

1 [Sale of General Obligation Bonds - Transportation and Road Improvement Bonds, 2014 - Not  
2 to Exceed \$177,000,000]

3 **Resolution authorizing and directing the sale of not to exceed \$177,000,000 aggregate**  
4 **principal amount of City and County of San Francisco General Obligation Bonds**  
5 **(Transportation and Road Improvement Bonds, 2014), Series 2018B; prescribing the**  
6 **form and terms of said bonds; authorizing the execution, authentication, and**  
7 **registration of said bonds; providing for the appointment of depositories and other**  
8 **agents for said bonds; providing for the establishment of accounts related to said**  
9 **bonds; providing for the manner of sale of said bonds by either competitive or**  
10 **negotiated sale; approving the forms of Official Notice of Sale and Notice of Intention**  
11 **to Sell Bonds; directing the publication of the Notice of Intention to Sell Bonds;**  
12 **approving the form of the Preliminary Official Statement and the form and execution of**  
13 **the Official Statement relating to the sale of said bonds; approving the form of the**  
14 **Continuing Disclosure Certificate; authorizing and approving modifications to**  
15 **documents, as defined herein; declaring the City's official intent to reimburse certain**  
16 **expenditures; waiving the deadline for submission of Bond Accountability Reports;**  
17 **adopting findings under the California Environmental Quality Act (CEQA), CEQA**  
18 **Guidelines, and Chapter 31 of the Administrative Code; ratifying certain actions**  
19 **previously taken as defined herein; and granting general authority to City officials to**  
20 **take necessary actions in connection with the authorization, issuance, sale, and**  
21 **delivery of said bonds, as defined herein.**

22  
23 WHEREAS, By Resolution No. 228-14 adopted by the Board of Supervisors (the  
24 "Board") of the City and County of San Francisco (the "City") on July 8, 2014 and signed by  
25 the Mayor of the City (the "Mayor") on July 18, 2014, it was determined and declared that

1 public interest and necessity demands the acquisition, construction and improvement of  
2 street, transportation and related infrastructure therein described (the "Project"); and

3 WHEREAS, By Ordinance No. 148-14 adopted by the Board on July 15, 2014, and  
4 signed by the Mayor on July 24, 2014 (the "Bond Ordinance"), the Board duly called a special  
5 election to be held on November 4, 2014 (the "Bond Election"), for the purpose of submitting  
6 to the electors of the City a proposition to incur bonded indebtedness in the amount of  
7 \$500,000,000 to finance the Project ("2014 Proposition A") , and such proposition was  
8 approved by not less than a two-thirds vote of the qualified electors of the City voting on such  
9 proposition; and

10 WHEREAS, By Resolution No. 193-15 adopted by the Board on June 2, 2015 and  
11 signed by the Mayor on June 9, 2015 (the "Authorizing Resolution"), the City authorized the  
12 issuance of not to exceed \$500 million of its General Obligation Bonds (Transportation and  
13 Road Improvement Bonds, 2014) (the "Bonds"); and

14 WHEREAS, By Resolution No. 192-15, adopted by the Board of Supervisors on June  
15 2, 2015, and signed by the Mayor on June 9, 2015, the City authorized the sale of the Bonds  
16 (the "Series 2015B Bonds"), which Series 2015B Bonds were issued in the principal amount  
17 of \$67,005,000; and

18 WHEREAS, It is now necessary and desirable to issue a second series of Bonds in  
19 aggregate principal amount of not to exceed \$177,000,000 City and County of San Francisco  
20 General Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series  
21 2018B (the "Series 2018B Bonds"), to finance a portion of the costs of the Project; and

22 WHEREAS, The Series 2018B Bonds are being issued pursuant to the Authorizing  
23 Resolution and Title 5, Division 2, Part 1, Chapter 3, Article 4.5 of the California Government  
24 Code, the Charter of the City (the "Charter"), the Bond Ordinance and the Bond Election; and  
25

1           WHEREAS, The City has paid and expects to pay certain expenditures in connection  
2 with the Project to be financed by the Series 2018B Bonds prior to the issuance and sale of  
3 the Series 2018B Bonds, and the City intends to reimburse itself and to pay third parties for  
4 such prior expenditures from the proceeds of the Series 2018B Bonds; and

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

9           WHEREAS, The Reimbursement Regulations require that any reimbursement  
10 allocation of proceeds of the Series 2018B Bonds to be made with respect to expenditures  
11 incurred prior to the issuance of the Series 2018B Bonds will occur not later than eighteen  
12 (18) months after the later of (i) the date on which the expenditure is paid or (ii) the date on  
13 which the facilities are placed in service, but in no event later than three (3) years after the  
14 expenditure is paid; and

15           WHEREAS, The Citizens' General Obligation Bond Oversight Committee shall conduct  
16 an annual review of bond spending and shall provide an annual report on the management of  
17 the program to the Mayor and the Board, and, to the extent permitted by law, one-tenth of one  
18 percent (0.1%) of the gross proceeds of the Series 2018B Bonds shall be deposited in a fund  
19 established by the City Controller's Office and appropriated by the Board at the direction of  
20 the Citizens' General Obligation Bond Oversight Committee to cover the costs of such  
21 Committee and its review process; now, therefore, be it

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

24           Section 1.   Recitals. All of the recitals in this Resolution are true and correct.  
25

1           Section 2.   Conditions Precedent. All conditions, things and acts required by law to  
2 exist, to happen and to be performed precedent to the issuance of the Series 2018B Bonds  
3 and the adoption of this Resolution exist, have happened and have been performed in due  
4 time, form and manner in accordance with applicable law, and the City is now authorized  
5 pursuant to the Bond Election and the Charter and applicable law to incur indebtedness in the  
6 manner and form provided in this Resolution.

7           Section 3.   Documents. The documents presented herein to the Board are on file  
8 with the Clerk of the Board in File No. 171253.

9           Section 4.   Issuance and Sale of Series 2018B Bonds; Determination of Certain  
10 Terms; Designation. The Board hereby authorizes the issuance and sale of not to exceed  
11 \$177,000,000 in aggregate principal amount of Bonds to be designated as “City and County of  
12 San Francisco General Obligation Bonds (Transportation and Road Improvement Bonds,  
13 2014), Series 2018B” (or such other designation as may be necessary or appropriate), for the  
14 purposes set forth in the Bond Ordinance and in 2014 Proposition A approved by the voters at  
15 the Bond Election.

16           The Director of Public Finance of the City or his or her designee (the “Director of Public  
17 Finance”) is hereby authorized to determine, for the Series 2018B Bonds, the sale date, the  
18 interest rates, the definitive principal amount, the maturity dates and the redemption dates, if  
19 any, and the terms of any optional or mandatory redemption thereof, subject to the other  
20 specific provisions of this Resolution, including the following terms and conditions: (i) the  
21 Series 2018B Bonds shall not have a true interest cost in excess of 12% (as such term is  
22 defined in the Official Notice of Sale (as defined in Section 14(a) hereof); and (ii) the Series  
23 2018B Bonds shall not have a final maturity date after June 15, 2043. The Director of Public  
24 Finance is further authorized to give the Series 2018B Bonds such additional or other series  
25 designation, or to modify such series designation, as may be necessary or appropriate to

1 distinguish the Series 2018B Bonds from every other series of Bonds and from other bonds  
2 issued by the City.

3 Section 5. Execution, Authentication and Registration of the Series 2018B Bonds.

4 Each of the Series 2018B Bonds shall be in fully registered form without coupons in  
5 denominations of \$5,000 or any integral multiple thereof. The officers of the City are hereby  
6 directed to cause the Series 2018B Bonds to be prepared in sufficient quantity for delivery to  
7 or for the account of the purchaser thereof and the Controller of the City or his or her designee  
8 (the "Controller") is hereby directed to cause the blanks in the Series 2018B Bonds to be  
9 completed in accordance with the Authorizing Resolution and the Bond Award (as defined in  
10 Section 14(c) hereof), to procure their execution by the proper officers of the City (including by  
11 facsimile signature if necessary or convenient, excluding any facsimile signature for the Clerk  
12 of the Board, which shall be required to be signed manually) and authentication as provided in  
13 this Section 5, and to deliver the Series 2018B Bonds when so executed and authenticated to  
14 said purchaser in exchange for the purchase price thereof, all in accordance with the  
15 Authorizing Resolution.

16 The Series 2018B Bonds and the certificate of registration and authentication, to be  
17 manually executed by the Treasurer of the City or designee thereof (the "City Treasurer"), and  
18 the form of assignment to appear on the Series 2018B Bonds shall be substantially in the form  
19 attached hereto as Exhibit A (a copy of which is on file with the Clerk of the Board and which  
20 is hereby declared to be a part of this Resolution as if fully set forth in this Resolution), with  
21 such necessary or appropriate variations, omissions and insertions as permitted or required  
22 by this Resolution.

23 Only Series 2018B Bonds bearing a certificate of registration and authentication  
24 executed by the City Treasurer shall be valid or obligatory for any purpose or entitled to the  
25 benefits of the Authorizing Resolution and this Resolution, and such certificate of the City

1 Treasurer, executed as provided in this Resolution, shall be conclusive evidence that the  
2 Series 2018B Bonds so authenticated have been duly authenticated and delivered under, and  
3 are entitled to the benefits of, the Authorizing Resolution and this Resolution.

4 The Controller shall assign a distinctive letter, or number, or letter and number to each  
5 Series 2018B Bond authenticated and registered by the City Treasurer and shall maintain a  
6 record thereof which shall be available for inspection.

7 Section 6. Registration Books. The City Treasurer shall keep or cause to be kept, at  
8 the office of the City Treasurer, or at the designated office of any registrar appointed by the  
9 City Treasurer, separate and sufficient books for the registration and transfer of Series 2018B  
10 Bonds, which books shall at all times be open to inspection, and upon presentation for such  
11 purpose, the City Treasurer shall, under such reasonable regulations as he or she may  
12 prescribe, register or transfer or cause to be registered or transferred, on said books Series  
13 2018B Bonds, as provided in this Resolution. The City and the City Treasurer may treat the  
14 registered owners of each Series 2018B Bond in such registration book (the "Registered  
15 Owners") as the absolute owners thereof for all purposes, and the City and the City Treasurer  
16 shall not be affected by any notice to the contrary.

17 Section 7. Transfer or Exchange of Series 2018B Bonds. Any Series 2018B Bond  
18 may, in accordance with its terms, be transferred upon the registration books required to be  
19 kept pursuant to the provisions of Section 6 hereof, by the Registered Owner, in person or by  
20 the duly authorized attorney of such person in writing, upon surrender of such Series 2018B  
21 Bond for cancellation, accompanied by delivery of a duly executed written instrument of  
22 transfer in a form approved by the City Treasurer.

23 Any Series 2018B Bond may be exchanged at the office of the City Treasurer for a like  
24 aggregate principal amount of other authorized denominations of the same interest rate and  
25 maturity.

1 Whenever any Series 2018B Bond shall be surrendered for transfer or exchange, the  
2 designated City officials shall execute (as provided in Section 5 hereof) and the City Treasurer  
3 shall authenticate and deliver a new Series 2018B Bond of the same interest rate and maturity  
4 in a like aggregate principal amount. The City Treasurer shall require the payment by any  
5 Registered Owner requesting any such transfer of any tax or other governmental charge  
6 required to be paid with respect to such transfer or exchange.

7 No transfer or exchange of Series 2018B Bonds shall be required to be made by the  
8 City Treasurer during the period from the Record Date (as defined in Section 8 hereof) next  
9 preceding each interest payment date to such interest payment date or after a notice of  
10 redemption shall have been mailed with respect to such Series 2018B Bonds.

11 Section 8. Terms of the Series 2018B Bonds; General Redemption Provisions.

12 (a) Date of the Series 2018B Bonds. The Series 2018B Bonds shall be dated the  
13 date of their delivery or such other date (the "Dated Date"), as specified in the Bond Award.

14 (b) Payment of the Series 2018B Bonds. The principal of the Series 2018B Bonds  
15 shall be payable in lawful money of the United States of America to the Registered Owner  
16 thereof, upon the surrender thereof at maturity or earlier redemption at the office of the City  
17 Treasurer. The interest on the Series 2018B Bonds shall be payable in like lawful money to  
18 the Registered Owner whose name appears on the bond registration books of the City  
19 Treasurer as the Registered Owner thereof as of the close of business on the last day of the  
20 month immediately preceding an interest payment date (the "Record Date"), whether or not  
21 such day is a Business Day (as defined below).

22 Except as may be otherwise provided in connection with any book-entry only system  
23 applicable to the Series 2018B Bonds, payment of the interest on any Series 2018B Bond  
24 shall be made by check mailed on the interest payment date to its Registered Owner at such  
25 Owner's address as it appears on the registration books as of the Record Date; provided,

1 however, if any interest payment date occurs on a day that banks in California or New York  
2 are closed for business or the New York Stock Exchange is closed for business, then such  
3 payment shall be made on the next succeeding day that banks in both California and New  
4 York are open for business and the New York Stock Exchange is open for business (each, a  
5 "Business Day"); and provided, further, that the Registered Owner of an aggregate principal  
6 amount of at least \$1,000,000 of Series 2018B Bonds may submit a written request to the City  
7 Treasurer on or before a Record Date preceding an interest payment date for payment of  
8 interest on the next succeeding interest payment date and thereafter by wire transfer to a  
9 commercial bank located within the United States of America.

10 For so long as any Series 2018B Bonds are held in book-entry form by a securities  
11 depository selected by the City pursuant to Section 11 hereof, payment of principal and  
12 interest shall be made to the Registered Owner of the Series 2018B Bonds designated by  
13 such securities depository by wire transfer of immediately available funds.

14 (c) Interest on the Series 2018B Bonds. The Series 2018B Bonds shall bear  
15 interest at rates to be determined upon the sale of the Series 2018B Bonds, calculated on the  
16 basis of a 360-day year comprised of twelve 30-day months, payable on June 15, 2018 (or  
17 such other date as may be designated in the applicable Bond Award), and semiannually  
18 thereafter on June 15 and December 15 of each year. Each Series 2018B Bond shall bear  
19 interest from the interest payment date next preceding the date of authentication thereof  
20 unless it is authenticated as of a day during the period from the Record Date next preceding  
21 any interest payment date to the interest payment date, inclusive, in which event it shall bear  
22 interest from such interest payment date, or unless it is authenticated on or before the first  
23 Record Date, in which event it shall bear interest from the Dated Date; provided, however,  
24 that if, at the time of authentication of any Series 2018B Bond, interest is in default on the  
25 Series 2018B Bonds, such Series 2018B Bond shall bear interest from the interest payment



1 date to which interest has previously been paid or made available for payment on the Series  
2 2018B Bonds or from the Dated Date if the first interest payment is not made.

3 (d) Optional Redemption. The Series 2018B Bonds shall be subject to optional  
4 redemption prior to maturity as provided in the Official Notice of Sale or the Bond Award.

5 (e) Mandatory Redemption. The Series 2018B Bonds shall be subject to mandatory  
6 redemption at par, by lot, in any year in which the purchaser thereof has designated that the  
7 principal amount payable with respect to that year shall constitute a mandatory sinking fund  
8 payment, as and to the extent permitted by the Official Notice of Sale. Any Series 2018B  
9 Bonds subject to mandatory redemption shall be designated as such in the Official Notice of  
10 Sale or the Bond Award.

11 The principal of and interest on the Series 2018B Bonds subject to mandatory  
12 redemption shall be paid from the Series 2018B Bond Subaccount (as defined in Section 9  
13 hereof), pursuant to Section 9 hereof. In lieu of any such mandatory redemption for the  
14 Series 2018B Bonds, at any time prior to the selection of the Series 2018B Bonds for  
15 mandatory redemption, the City may apply amounts on deposit in the Series 2018B Bond  
16 Subaccount to purchase Series 2018B Bonds subject to such redemption, at public or private  
17 sale, as and when and at such prices not in excess of the principal amount thereof (including  
18 sales commission and other charges but excluding accrued interest), as the City may  
19 determine.

20 (f) Selection of Series 2018B Bonds for Redemption. Whenever less than all of the  
21 outstanding Series 2018B Bonds are called for redemption on any date, the City Treasurer will  
22 select the maturities of the Series 2018B Bonds to be redeemed in the sole discretion of the  
23 City Treasurer. Whenever less than all of the outstanding Series 2018B Bonds maturing on  
24 any one date are called for redemption on any one date, the City Treasurer will select the  
25 Series 2018B Bonds or portions thereof, in denominations of \$5,000 or any integral multiple

1 thereof, to be redeemed from the outstanding Series 2018B Bonds maturing on such date not  
2 previously selected for redemption, by lot in any manner which the City Treasurer deems fair.  
3 If the Series 2018B Bonds to be optionally redeemed are also subject to mandatory  
4 redemption, the City Treasurer shall designate the mandatory sinking fund payment or  
5 payments (or portions thereof) against which the principal amount of the Series 2018B Bonds  
6 optionally redeemed shall be credited.

7 (g) Notice of Redemption. The date on which Series 2018B Bonds that are called  
8 for redemption are to be presented for redemption is herein called the "Redemption Date."  
9 The City Treasurer shall mail, or cause to be mailed, notice of any redemption of Series  
10 2018B Bonds, postage prepaid, to the respective Registered Owner thereof at the addresses  
11 appearing on the registration books not less than twenty (20) days nor more than sixty (60)  
12 days prior to the Redemption Date. The notice of redemption shall (i) state the Redemption  
13 Date; (ii) state the redemption price; (iii) state the maturity dates of the Series 2018B Bonds to  
14 be redeemed and, if less than all of any such maturity is called for redemption, the distinctive  
15 numbers of the Series 2018B Bonds of such maturity to be redeemed, and in the case of any  
16 Series 2018B Bonds to be redeemed in part only, the respective portions of the principal  
17 amount thereof to be redeemed; (iv) state the CUSIP number, if any, of each Series 2018B  
18 Bond to be redeemed; (v) require that such Series 2018B Bonds be surrendered by the  
19 Registered Owners at the office of the City Treasurer or his or her agent; and (vi) give notice  
20 that interest on such Series 2018B Bonds or portions of such Series 2018B Bonds to be  
21 redeemed will cease to accrue after the designated Redemption Date. Notice of optional  
22 redemption may be conditional upon receipt of funds or other events specified in the notice of  
23 redemption as provided in Section 8(j) hereof.

24 The actual receipt by the Registered Owner of any Series 2018B Bond of notice of  
25 such redemption shall not be a condition precedent to redemption, and failure to receive such

1 notice, or any defect in such notice so mailed, shall not affect the validity of the proceedings  
2 for the redemption of such Series 2018B Bonds or the cessation of accrual of interest on such  
3 Series 2018B Bonds on the Redemption Date.

4 Notice of such redemption also shall be given, or caused to be given, by the City  
5 Treasurer, by (i) registered or certified mail, postage prepaid, (ii) confirmed facsimile  
6 transmission, (iii) overnight delivery service, or (iv) to the extent acceptable to the intended  
7 recipient, email or similar electronic means, to (A) all organizations registered with the  
8 Securities and Exchange Commission as securities depositories and (B) such other services  
9 or organizations as may be required in accordance with the Continuing Disclosure Certificate  
10 described in Section 19 hereof.

11 The notice or notices required for redemption shall be given by the City Treasurer, or  
12 any agent appointed by the City. A certificate of the City Treasurer or such other appointed  
13 agent of the City that notice of redemption has been given to the Registered Owner of any  
14 Series 2018B Bond in accordance with this Resolution shall be conclusive against all parties.

15 (h) Series 2018B Redemption Account. At the time the City Treasurer determines  
16 to optionally call and redeem any of the Series 2018B Bonds, the City Treasurer or his or her  
17 agent shall establish a redemption account to be described or known as the "General  
18 Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series 2018B  
19 Redemption Account" (the "Series 2018B Redemption Account"), and prior to or on the  
20 Redemption Date there must be set aside in the Series 2018B Redemption Account moneys  
21 available for the purpose and sufficient to redeem, as provided in this Resolution, the Series  
22 2018B Bonds designated in said notice of redemption, subject to the provisions of Section 8(j)  
23 hereof. Said moneys must be set aside in the Series 2018B Redemption Account solely for  
24 the purpose of, and shall be applied on or after the Redemption Date to, payment of the  
25 redemption price of the Series 2018B Bonds to be redeemed upon presentation and

1 surrender of such Series 2018B Bonds. Any interest due on or prior to the Redemption Date  
2 may be paid from the Series 2018B Bond Subaccount as provided in Section 9 hereof or from  
3 the Series 2018B Redemption Account. Moneys held from time to time in the Series 2018B  
4 Redemption Account shall be invested by the City Treasurer pursuant to the City's policies  
5 and guidelines for investment of moneys in the General Fund of the City. If, after all of the  
6 Series 2018B Bonds have been redeemed and canceled or paid and canceled, there are  
7 moneys remaining in the Series 2018B Redemption Account, said moneys shall be  
8 transferred to the General Fund of the City or to such other fund or account as required by  
9 applicable law; provided, however, that if said moneys are part of the proceeds of refunding  
10 bonds, said moneys shall be transferred pursuant to the resolution authorizing such refunding  
11 bonds.

12 (i) Effect of Redemption. When notice of optional redemption has been given,  
13 substantially as provided in this Resolution, and when the amount necessary for the  
14 redemption of the Series 2018B Bonds called for redemption (principal, premium, if any, and  
15 accrued interest to such Redemption Date) is set aside for that purpose in the Series 2018B  
16 Redemption Account, the Series 2018B Bonds designated for redemption shall become due  
17 and payable on the Redemption Date therefor, and upon presentation and surrender of said  
18 Series 2018B Bonds at the place specified in the notice of redemption, such Series 2018B  
19 Bonds shall be redeemed and paid at said redemption price out of the Series 2018B  
20 Redemption Account. No interest will accrue on such Series 2018B Bonds called for  
21 redemption after the Redemption Date and the Registered Owners of such Series 2018B  
22 Bonds shall look for payment of such Series 2018B Bonds only to the Series 2018B  
23 Redemption Account. All Series 2018B Bonds redeemed shall be canceled forthwith by the  
24 City Treasurer and shall not be reissued.

1 (j) Conditional Notice of Optional Redemption; Rescission of Redemption. Any  
2 notice of optional redemption given as provided in Section 8(g) hereof may provide that such  
3 redemption is conditioned upon: (i) deposit in the Series 2018B Redemption Account of  
4 sufficient moneys to redeem the Series 2018B Bonds called for optional redemption on the  
5 anticipated Redemption Date, or (ii) the occurrence any other event specified in the notice of  
6 redemption. If conditional notice of optional redemption has been given, substantially as  
7 provided herein, and on the scheduled Redemption Date (A) sufficient moneys to redeem the  
8 Series 2018B Bonds called for optional redemption on the Redemption Date have not been  
9 deposited in the Series 2018B Redemption Account, or (B) any other event specified in the  
10 notice of redemption as a condition to the redemption has not occurred, then (y) the Series  
11 2018B Bonds for which conditional notice of redemption was given shall not be redeemed on  
12 the anticipated Redemption Date and shall remain Outstanding for all purposes of this  
13 Resolution, and (z) the redemption not occurring shall not constitute an event of default under  
14 this Resolution or the Authorizing Resolution.

15 The City may rescind any optional redemption and notice thereof for any reason on any  
16 date prior to any Redemption Date by causing written notice of the rescission to be given to  
17 the Registered Owners of all Series 2018B Bonds so called for redemption. Notice of such  
18 rescission of redemption shall be given in the same manner notice of redemption was  
19 originally given. The actual receipt by the Registered Owner of any Series 2018B Bond of  
20 notice of such rescission shall not be a condition precedent to rescission, and failure to  
21 receive such notice or any defect in such notice so mailed shall not affect the validity of the  
22 rescission.

23 Section 9. Series 2018B Bond Subaccount. There is hereby established with the  
24 City Treasurer a special subaccount in the General Obligation Bonds (Transportation and  
25 Road Improvement Bonds, 2014) Bond Account (the "Bond Account") created pursuant to the

1 Authorizing Resolution to be designated the "General Obligation Bonds (Transportation and  
2 Road Improvement Bonds, 2014), Series 2018B Bond Subaccount" (the "Series 2018B Bond  
3 Subaccount"), to be held separate and apart from all other accounts of the City. Any bid  
4 premium received upon the delivery of the Series 2018B Bonds shall be deposited into the  
5 Series 2018B Bond Subaccount. All interest earned on amounts on deposit in the Series  
6 2018B Bond Subaccount shall be retained in the Series 2018B Bond Subaccount.

7 On or prior to the date on which any payment of principal of or interest on the Series  
8 2018B Bonds is due, including any Series 2018B Bonds subject to mandatory redemption on  
9 said date, the City Treasurer shall allocate to and deposit in the Series 2018B Bond  
10 Subaccount, from amounts held in the Bond Account, an amount which, when added to any  
11 available moneys contained in the Series 2018B Bond Subaccount, is sufficient to pay  
12 principal of and interest on the Series 2018B Bonds on such date.

13 On or prior to the date on which any Series 2018B Bonds are to be redeemed at the  
14 option of the City pursuant to this Resolution, the City Treasurer may allocate to and deposit  
15 in the Series 2018B Redemption Account, from amounts held in the Bond Account pursuant to  
16 Section 8 of the Authorizing Resolution, an amount which, when added to any available  
17 moneys contained in the Series 2018B Redemption Account, is sufficient to pay principal,  
18 interest and premium, if any, with respect to such Series 2018B Bonds on such date. The  
19 City Treasurer may make such other provision for the payment of principal of and interest and  
20 any redemption premium on the Series 2018B Bonds as is necessary or convenient to permit  
21 the optional redemption of the Series 2018B Bonds.

22 Amounts in the Series 2018B Bond Subaccount may be invested in any investment of  
23 the City in which moneys in the General Fund of the City are invested. The City Treasurer  
24 may (i) commingle any of the moneys held in the Series 2018B Bond Subaccount with other  
25 City moneys, or (ii) deposit amounts credited to the Series 2018B Bond Subaccount into a

1 separate fund or funds for investment purposes only; provided, however, that all of the  
2 moneys held in the Series 2018B Bond Subaccount shall be accounted for separately  
3 notwithstanding any such commingling or separate deposit by the City Treasurer.

4 Section 10. Series 2018B Project Subaccount. There is hereby established with the  
5 City Treasurer a special subaccount in the General Obligation Bonds (Transportation and  
6 Road Improvement Bonds, 2014) Project Account (the "Project Account") created pursuant to  
7 the Authorizing Resolution to be designated the "General Obligation Bonds (Transportation  
8 and Road Improvement Bonds, 2014), Series 2018B Project Subaccount" (the "Series 2018B  
9 Project Subaccount"), to be held separate and apart from all other accounts of the City. All  
10 interest earned on amounts on deposit in the Series 2018B Project Subaccount shall be  
11 retained in the Series 2018B Project Subaccount. Amounts in the Series 2018B Project  
12 Subaccount shall be expended in accordance with the provisions of the Authorizing  
13 Resolution for the acquisition, construction or reconstruction of the Project or portions thereof.

14 Amounts in the Series 2018B Project Subaccount may be invested in any investment of  
15 the City in which moneys in the General Fund of the City are invested. The City Treasurer  
16 may (i) commingle any of the moneys held in the Series 2018B Project Subaccount with other  
17 City moneys, or (ii) deposit amounts credited to the Series 2018B Project Subaccount into a  
18 separate fund or funds for investment purposes only; provided, however, that all of the  
19 moneys held in the Series 2018B Project Subaccount (including interest earnings) hereunder  
20 shall be accounted for separately notwithstanding any such commingling or separate deposit  
21 by the City Treasurer.

22 The City Treasurer also is hereby authorized to pay or cause to be paid from the  
23 proceeds of the Series 2018B Bonds on deposit in the Series 2018B Project Subaccount, on  
24 behalf of the City, the costs of issuance associated with the Series 2018B Bonds. Costs of  
25 issuance of the Series 2018B Bonds shall include, without limitation, bond and financial

1 printing expenses, mailing and publication expenses, rating agency fees, the fees and  
2 expenses of paying agents, registrars, financial consultants, disclosure counsel and co-bond  
3 counsel and the reimbursement of departmental expenses in connection with the issuance of  
4 the Series 2018B Bonds.

5 Section 11. Appointment of Depositories and Other Agents. The City Treasurer is  
6 authorized and directed to appoint one or more depositories as he or she may deem desirable  
7 and the procedures set forth in Sections 6, 7 and 8 hereof relating to registration of ownership  
8 of the Series 2018B Bonds and payments and redemption notices to owners of the Series  
9 2018B Bonds may be modified to comply with the policies and procedures of such depository.  
10 The City will not have any responsibility or obligation to any purchaser of a beneficial  
11 ownership interest in any Series 2018B Bonds or to any participants in such depository with  
12 respect to (i) the accuracy of any records maintained by such securities depository or any  
13 participant therein; (ii) any notice that is permitted or required to be given to the Registered  
14 Owners of such Series 2018B Bonds under this Resolution; (iii) the selection by such  
15 securities depository or any participant therein of any person to receive payment in the event  
16 of a partial redemption of such Series 2018B Bonds; (iv) the payment by such securities  
17 depository or any participant therein of any amount with respect to the principal or redemption  
18 premium, if any, or interest due with respect to such Series 2018B Bonds; (v) any consent  
19 given or other action taken by such securities depository as the Registered Owner of such  
20 Series 2018B Bonds; or (vi) any other matter.

21 The Depository Trust Company ("DTC") is hereby appointed as securities depository  
22 for the Series 2018B Bonds. The Series 2018B Bonds shall be initially issued only in book-  
23 entry form. Upon initial issuance, the ownership of each Series 2018B Bond shall be  
24 registered in the bond registration books in the name of Cede & Co., as nominee of DTC. So  
25 long as each Series 2018B Bond is registered in book-entry form, each Series 2018B Bond



1 shall be registered in the name of Cede & Co. or in the name of such successor nominee as  
2 may be designated from time to time by DTC or any successor as depository.

3 The City Treasurer is hereby also authorized and directed to appoint one or more  
4 agents, as he or she may deem necessary or desirable. To the extent permitted by applicable  
5 law and under the supervision of the City Treasurer, such agents may serve as paying agent,  
6 fiscal agent, rebate calculation agent, escrow agent or registrar for the Series 2018B Bonds,  
7 or may assist the City Treasurer in performing any or all of such functions and such other  
8 duties as the City Treasurer shall determine. If the City Treasurer appoints one or more  
9 paying agents, the procedures set forth in Sections 6 and 8 hereof relating to registration of  
10 ownership of the Series 2018B Bonds and payments and redemption notices to Registered  
11 Owner of the Series 2018B Bonds may be modified to comply with the policies and  
12 procedures of such paying agent. Such agents shall serve under such terms and conditions  
13 as the City Treasurer shall determine. The City Treasurer may remove or replace agents  
14 appointed pursuant to this paragraph at any time.

15 Section 12. Defeasance Provisions. Payment of all or any portion of the Series  
16 2018B Bonds may be provided for prior to the respective stated maturities of the Series  
17 2018B Bonds by irrevocably depositing with the City Treasurer (or any commercial bank or  
18 trust company designated by the City Treasurer to act as escrow agent with respect thereto):

19 (a) An amount of cash equal to the principal amount of all of such Series 2018B  
20 Bonds or a portion thereof, and all unpaid interest thereon to maturity, except that in the case  
21 of the Series 2018B Bonds that are to be redeemed prior to such Series 2018B Bonds'  
22 respective stated maturities and in respect of which notice of such redemption shall have  
23 been given as provided in Section 8 hereof or an irrevocable election to give such notice shall  
24 have been made by the City, the amount to be deposited shall be the principal amount  
25

1 thereof, all unpaid interest thereon to the Redemption Date, and premium, if any, due on such  
2 Redemption Date; or

3 (b) Defeasance Securities (as defined below) not subject to call, except as provided  
4 below in the definition thereof, maturing and paying interest at such times and in such  
5 amounts, together with interest earnings and cash, if required, as will, without reinvestment,  
6 as certified by an independent certified public accountant, be fully sufficient to pay the  
7 principal and all unpaid interest to maturity, or to the Redemption Date, as the case may be,  
8 and premium, if any, due on the Series 2018B Bonds to be paid or redeemed, as such  
9 principal and interest come due; provided, that, in the case of such Series 2018B Bonds that  
10 are to be redeemed prior to maturity, notice of such redemption shall be given as provided in  
11 Section 8 hereof or an irrevocable election to give such notice shall have been made by the  
12 City; then, all obligations of the City with respect to said outstanding Series 2018B Bonds shall  
13 cease and terminate, except only the obligation of the City to pay or cause to be paid from the  
14 funds deposited pursuant to paragraph (a) or (b) of this Section 12, to the owners of such  
15 Series 2018B Bonds all sums due with respect thereto; provided, that the City shall have  
16 received an opinion of nationally recognized bond counsel, that provision for the payment of  
17 such Series 2018B Bonds has been made in accordance with this Section 12.

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

21 (1) United States Obligations (as defined below); and

22 (2) Pre-refunded fixed interest rate municipal obligations meeting the following  
23 conditions: (a) the municipal obligations are not subject to redemption prior to maturity, or the  
24 trustee has been given irrevocable instructions concerning their calling and redemption and  
25 the issuer has covenanted not to redeem such obligations other than as set forth in such

1 instructions; (b) the municipal obligations are secured by cash or United States Obligations;  
2 (c) the principal of and interest on the United States Obligations (plus any cash in the escrow  
3 fund or the Series 2018B Redemption Account) are sufficient to meet the liabilities of the  
4 municipal obligations; (d) the United States Obligations serving as security for the municipal  
5 obligations are held by a trustee or escrow agent; (e) the United States Obligations are not  
6 available to satisfy any other claims, including those against the trustee or escrow agent; and  
7 (f) the municipal obligations are rated (without regard to any numerical modifier, plus or minus  
8 sign or other modifier), at the time of original deposit to the escrow fund, by two of the Rating  
9 Agencies (as defined herein) not lower than the rating then maintained by the respective  
10 Rating Agency on United States Obligations.

11 For purposes of this Section 12, "United States Obligations" shall mean (i) direct and  
12 general obligations of the United States of America, or obligations that are unconditionally  
13 guaranteed as to principal and interest by the United States of America, including without  
14 limitation, the interest component of Resolution Funding Corporation (REFCORP) bonds that  
15 have been stripped by request to the Federal Reserve Bank of New York in book-entry form  
16 or (ii) any security issued by an agency or instrumentality of the United States of America that  
17 is selected by the Director of Public Finance that results in the escrow fund being rated by two  
18 of the Rating Agencies, at the time of the initial deposit to the escrow fund and upon any  
19 substitution or subsequent deposit to the escrow fund, no lower than the rating then  
20 maintained by the respective Rating Agency on United States Obligations described in (i)  
21 above.

22 For purposes of this Section 12, "Rating Agencies" shall mean Moody's Investors  
23 Service, Inc., Fitch Ratings, and Standard and Poor's Rating Services, or any other nationally  
24 recognized bond rating agency that is the successor to any of the foregoing rating agencies or  
25 that is otherwise recognized as a national rating agency after the date hereof.

1           Section 13. Sale of Series 2018B Bonds by Competitive or Negotiated Sale. The  
2 Board authorizes the sale of the Series 2018B Bonds by solicitation of competitive bids or by  
3 negotiated sale to one or more underwriters to be appointed in accordance with City policies,  
4 if so determined by the Director of Public Finance. If the Series 2018B Bonds are sold by  
5 competitive sale such sale shall be conducted in accordance with the Office Notice of Sale in  
6 Section 14 below.

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

8           (a) Official Notice of Sale. The form of proposed Official Notice of Sale inviting bids  
9 for the Series 2018B Bonds (the "Official Notice of Sale") submitted to the Board is hereby  
10 approved and adopted as the Official Notice of Sale inviting bids for the Series 2018B Bonds,  
11 with such changes, additions and modifications as may be made in accordance with Section  
12 21 hereof. The Director of Public Finance is hereby authorized and directed to cause to be  
13 mailed or otherwise circulated to prospective bidders for the Series 2018B Bonds copies of  
14 the Official Notice of Sale, subject to such corrections, revisions or additions as may be  
15 acceptable to the Director of Public Finance.

16           (b) Receipt of Bids. Bids shall be received on the date designated by the Director of  
17 Public Finance pursuant to Section 4 hereof and the Official Notice of Sale.

18           (c) Bond Award. As provided in the Official Notice of Sale, the City may reject any  
19 and all bids received for any reason. The Controller is hereby authorized to award the Series  
20 2018B Bonds to the responsible bidder whose bid (i) is timely received and conforms to the  
21 Official Notice of Sale, except to the extent informalities and irregularities are waived by the  
22 City as permitted by the Official Notice of Sale, and (ii) represents the lowest true interest cost  
23 to the City in accordance with the procedures described in the Official Notice of Sale. The  
24 award, if made, shall be set forth in a certificate signed by the Controller setting forth the  
25 terms of the Series 2018B Bonds and the original purchasers thereof (the "Bond Award").

1 The Controller shall provide a copy of the Bond Award as soon as practicable to the Clerk of  
2 the Board and the Director of Public Finance; provided, however, that failure to provide such  
3 copies shall not affect the validity of the Bond Award.

4 Section 15. Publication of Notice of Intention to Sell Bonds. The form of proposed  
5 Notice of Intention to Sell the Series 2018B Bonds (the "Notice of Intention to Sell Bonds")  
6 submitted to the Board is hereby approved and adopted as the Notice of Intention to Sell the  
7 Series 2018B Bonds, and the Director of Public Finance is hereby authorized and directed to  
8 cause the Notice of Intention to Sell Bonds, subject to such corrections, revisions or additions  
9 as may be made in accordance with Section 21 hereof, to be published once in The Bond  
10 Buyer or another financial publication generally circulated throughout the State of California.

11 Section 16. Sale of Series 2018B Bonds by Negotiated Sale; Authorization to Select  
12 Underwriters; Form of Purchase Contract. The Controller, in consultation with the Director of  
13 Public Finance, is hereby authorized to conduct the sale of the Series 2018B Bonds by  
14 negotiated sale pursuant to one or more Purchase Contracts (each, a "Purchase Contract"),  
15 each by and between the City and the underwriter(s) named therein (the "Underwriters"), if the  
16 Controller determines that such manner of sale is in the best financial interest of the City,  
17 such determination to be conclusively evidenced by the execution and delivery of such  
18 Purchase Contract as hereinafter approved. The form of such Purchase Contract as  
19 presented to this Board, a copy of which is on file with the Clerk of the Board, is hereby  
20 approved. The Controller or the Director of Public Finance is hereby authorized to execute  
21 such Purchase Contract with such changes, additions and modifications as the Controller or  
22 the Director of Public Finance may make or approve in accordance with Section 21 hereof;  
23 provided however, that the Underwriters' discount under any such Purchase Contract shall not  
24 exceed 2.00% of the principal amount of the Series 2018B Bonds.

1 In order to facilitate the sale of the Series 2018B Bonds by negotiated sale, the  
2 Controller or the Director of Public Finance is hereby authorized and directed to appoint one  
3 or more financial institutions to act as underwriter for the Series 2018B Bonds in accordance  
4 with City policies and procedures, including, but not limited to, the City's policy to provide  
5 locally disadvantaged minority business enterprises and women enterprises an equal  
6 opportunity to participate in the performance of all City contracts.

7 Section 17. Disposition of Proceeds of Sale. The proceeds of sale of the Series  
8 2018B Bonds shall be applied by the City Treasurer as follows: (a) accrued interest, if any,  
9 shall be deposited into the Series 2018B Bond Subaccount, (b) original issue premium, if any,  
10 shall be deposited into the Series 2018B Bond Subaccount, and (c) remaining proceeds of  
11 sale shall be deposited into the Series 2018B Project Subaccount.

12 Section 18. Official Statement. The form of proposed Preliminary Official Statement  
13 describing the Series 2018B Bonds (the "Preliminary Official Statement") submitted to the  
14 Board is hereby approved and adopted as the Preliminary Official Statement describing the  
15 Series 2018B Bonds, with such additions, corrections and revisions as may be determined to  
16 be necessary or desirable to be made in accordance with Section 21 hereof. The Controller is  
17 hereby authorized to cause the distribution of a Preliminary Official Statement deemed final  
18 for purposes of Securities and Exchange Commission Rule 15c2-12 promulgated under the  
19 Securities Exchange Act of 1934, as amended (the "Rule"), and to sign a certificate to that  
20 effect. The Director of Public Finance is hereby authorized and directed to cause to be  
21 printed and mailed or electronically distributed to prospective bidders for the Series 2018B  
22 Bonds copies of the Preliminary Official Statement in substantially the form of the Preliminary  
23 Official Statement approved and adopted hereby, as completed, supplemented, corrected or  
24 revised. The Controller is authorized and directed to approve, execute, and deliver the final  
25 Official Statement with respect to the Series 2018B Bonds, which final Official Statement shall

1 be in the form of the Preliminary Official Statement, with such additions, corrections and  
2 revisions as may be determined to be necessary or desirable made in accordance with  
3 Section 21 hereof and as are permitted under the Rule. The Director of Public Finance is  
4 hereby authorized and directed to cause to be printed and mailed or electronically distributed  
5 copies of the final Official Statement to all actual initial purchasers of the Series 2018B Bonds.

6 Section 19. Tax Covenants.

7 (a) General. The City hereby covenants with the owners and holders of the Series  
8 2018B Bonds that, notwithstanding any other provisions of this Resolution, it shall not take  
9 any action, or fail to take any action, if any such action or failure to take action would  
10 adversely affect the exclusion from gross income of interest on the Series 2018B Bonds under  
11 Section 103 of the Code, and the regulations issued thereunder, as the same may be  
12 amended from time to time, and any successor provisions of law. Reference to a particular  
13 section of the Code shall be deemed to be a reference to any successor to any such section.  
14 The City shall not, directly or indirectly, use or permit the use of proceeds of the Series 2018B  
15 Bonds or any of the property financed or refinanced with proceeds of the Series 2018B  
16 Bonds, or any portion thereof, by any person other than a governmental unit (as such term is  
17 used in Section 141 of the Code), in such manner or to such extent as would result in the loss  
18 of exclusion of interest on the Series 2018B Bonds from gross income for federal income tax  
19 purposes.

20 (b) Use of Proceeds. The City shall not take any action, or fail to take any action, if  
21 any such action or failure to take action would cause the Series 2018B Bonds to be "private  
22 activity bonds" within the meaning of Section 141 of the Code, and in furtherance thereof,  
23 shall not make any use of the proceeds of the Series 2018B Bonds or any of the property  
24 financed or refinanced with proceeds of the Series 2018B Bonds, or any portion thereof, or  
25 any other funds of the City, that would cause the Series 2018B Bonds to be "private activity

1 bonds” within the meaning of Section 141 of the Code. To that end, so long as any Series  
2 2018B Bonds are outstanding, the City, with respect to such proceeds and property and such  
3 other funds, will comply with applicable requirements of the Code and all regulations of the  
4 United States Department of the Treasury issued thereunder, to the extent such requirements  
5 are, at the time, applicable and in effect. The City shall establish reasonable procedures  
6 necessary to ensure continued compliance with Section 141 of the Code and the continued  
7 qualification of the Series 2018B Bonds as “governmental bonds.”

8 (c) Arbitrage. The City shall not, directly or indirectly, use or permit the use of any  
9 proceeds of the Series 2018B Bonds, or of any property financed or refinanced by the Series  
10 2018B Bonds, or other funds of the City, or take or omit to take any action, that would cause  
11 the Series 2018B Bonds to be “arbitrage bonds” within the meaning of Section 148 of the  
12 Code. To that end, the City shall comply with all requirements of Section 148 of the Code and  
13 all regulations of the United States Department of the Treasury issued thereunder to the  
14 extent such requirements are, at the time, in effect and applicable to the Series 2018B Bonds.

15 (d) Federal Guarantee. The City shall not make any use of the proceeds of the  
16 Series 2018B Bonds or any other funds of the City, or take or omit to take any other action,  
17 that would cause the Series 2018B Bonds to be “federally guaranteed” within the meaning of  
18 Section 149(b) of the Code.

19 (e) Information Reporting. The City shall take or cause to be taken all necessary  
20 action to comply with the informational reporting requirement of Section 149(e) of the Code  
21 with respect to the Series 2018B Bonds.

22 (f) Hedge Bonds. The City shall not make any use of the proceeds of the Series  
23 2018B Bonds or any other amounts or property, regardless of the source, or take any action  
24 or refrain from taking any action that would cause the Series 2018B Bonds to be considered  
25



1 "hedge bonds" within the meaning of Section 149(g) of the Code unless the City takes all  
2 necessary action to assure compliance with the requirements of Section 149(g) of the Code.

3 (g) Compliance with Tax Certificate. In furtherance of the foregoing tax covenants  
4 of this Section 19, the City covenants that it will comply with the provisions of the Tax  
5 Certificate to be executed by the City with respect to the Series 2018B Bonds, dated the date  
6 of issuance of the Series 2018B Bonds, as such Tax Certificate may be amended from time to  
7 time. This covenant shall survive payment in full or defeasance of the Series 2018B Bonds.

8 Section 20. Continuing Disclosure Certificate. The form of Continuing Disclosure  
9 Certificate (the "Continuing Disclosure Certificate") to be signed by the City to permit the  
10 original purchasers of the Series 2018B Bonds to comply with the Rule, submitted to the  
11 Board is hereby approved and adopted as the Continuing Disclosure Certificate, with such  
12 additions, corrections and revisions as may be determined to be necessary or desirable to be  
13 made in accordance with Section 21 hereof. The Controller is hereby authorized and directed  
14 to execute the Continuing Disclosure Certificate on behalf of the City and deliver the  
15 Continuing Disclosure Certificate to the original purchasers of the Series 2018B Bonds.

16 Section 21. Modification to Documents. Any City official authorized by this Resolution  
17 to execute any document is hereby further authorized, in consultation with the City Attorney  
18 and co-bond counsel, to approve and make such changes, additions, amendments or  
19 modifications to the document or documents such official is authorized to execute as may be  
20 necessary or advisable (provided that such changes, additions, amendments or modifications  
21 shall not authorize an aggregate principal amount of Series 2018B Bonds in excess of  
22 \$177,000,000 or conflict with the provisions of Section 4 hereof). The approval of any  
23 change, addition, amendment or modification to any of the aforementioned documents shall  
24 be evidenced conclusively by the execution and delivery of the document in question.  
25

1           Section 22. Ratification. All actions heretofore taken by officials, employees and  
2 agents of the City with respect to the sale and issuance of the Series 2018B Bonds, as  
3 consistent with the documents herein and the Resolution, are hereby approved, confirmed  
4 and ratified.

5           Section 23. Relationship to Authorizing Resolution. In the event of any conflict  
6 between this Resolution and the Authorizing Resolution, the terms of this Resolution shall  
7 control. Without limiting the foregoing and notwithstanding the provisions of the Authorizing  
8 Resolution, the City is not obligated to transfer money from the General Fund of the City to the  
9 Bond Account to pay the principal of or interest on the Series 2018B Bonds.

10          Section 24. Accountability Reports. The Series 2018B Bonds are subject to  
11 accountability requirements under the City's Administrative Code and the Bond Ordinance.  
12 The deadline for submission of the Accountability Reports under Administrative Code Section  
13 2.71(a) is hereby waived with respect to the Series 2018B Bonds.

14          Section 25. Citizens' Oversight Committee. The Series 2018B Bonds are subject to,  
15 and incorporate by reference, the applicable provisions of San Francisco Administrative Code  
16 Sections 5.30-5.36 (the "Citizens' General Obligation Bond Oversight Committee, to the  
17 extent permitted by law, one-tenth of one percent (0.1%) of the gross proceeds of the Series  
18 2018B Bonds shall be deposited in a fund established by the Controller's Office and  
19 appropriated by the Board at the direction of the Citizens' General Obligation Bond Oversight  
20 Committee to cover the costs of such Committee.

21          Section 26. Reimbursement. The City declares its official intent to reimburse prior  
22 expenditures of the City incurred prior to the issuance and sale of the Series 2018B Bonds in  
23 connection with the Project or portions thereof to be financed by the Series 2018B Bonds.  
24 The Board declares the City's intent to reimburse the City with the proceeds of the Series  
25 2018B Bonds for the expenditures with respect to the Project (the "Expenditures" and each an

1 “Expenditure”) made on and after that date that is no more than 60 days prior to adoption of  
2 this Resolution. The City reasonably expects on the date of adoption of this Resolution that it  
3 will reimburse the Expenditures with the proceeds of the Series 2018B Bonds.

4 Each Expenditure was and will be either (a) of a type properly chargeable to a capital  
5 account under general federal income tax principles (determined in each case as of the date  
6 of the Expenditure), (b) a cost of issuance with respect to the Series 2018B Bonds, (c) a  
7 nonrecurring item that is not customarily payable from current revenues, or (d) a grant to a  
8 party that is not related to or an agent of the City so long as such grant does not impose any  
9 obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the  
10 City. The maximum aggregate principal amount of the Series 2018B Bonds expected to be  
11 issued for the Project is \$177,000,000. The City shall make a reimbursement allocation,  
12 which is a written allocation by the City that evidences the City’s use of proceeds of the Series  
13 2018B Bonds to reimburse an Expenditure, no later than 18 months after the later of the date  
14 on which the Expenditure is paid or the Project is placed in service or abandoned, but in no  
15 event more than three years after the date on which the Expenditure is paid. The City  
16 recognizes that exceptions are available for certain “preliminary expenditures,” costs of  
17 issuance, certain de minimis amounts, expenditures by “small issuers” (based on the year of  
18 issuance and not the year of expenditure) and expenditures for construction projects of at  
19 least 5 years.

20 Section 27. CEQA Determinations.

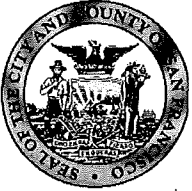
21 (a) The Board hereby reaffirms and incorporates by reference the CEQA findings  
22 and determinations set forth in San Francisco Municipal Transportation Commission Board of  
23 Director’s Resolution No. 14-041, Resolution No.14-042, Resolution 15-081, Resolution 16-  
24 013, Resolution 16-113, Resolution 16-128, and Resolution 16-132, which findings are  
25 incorporated by reference as if set forth in full herein. The use of bond proceeds to finance

1 any project or portion of any project with bond proceeds will be subject, as necessary, to  
2 approval of the Board upon completion of any planning and any further required  
3 environmental review under CEQA for the individual facilities and projects.

4 Section 28. General Authority. The Clerk of the Board, the Mayor, the City Treasurer,  
5 the Director of Public Finance, the City Attorney and the Controller are each hereby  
6 authorized and directed in the name and on behalf of the City to take any and all steps and to  
7 issue, deliver or enter into any and all certificates, requisitions, agreements, notices, consents,  
8 and other documents as may be necessary to give effect to the provisions of this Resolution,  
9 including but not limited to letters of representations to any depository or depositories, which  
10 they or any of them might deem necessary or appropriate in order to consummate the lawful  
11 issuance, sale and delivery of the Series 2018B Bonds. Any such actions are solely intended  
12 to further the purposes of this Resolution, and are subject in all respects to the terms of this  
13 Resolution. No such actions shall increase the risk to the City or require the City to spend any  
14 resources not otherwise granted herein. Final versions of any such documents shall be  
15 provided to the Clerk of the Board for inclusion in the official file within 30 days of execution by  
16 all parties, together with a brief explanation of any changes from the date of the adoption of  
17 this Resolution.

18  
19 APPROVED AS TO FORM:  
20 DENNIS J. HERRERA, City Attorney

21  
22  
23 By:   
24 Mark D. Blake  
25 Deputy City Attorney  
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City and County of San Francisco  
Tails  
Resolution

City Hall  
1 Dr. Carlton B. Goodlett Place  
San Francisco, CA 94102-4689

File Number: 171253

Date Passed: January 23, 2018

Resolution authorizing and directing the sale of not to exceed \$177,000,000 aggregate principal amount of City and County of San Francisco General Obligation Bonds (Transportation and Road Improvement Bonds, 2014), Series 2018B; 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 to said bonds; providing for the manner of sale of said bonds by either competitive or negotiated 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; authorizing and approving modifications to documents, as defined herein; declaring the City's official intent to reimburse certain expenditures; waiving the deadline for submission of Bond Accountability Reports; adopting findings under the California Environmental Quality Act (CEQA), CEQA Guidelines, and Chapter 31 of the Administrative Code; 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 said bonds, as defined herein.

January 11, 2018 Budget and Finance Committee - RECOMMENDED

January 23, 2018 Board of Supervisors - ADOPTED

Ayes: 11 - Breed, Cohen, Farrell, Fewer, Kim, Peskin, Ronen, Safai, Sheehy, Tang and Yee

File No. 171253

I hereby certify that the foregoing Resolution was ADOPTED on 1/23/2018 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo  
Clerk of the Board

  
Mark E. Farrell  
Mayor

Date Approved