations, omissions and insertions as permitted
or required by this Resolution.

Only Series 2017A Bonds bearing a certificate of authentication and registration
executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the
benefits of the Authorizing Resolution and this Resolution, and such certificate of the City
Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the
Series 2017A Bonds so authenticated have been duly authenticated and delivered under, and
are entitled to the benefits of, the Authorizing Resolution and this Resolution.

The Controller shall assign a distinctive letter, or number, or letter and number to each
Series 2017A Bond authenticated and registered by the City Treasurer 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 Series 2017A
Bonds, which books shall at all times be open to inspection, and upon presentation for such
purpose, the City Treasurer shall, under such reasonable regulations as he or she may
prescribe, register or transfer or cause to be registered or transferred, on such books, Series
2017A Bonds as provided in this Resolution. The City and the City Treasurer may treat the
registered owner of each Series 2017A Bond as its absolute owner 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 2017A Bonds. Any Series 2017A Bond
may, in accordance with its terms, be transferred upon the books required to be kept pursuant
to the provisions of Section 6, 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 2017A
Bond for cancellation, accompanied by delivery of a duly executed written instrument of
transfer in a form approved by the City Treasurer.

Any Series 2017A Bond may be exchanged at the office of the City Treasurer for a like
aggregate principal amount of other authorized denominations of the same interest rate and
maturity.

Whenever any Series 2017A Bond shall be surrendered for transfer or exchange, the
designated City officials shall execute (as provided in Section 5) and the City Treasurer shall
authenticate and deliver a new Series 2017A Bond of the same interest rate and maturity in a
like aggregate principal amount. The City Treasurer shall require the payment by any bond
owner requesting any such transfer of any tax or other governmental charge required to be
paid with respect to such transfer or exchange.

No transfer or exchange of Series of 2017A Bonds shall be required to be made by the
City Treasurer during the period from the Record Date (as defined in Section 8(b)) 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 2017A Bonds.
Section 8. Terms of the Series 2017A Bonds; General Redemption Provisions.

(a) Date of the Series 2017A Bonds. The Series 2017A Bonds shall be dated the date of their delivery or such other date (the "Dated Date") as is specified in the Bond Award or the Purchase Contract.

(b) Payment of the Series 2017A Bonds. The principal of the Series 2017A Bonds shall be payable in lawful money of the United States of America to their owners, upon surrender at maturity or earlier redemption at the office of the City Treasurer. The interest on the Series 2017A Bonds shall be payable in like lawful money to the person whose name appears on the bond registration books of the City Treasurer as the owner 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).

Except as may be otherwise provided in connection with any book-entry only system applicable to the Series 2017A Bonds, payment of the interest on any Series 2017A Bond shall be made by check mailed on the interest payment date to such owner at such owner's address as it appears on the registration books as of the Record Date; provided, that 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 Series 2017A 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 on the next succeeding interest payment date and thereafter by wire transfer to a commercial bank located within the United States of America.
For so long as any Series 2017A Bonds are held in book-entry form by a securities depository selected by the City pursuant to Section 11, payment shall be made to the registered owner of the Series 2017A Bonds designated by such securities depository by wire transfer of immediately available funds.

(c) **Interest on the Series 2017A Bonds.** The Series 2017A Bonds shall bear interest at rates to be determined upon the sale of the Series 2017A Bonds, calculated on the basis of a 360-day year comprised of twelve 30-day months, payable on June 15, 2017 (or such other date as may be designated in the Bond Award or the Purchase Contract), and semiannually thereafter on June 15 and December 15 of each year. Each Series 2017A Bond shall bear interest from the interest payment date next preceding the date of its authentication 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, that if, at the time of authentication of any Series 2017A Bond, interest is in default on the Series 2017A Bonds, such Series 2017A Bond shall bear interest from the interest payment date to which interest has previously been paid or made available for payment on the Series 2017A Bonds or from the Dated Date if the first interest payment is not made.

(d) **Optional Redemption.** The Series 2017A Bonds shall be subject to optional redemption prior to maturity as shall be provided in the Official Notice of Sale or the Purchase Contract, as applicable.

(e) **Mandatory Redemption.** The Series 2017A Bonds shall be subject to mandatory redemption as shall be designated by the purchaser pursuant to the terms of the Official Notice of Sale or as designated in the Purchase Contract, as applicable.
The principal of and interest on the Series 2017A Bonds subject to mandatory redemption shall be paid from the Series 2017A Bond Subaccount established in Section 9, pursuant to Section 9. In lieu of any such mandatory redemption for Series 2017A Bonds, at any time prior to the selection of Series 2017A Bonds for mandatory redemption, the City may apply amounts on deposit in the Series 2017A Bond Subaccount to make such payment to the purchase, at public or private sale, of Series 2017A Bonds subject to such mandatory redemption, 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.

(f) Selection of Series 2017A Bonds for Redemption. Whenever less than all of the outstanding Series 2017A Bonds are called for redemption on any date, the Director of Public Finance will select the maturities of the Series 2017A Bonds to be redeemed in the sole discretion of the Director of Public Finance. Whenever less than all of the outstanding Series 2017A Bonds maturing on any one date are called for redemption, the manner of selection of the portion of such Series 2017A Bonds called for redemption shall be as specified in the Official Statement for the Series 2017A Bonds.

(g) Notice of Redemption. The date on which Series 2017A Bonds that are called for redemption are to be presented for redemption is called the "Redemption Date." The City Treasurer shall mail, or cause to be mailed, notice of any redemption of Series 2017A Bonds, postage prepaid, to the respective registered owners at the addresses appearing on the bond registration books not less than twenty (20) nor more than sixty (60) days prior to the Redemption Date. The notice of redemption shall (a) state the Redemption Date; (b) state the redemption price; (c) state the maturity dates of the Series 2017A Bonds to be redeemed and, if less than all of any such maturity is called for redemption, the distinctive numbers of the Series 2017A Bonds of such maturity to be redeemed, and in the case of any Series 2017A
Bonds to be redeemed in part only, the respective portions of the principal amount to be
redeemed; (d) state the CUSIP number, if any, of each Series 2017A Bond to be redeemed;
(e) require that such Series 2017A Bonds be surrendered by the owners at the office of the
City Treasurer or his or her agent; and (f) give notice that interest on such Series 2017A Bond
or portion of Series 2017A Bond to be redeemed will cease to accrue after the Redemption
Date. Notice of optional redemption may be conditional upon receipt of funds or other event
specified in the notice of redemption as provided in subsection (j) of this Section 8.

The actual receipt by the owner of any Series 2017A 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 2017A Bonds or the cessation of accrual of interest on such
Series 2017A Bonds on the Redemption Date.

Notice of 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, (iii)
overnight delivery service, or (iv) to the extent acceptable to the intended recipient, email or
similar electronic means, to (a) all organizations registered with the Securities and Exchange
Commission as securities depositories and (b) such other services or organizations as may
be required in accordance with the Continuing Disclosure Certificate described in Section 19.

The notice or notices required for redemption shall be given by the City Treasurer or
any agent appointed by the City. A certificate of the City Treasurer or such other appointed
agent of the City that notice of redemption has been given to the owner of any Series 2017A
Bond to be redeemed in accordance with this Resolution shall be conclusive against all
parties.

(h) Series 2017A Redemption Account. At the time the Director of Public Finance
determines to optionally call and redeem any of the Series 2017A Bonds, the Controller or his
or her agent shall establish a redemption account to be described or known as the "General Obligation Bonds, Series 2017A Redemption Account" (the "Series 2017A Redemption Account"), and prior to or on the Redemption Date there must be set aside in the Series 2017A Redemption Account moneys available for the purpose and sufficient to redeem, as provided in this Resolution, the Series 2017A Bonds designated in said notice of redemption, subject to the provisions of subsection (j) of this Section. Such moneys must be set aside in the Series 2017A 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 2017A Bonds to be redeemed upon presentation and surrender of such Series 2017A Bonds. Any interest due on or prior to the Redemption Date may be paid from the Series 2017A Bond Subaccount as provided in Section 9 or from the Series 2017A Redemption Account. Moneys held from time to time in the Series 2017A 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 2017A Bonds have been redeemed and canceled or paid and canceled, there are moneys remaining in the Series 2017A Redemption Account, such moneys shall be transferred to the General Fund of the City or to such other fund or account as required by applicable law; provided, that if such moneys are part of the proceeds of refunding bonds, such moneys shall be transferred pursuant to the resolution authorizing such refunding bonds.

(i) **Effect of Redemption.** When notice of optional redemption has been given substantially as provided in this Resolution, and when the amount necessary for the redemption of the Series 2017A Bonds called for redemption (principal, premium, if any, and accrued interest to such Redemption Date) is set aside for that purpose in the Series 2017A Redemption Account, the Series 2017A Bonds designated for redemption shall become due and payable on the Redemption Date, and upon presentation and surrender of such Series

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2017A Bonds at the place specified in the notice of redemption, such Series 2017A Bonds shall be redeemed and paid at the redemption price out of the Series 2017A Redemption Account. No interest will accrue on such Series 2017A Bonds called for redemption after the Redemption Date and the registered owners of such Series 2017A Bonds shall look for payment of such Series 2017A Bonds only to the Series 2017A Redemption Account. All Series 2017A Bonds redeemed shall be canceled immediately by the City Treasurer and shall not be reissued.

(j) **Conditional Notice of Redemption; Rescission of Redemption.** Any notice of optional redemption given as provided in Section 8(g) may provide that such redemption is conditioned upon: (i) deposit in the Series 2017A Redemption Account of sufficient moneys to redeem the Series 2017A Bonds called for optional redemption on the anticipated Redemption Date, or (ii) the occurrence of any other event specified in the notice of redemption. If conditional notice of redemption has been given substantially as provided in this subsection (j), and on the scheduled Redemption Date (i) sufficient moneys to redeem the Series 2017A Bonds called for optional redemption on the Redemption Date have not been deposited in the Series 2017A Redemption Account, or (ii) any other event specified in the notice of redemption as a condition to the redemption has not occurred, then (y) the Series 2017A Bonds for which conditional notice of redemption was given shall not be redeemed on the anticipated Redemption Date and shall remain Outstanding for all purposes of this Resolution, and (z) the redemption not occurring shall not constitute a default under this Resolution or the Authorizing Resolution.

The City may rescind any optional redemption and notice of it for any reason on any date prior to any Redemption Date by causing written notice of the rescission to be given to the owners of all Series 2017A Bonds so called for redemption. Notice of any such rescission of redemption shall be given in the same manner notice of redemption was originally given.
The actual receipt by the owner of any Series 2017A 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 2017A Bond Subaccount. There is established with the City Treasurer a special subaccount in the General Obligation Bonds (Public Health and Safety, 2016) Bond Account (the "Bond Account") created pursuant to the Authorizing Resolution to be designated as the "General Obligation Bonds, Series 2017A Bond Subaccount" (the "Series 2017A Bond Subaccount"), to be held separate and apart from all other accounts of the City. All interest earned on amounts on deposit in the Series 2017A Bond Subaccount shall be retained in the Series 2017A Bond Subaccount.

On or prior to the date on which any payment of principal of or interest on the Series 2017A Bonds is due, including any Series 2017A Bonds subject to mandatory redemption on such date, the City Treasurer shall allocate to and deposit in the Series 2017A Bond Subaccount, from amounts held in the Bond Account, an amount which, when added to any available moneys contained in the Series 2017A Bond Subaccount, is sufficient to pay principal of and interest on the Series 2017A Bonds on such date.

On or prior to the date on which any Series 2017A 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 2017A 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 2017A Redemption Account, is sufficient to pay principal, interest and premium, if any, with respect to such Series 2017A 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 2017A Bonds as is necessary or convenient to permit the optional redemption of the Series 2017A Bonds.
Amounts in the Series 2017A 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 (i) commingle any of the moneys held in the Series 2017A Bond Subaccount with other
City moneys or (ii) deposit amounts credited to the Series 2017A Bond Subaccount into a
separate fund or funds for investment purposes only; provided, that all of the moneys held in
the Series 2017A Bond Subaccount shall be accounted for separately notwithstanding any
such commingling or separate deposit by the City Treasurer.

Section 10. Series 2017A Project Subaccount. There is established with the City
Treasurer a special subaccount in the General Obligation Bonds (Public Health and Safety,
2016) Project Account (the "Project Account") created pursuant to the Authorizing Resolution
to be designated the "General Obligation Bonds, Series 2017A Project Subaccount" (the
"Series 2017A 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 2017A Project Subaccount
shall be retained in the Series 2017A Project Subaccount. Amounts in the Series 2017A
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).

Amounts in the Series 2017A 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 (i) commingle any of the moneys held in the Series 2017A Project Subaccount with other
City moneys or (ii) deposit amounts credited to the Series 2017A Project Subaccount into a
separate fund or funds for investment purposes only; provided, that all of the moneys held in
the Series 2017A Project Subaccount (including interest earnings) shall be accounted for
separately notwithstanding any such comingling or separate deposit by the City Treasurer.
The City Treasurer is authorized to pay or cause to be paid from the proceeds of the Series 2017A Bonds, on behalf of the City, the costs of issuance associated with the Series 2017A Bonds. Costs of issuance of the Series 2017A Bonds shall include, without limitation, bond and financial printing expenses, mailing and publication expenses, rating agency fees, the fees and expenses of paying agents, credit enhancers, registrars, financial consultants, disclosure counsel and co-bond counsel, and the reimbursement of departmental expenses in connection with the issuance of the Series 2017A Bonds.

Section 11. Appointment of Depositories and Other Agents. The City Treasurer is authorized and directed to appoint one or more depositories as he or she may deem desirable and the procedures set forth in Section 6, Section 7 and Section 8 relating to registration of ownership of the Series 2017A Bonds and payments and redemption notices to owners of the Series 2017A Bonds may be modified to comply with the policies and procedures of such depository. The City will not have any responsibility or obligation to any purchaser of a beneficial ownership interest in any Series 2017A Bonds or to any participants in such a depository with respect to (i) the accuracy of any records maintained by such securities depository or any participant therein; (ii) any notice that is permitted or required to be given to the owners of Series 2017A Bonds under this Resolution; (iii) the selection by such securities depository or any participant therein of any person to receive payment in the event of a partial redemption of Series 2017A Bonds; (iv) the payment by such securities depository or any participant therein of any amount with respect to the principal or redemption premium, if any, or interest due with respect to Series 2017A Bonds; (v) any consent given or other action taken by such securities depository as the owner of Series 2017A Bonds; or (vi) any other matter.

The Depository Trust Company ("DTC") is appointed as depository for the Series 2017A Bonds. The Series 2017A Bonds shall be initially issued in book-entry form. Upon
initial issuance, the ownership of each Series 2017A Bond shall be registered in the bond
register in the name of Cede & Co., as nominee of DTC. So long as each Series 2017A Bond
is registered in book-entry form, each Series 2017A Bond shall be registered in the name of
Cede & Co. or in the name of such successor nominee as may be designated from time to
time by DTC or any successor as depository.

The City Treasurer is 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 the Series 2017A Bonds or may
assist the City Treasurer in performing any or all of such functions and such other duties as
the City Treasurer shall determine. Such agents shall serve under such terms and conditions
as the City Treasurer shall determine. The City Treasurer may remove or replace agents
appointed pursuant to this paragraph at any time.

Section 12. Defeasance Provisions. Payment of all or any portion of the Series 2017A
Bonds may be provided for prior to such Series 2017A Bonds' respective stated maturities by
irrevocably depositing with the Treasurer (or any commercial bank or trust company
designated by the Treasurer to act as escrow agent with respect thereto):

(a) An amount of cash equal to the principal amount of all of such Series 2017A
Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the case
of Series 2017A Bonds which are to be redeemed prior to such Series 2017A 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 any premium due on such 
Redemption Date; or
(b) Defeasance Securities (as herein defined) not subject to call, except as provided below in the definition thereof, maturing and paying interest at such times and in such amounts; together with interest earnings and cash, if required, as will, without reinvestment, as certified by an independent certified public accountant, be fully sufficient to pay the principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be, and any premium due on the Series 2017A Bonds to be paid or redeemed, as such principal and interest come due; provided, that, in the case of the Series 2017A Bonds which are to be redeemed prior to maturity, notice of such redemption shall be given as provided in Section 8 hereof or an irrevocable election to give such notice shall have been made by the City; then, all obligations of the City with respect to such outstanding Series 2017A Bonds shall cease and terminate, except only the tax covenants under Section 26 and 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 2017A Bonds all sums due with respect thereto; and provided further, that the City shall have received an opinion of nationally recognized bond counsel, that provision for the payment of such Series 2017A 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:

(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 or paying agent has been given irrevocable instructions concerning their calling and redemption and the issuer has covenanted not to redeem such obligations other than as set forth in such instructions; (b) the municipal obligations are secured by cash and/or United
States Obligations; (c) the principal of and interest on the United States Obligations (plus any cash in the escrow fund or the redemption account) are sufficient to meet the liabilities of the municipal obligations; (d) the United States Obligations serving as security for the municipal obligations are held by an escrow agent or trustee; (e) the United States Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent; and (f) the municipal obligations are rated (without regard to any numerical modifier, plus or minus sign or other modifier), at the time of original deposit to the escrow fund, by any two Rating Agencies (as defined below) not lower than the rating then maintained by such Rating Agencies on such United States Obligations.

For purposes of this Section 12, "United States Obligations" means (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 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, not lower than the rating then maintained by the respective Rating Agency on United States Obligations described in clause (i) above.

For purposes of this Section 12, "Rating Agencies" means Moody's Investors Service, Inc., Fitch Ratings, and Standard and Poor's Rating Services, a division of The McGraw-Hill Companies, Inc., or any other nationally recognized bond rating agency that is the successor to any of the foregoing rating agencies or that is otherwise established after the date hereof.
Section 13. Sale of Series 2017A Bonds by Competitive or Negotiated Sale. The Board of Supervisors authorizes the sale of the Series 2017A Bonds by solicitation of competitive bids or by negotiated sale to one or more underwriters to be appointed in accordance with City policies, if so determined by the Director of Public Finance.

Section 14. Official Notice of Sale; Receipt of Bids; Bond Award.

(a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids for the Series 2017A Bonds submitted to the Board of Supervisors is approved and adopted as the Official Notice of Sale inviting bids for the Series 2017A Bonds, with such changes, additions and modifications as may be made in accordance with Section 20. The Director of Public Finance is authorized and directed to cause to be mailed or otherwise circulated to prospective bidders for the Series 2017A Bonds copies of the Official Notice of Sale, subject to such corrections, revisions or additions as may be acceptable to the Director of Public Finance.

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

(c) Bond Award. As provided in the Official Notice of Sale, the City may reject any and all bids received for any reason. The Controller is authorized to award the Series 2017A Bonds to the responsible bidder whose bid (a) is timely received and conforms to the Official Notice of Sale, except to the extent informalities and irregularities are waived by the City as permitted by the Official Notice of Sale, and (b) represents the lowest true interest cost to the City in accordance with the procedures described in the Official Notice of Sale. The award, if made, shall be set forth in a certificate signed by the Controller setting forth the terms of the Series 2017A Bonds and the original purchasers (the "Bond Award"). The Controller shall provide a copy of the Bond Award as soon as practicable to the Clerk of the Board of
Supervisors and the Director of Public Finance; provided, that failure to provide such copy shall not affect the validity of the Bond Award.

Section 15. Publication of Notice of Intention to Sell Bonds. The form of proposed Notice of Intention to Sell the Series 2017A Bonds (the "Notice of Intention to Sell Bonds") submitted to the Board of Supervisors is approved and adopted as the Notice of Intention to Sell the Series 2017A Bonds, and the Director of Public Finance is authorized and directed to cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions as may be made in accordance with Section 20, to be published once in The Bond Buyer or another financial publication generally circulated throughout the State of California.

Section 16. Authorization of Negotiated Sale; Authorization to Select Underwriters; Form of Purchase Contract Approval. The Controller, in consultation with the Director of Public Finance, is hereby authorized to conduct the sale of the Series 2017A Bonds by negotiated sale pursuant to one or more Purchase Contracts (each, a "Purchase Contract"), each by and between the City and the underwriter(s) named therein (the "Underwriters"), if the Controller determines that such manner of sale is in the best financial interest of the City, such determination to be conclusively evidenced by the execution and delivery of such Purchase Contract as hereinafter approved. The form of such Purchase Contract as presented to this Board of Supervisors, a copy of which is on file with the Clerk of the Board, is hereby approved. The Controller or the Director of Public Finance is hereby authorized to execute such Purchase Contract with such changes, additions and modifications as the Controller or the Director of Public Finance may make or approve in accordance with Section 20 hereof; provided however, that the Underwriters' discount under any such Purchase Contract shall not exceed 2.00% of the principal amount of the Series 2017A Bonds.

In order to facilitate the sale of the Series 2017A Bonds by negotiated sale, the Controller or the Director of Public Finance is hereby authorized and directed to appoint one
or more financial institutions to act as underwriter for the Series 2017A Bonds in accordance with City policies and procedures, including, but not limited to, the City’s policy to provide locally disadvantaged minority business enterprises and women enterprises an equal opportunity to participate in the performance of all City contracts.

Section 17. Disposition of Proceeds of Sale. The proceeds of sale of the Series 2017A Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any, shall be deposited into the Series 2017A Bond Subaccount; (b) premium, if any, shall be deposited into the Series 2017A Bond Subaccount in such amount not to exceed three years of interest on the Series 2017A Bonds; and (iii) remaining proceeds of sale shall be deposited into the Series 2017A Project Subaccount.

Section 18. Official Statement. The form of proposed Preliminary Official Statement describing the Series 2017A Bonds (the "Preliminary Official Statement") submitted to the Board of Supervisors is approved and adopted as the Preliminary Official Statement describing the Series 2017A Bonds, with such additions, corrections and revisions as may be determined to be necessary or desirable made in accordance with Section 20. The Controller is 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 authorized and directed to cause to be printed and mailed or electronically distributed to prospective bidders for the Series 2017A Bonds the Preliminary Official Statement in substantially the form of the Preliminary Official Statement approved and adopted by this Resolution, 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 2017A Bonds, which final Official Statement shall be in the form of the Preliminary Official Statement, with such additions, corrections and revisions.
as may be determined to be necessary or desirable made in accordance with Section 20 and
as are permitted under the Rule. The Director of Public Finance is authorized and directed to
cause to be printed and mailed or electronically distributed the final Official Statement to all
actual initial purchasers of the Series 2017A Bonds.

Section 19. 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 the Series 2017A Bonds to comply with the Rule, submitted to the
Board of Supervisors is approved and adopted as the Continuing Disclosure Certificate, with
such additions, corrections and revisions as may be determined to be necessary or desirable
made in accordance with Section 20. The Controller is 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 the Series 2017A Bonds.

Section 20. Modification to Documents. Any City official authorized by this Resolution
to execute any document is further authorized, in consultation with the City Attorney and co-
bond counsel, to approve and make such changes, additions, amendments or modifications
to the document or documents such official is authorized to execute as may be necessary or
advisable (provided, that such changes, additions, amendments or modifications shall not
authorize an aggregate principal amount of Series 2017A Bonds in excess of $176,000,000 or
conflict with the provisions of Section 4). The approval of any change, addition, amendment
or modification to any of the aforementioned documents shall be evidenced conclusively by
the execution and delivery of the document in question.

Section 21. Ratification. All actions previously taken by officials, employees and
agents of the City with respect to the sale and issuance of the Series 2017A Bonds,
consistent with any documents presented and this Resolution, are approved, confirmed and
ratified.
Section 22. **Relationship to Authorizing Resolution.** In the event of any conflict between this Resolution and the Authorizing Resolution, the terms of this Resolution shall control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing Resolution, the City is not obligated to transfer money from the General Fund of the City to the Bond Account to pay the principal of or interest on the Series 2017A Bonds.

Section 23. **Accountability Reports.** The Series 2017A Bonds are subject to accountability requirements under the City's Administrative Code and the Bond Ordinance. The deadline for submission of the Accountability report(s) under Administrative Code section(s) 2.71 (a) and 2.71(b) are hereby waived with respect to the Series 2017A Bonds. Accountability report(s) with respect to the Series 2017A Bonds shall be submitted in all other respects in the manner required by the Administrative Code and the Bond Ordinance.

Section 24. **Citizens' Oversight Committee.** The Series 2017A Bonds are subject to, and incorporate by reference, the applicable provisions of the San Francisco Administrative Code Sections 5.30-5.36 (the "Citizens' General Obligation Bond Oversight Committee"), and, to the extent permitted by law, one tenth of one percent (0.1%) of the gross proceeds of the Series 2017A Bonds shall be deposited into 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 25. **CEQA Determination.** The Board of Supervisors hereby reaffirms and incorporates by reference the CEQA findings and determinations set forth in the Bond Ordinance as if set forth in full herein. The use of bond proceeds to finance any project or portion of any project with Bond proceeds will be subject, as necessary, to approval of the Board of Supervisors upon completion of any planning and any further required environmental review under CEQA for the individual facilities and projects.

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

"Closing Date" means the date on which the Series 2017A Bonds are first authenticated and delivered to the initial purchasers against payment therefor.

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

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

"Gross Proceeds" means any proceeds as defined in Section 1.148-1(b) of the Regulations, and any replacement proceeds as defined in Section 1.148-1(c) of the Regulations, of the Series 2017A Bonds.

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

"Nonpurpose Investment" means any investment property, as defined in section 148(b) of the Code, in which Gross Proceeds of the Series 2017A Bonds are invested and which is not acquired to carry out the governmental purposes of the Series 2017A Bonds.

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

"Regulations" means any proposed, temporary, or final Income Tax Regulations issued pursuant to Sections 103 and 141 through 150 of the Code, and 103 of the Internal Revenue Code of 1954, which are applicable to the Series 2017A Bonds. Any reference to any specific Regulation shall also mean, as appropriate, any proposed, temporary or final Income Tax Regulation designed to supplement, amend or replace the specific Regulation referenced.

"Yield" of

(1) any Investment has the meaning set forth in Section 1.148-5 of the Regulations; and
(2) the Series 2017A Bonds has the meaning set forth in Section 1.148-4 of the Regulations.

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

(c) No Private Use or Private Payments. Except as permitted by section 141 of the Code and the Regulations and rulings thereunder, the City shall at all times prior to the last stated maturity of Series 2017A Bonds:

(1) exclusively own, operate and possess all property, the acquisition, construction or improvement of which is to be financed or refinanced directly or indirectly with Gross Proceeds of the Series 2017A Bonds, and not use or permit the use of such Gross Proceeds (including all contractual arrangements with terms different than those applicable to the general public) or any property acquired, constructed or improved with such Gross Proceeds in any activity carried on by any person or entity (including the United States or any agency, department and instrumentality thereof) other than a state or local government, unless such use is solely as a member of the general public; and

(2) not directly or indirectly impose or accept any charge or other payment by any person or entity who is treated as using Gross Proceeds of the Series 2017A Bonds or any
property the acquisition, construction or improvement of which is to be financed or refinanced
directly or indirectly with such Gross Proceeds, other than taxes of general application within
the City or interest earned on investments acquired with such Gross Proceeds pending
application for their intended purposes.

(d) No Private Loan. Except to the extent permitted by section 141 of the Code and
the Regulations and rulings thereunder, the City shall not use Gross Proceeds of the Series
2017A Bonds to make or finance loans to any person or entity other than a state or local
government. For purposes of the foregoing covenant, such Gross Proceeds are considered
to be "loaned" to a person or entity if: (1) property acquired, constructed or improved with
such Gross Proceeds is sold or leased to such person or entity in a transaction which creates
a debt for federal income tax purposes; (2) capacity in or service from such property is
committed to such person or entity under a take-or-pay, output or similar contract or
arrangement; or (3) indirect benefits, or burdens and benefits of ownership, of such Gross
Proceeds or any property acquired, constructed or improved with such Gross Proceeds are
otherwise transferred in a transaction which is the economic equivalent of a loan.

(e) Not to Invest at Higher Yield. Except to the extent permitted by section 148 of
the Code and the Regulations and rulings thereunder, the City shall not at any time prior to
the final stated maturity of the Series 2017A Bonds directly or indirectly invest Gross
Proceeds in any Investment, if as a result of such investment the Yield of any Investment
acquired with Gross Proceeds, whether then held or previously disposed of, exceeds the
Yield of the Series 2017A Bonds.

(f) Not Federally Guaranteed. Except to the extent permitted by section 149(b) of
the Code and the Regulations and rulings thereunder, the City shall not take or omit to take
any action which would cause the Series 2017A Bonds to be federally guaranteed within the
meaning of section 149(b) of the Code and the Regulations and rulings thereunder.
(g) **Information Report.** The City shall timely file the information required by section 149(e) of the Code with the Secretary of the Treasury on Form 8038-G or such other form and in such place as the Secretary may prescribe.

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

1. The City shall account for all Gross Proceeds (including all receipts, expenditures and investments thereof) on its books of account separately and apart from all other funds (and receipts, expenditures and investments thereof) and shall retain all records of accounting for at least six years after the day on which the last outstanding Bond is discharged. However, to the extent permitted by law, the City may commingle Gross Proceeds of the Series 2017A Bonds with other money of the City, provided that the City separately accounts for each receipt and expenditure of Gross Proceeds and the obligations acquired therewith.

2. Not less frequently than each Computation Date, the City shall calculate the Rebate Amount in accordance with rules set forth in section 148(f) of the Code and the Regulations and rulings thereunder. The City shall maintain such calculations with its official transcript of proceedings relating to the issuance of the Series 2017A Bonds until six years after the final Computation Date.

3. As additional consideration for the purchase of the Series 2017A Bonds by the initial purchasers and the loan of the money represented thereby and in order to induce such purchase by measures designed to ensure the excludability of the interest thereon from the gross income of the owners thereof for federal income tax purposes, the City shall pay to the United States the amount that when added to the future value of previous rebate payments made for the Series 2017A Bonds equals (i) in the case of a Final Computation Date as defined in Section 1.148-3(e)(2) of the Regulations, one hundred percent (100%) of the Rebate Amount on such date; and (ii) in the case of any other Computation Date, ninety
percent (90%) of the Rebate Amount on such date. In all cases, the rebate payments shall be
made at the times, in the installments, to the place and in the manner as is or may be required
by section 148(f) of the Code and the Regulations and rulings thereunder, and shall be
accompanied by Form 8038-T or such other forms and information as is or may be required
by Section 148(f) of the Code and the Regulations and rulings thereunder.

(4) The City shall exercise reasonable diligence to assure that no errors are made in
the calculations and payments required by paragraphs (2) and (3), and if an error is made, to
discover and promptly correct such error within a reasonable amount of time thereafter (and in
all events within one hundred eighty (180) days after discovery of the error), including
payment to the United States of any additional Rebate Amount owed to it, interest thereon,
and any penalty imposed under Section 1.148-3(h) of the Regulations.

(i) Not to Divert Arbitrage Profits. Except to the extent permitted by section 148 of
the Code and the Regulations and rulings thereunder, the City shall not, at any time prior to
the earlier of the stated maturity or final payment of the Series 2017A Bonds, enter into any
transaction that reduces the amount required to be paid to the United States pursuant to
Subsection (h) of this Section because such transaction results in a smaller profit or a larger
loss than would have resulted if the transaction had been at arm’s length and had the Yield of
the Series 2017A Bonds not been relevant to either party.

Section 27. General Authority. The Clerk of the Board of Supervisors, the Mayor, the
City Treasurer, the Director of Public Finance, the City Attorney and the Controller are each
authorized and directed in the name and on behalf of the City to take any and all steps and to
issue, deliver or enter into any and all certificates, requisitions, agreements, notices,
consents, and other documents as may be necessary to give effect to the provisions of this
Resolution, including but not limited to 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 2017A Bonds. Any such actions are solely intended to further the purposes of this Resolution, and are subject in all respects to the terms of this Resolution. No such actions shall increase the risk to the City or require the City to spend any resources not otherwise granted herein. Final versions of any such documents shall be provided to the Clerk of the Board of Supervisors for inclusion in the official file within 30 days (or as soon thereafter as final documents are available) of execution by all parties.

APPROVED AS TO FORM:
DENNIS J. HERRERA City Attorney

By: 
Kenneth D. Roux
Deputy City Attorney
Resolution authorizing the issuance and sale of not to exceed $176,000,000 aggregate principal amount of City and County of San Francisco Tax-Exempt General Obligation Bonds (Public Health and Safety, 2016), Series 2017A; prescribing the form and terms of such bonds; providing for the appointment of depositories and other agents for such bonds; providing for the establishment of accounts related to such bonds; authorizing the sale of such bonds by competitive or negotiated sale; approving the forms of Official Notice of Sale and Notice of Intention to Sell Bonds and directing the publication of the Notice of Intention to Sell Bonds; approving the form of Purchase Contract; approving the form of the Preliminary Official Statement and the execution of the Official Statement relating to the sale of such bonds; approving the form of the Continuing Disclosure Certificate; authorizing and approving modifications to documents; ratifying certain actions previously taken, as defined herein; and granting general authority to City officials to take necessary actions in connection with the authorization, issuance, sale, and delivery of such bonds, as defined herein.

November 30, 2016 Budget and Finance Committee - RECOMMENDED

December 06, 2016 Board of Supervisors - ADOPTED

Ayes: 10 - Avalos, Breed, Campos, Cohen, Farrell, Kim, Mar, Peskin, Tang and Yee

File No. 161193

I hereby certify that the foregoing Resolution was ADOPTED on 12/6/2016 by the Board of Supervisors of the City and County of San Francisco.

Peggy Newsom
Angela Calvillo
Clerk of the Board

Mayor

Date Approved