



CALIFORNIA DEBT AND INVESTMENT ADVISORY COMMISSION

915 CAPITOL MALL ROOM 400
PO BOX 942809
SACRAMENTO, CA 94209-0001
TELEPHONE: (916) 653-3269
FAX: (916) 654-7440

July 7, 2020

TO: Carolyn Antonio
Quint & Thimmig LLP
900 Larkspur Landing Circle, Suite 270
Larkspur, CA 94939-1726

FROM: Robert Berry, Executive Director

RE: ACKNOWLEDGEMENT OF REPORT OF PROPOSED DEBT ISSUANCE

California Government Code Section 8855(i) requires written notice to be given to the California Debt and Investment Advisory Commission (CDIAC) no later than 30 days prior to the proposed sale of any debt issue.

CDIAC acknowledges receipt of your notice of the following proposed debt issuance:

CDIAC Number: 2020-1254
Issuer: San Francisco City & County
Project: Mission Bay South Block 9
Proposed Amount: \$45,453,781
Proposed Sale Date: August 07, 2020
Date Notice Received: July 06, 2020

Issuers may electronically file the Report of Final Sale (RFS) through CDIAC's website, using the following CDIAC number and password, which are unique to this filing and must be used for any subsequent reporting under this CDIAC number.

CDIAC Number: 2020-1254
Password: 72300

In accordance with Government Code Section 8855(j), the RFS for this issue must be submitted not later than 21 days after the sale of the debt. The RFS may be submitted electronically at <http://www.treasurer.ca.gov/cdiac/reporting.asp>. An official statement or other financing documents must accompany the RFS.

Any questions regarding reporting requirements may be directed to CDIAC's Data Unit by email at CDIAC_Issuance@treasurer.ca.gov or by telephone at (916) 653-3269.

Cc: Eric D Shaw
Director, Mayor's Office of Housing & Community Dev

REPORT OF PROPOSED DEBT ISSUANCE

California Debt and Investment Advisory Commission
915 Capitol Mall, Room 400, Sacramento, CA 95814
P.O. Box 942809, Sacramento, CA 94209-0001
Tel: (916) 653-3269 Fax: (916) 654-7440

Submitted: Monday, July 06, 2020
6:06:17PM

Your completion and submittal of this on-line form assures your compliance with existing California State law and will assist in the maintenance of a complete database of public debt in California. Thank you for your cooperation.

ISSUER NAME: City and County of San Francisco, California
ISSUE NAME: Multifamily Housing Revenue Note (Mission Bay South Block 9) Series 2020G
PROJECT NAME: Mission Bay South Block 9

PROPOSED SALE DATE: 8/7/2020 **PRINCIPAL TO BE SOLD:** \$45,453,781.00

WILL A VALIDATION ACTION BE PURSUED: No Yes Unknown
IS DEBT REPAYABLE IN NON-US CURRENCY: No Yes Unknown

Issuance Authorization #1
Original Amount: \$49,132,841.00
Authorization Date: 6/12/2020
Name: Resolution No. 0244-20
Reduced: \$0.00
Replenished \$0.00 Net \$0.00

Issuance Authorization #2
Original Amount: \$0.00
Authorization Date:
Name:
Reduced: \$0.00
Replenished \$0.00 Net: \$0.00

Statutory Code Under which this debt will be issued (1): Housing and Home Finance
Statutory Code Under which this debt will be issued (2):

IS ANY PORTION OF THE DEBT TO REFUND?
 No Yes --- Amount proposed for refunding \$0.00

IS ANY PORTION OF THE DEBT TO REDEEM, PAYDOWN, OR REFINANCE OUTSTANDING DEBT?
 No Yes --- Amount proposed for redemption, paydown, or refinancing \$0.00

Issuer Contact

Name: Eric D. Shaw E-Mail: eric.shaw@sfgov.org
Title: Director, Mayor's Office of Housing & Community Development
Address: One South Van Ness Avenue, 5th Floor
City: San Francisco, CA 94103
Phone: 415 7014218 ISSUER LOCATED IN San Francisco COUNTY

Filing Contact

Name of Individual representing Bond Counsel who completed this form and maybe contacted for information:
Name: Paul J. Thimmig E-Mail: pthimmig@qtlp.com
Firm/ Agency: Quint & Thimmig LLP
Address: 900 Larkspur Landing Circle Suite 270
City: Larkspur, CA 94939
Phone: 415 9254200
Send acknowledgement to: Carolyn Antonio E-Mail: cantonio@qtlp.com

Financing Participants

BOND COUNSEL: Quint & Thimmig LLP and Curls Bartling, P.C.
BORROWER COUNSEL (LOAN) (Not Obligor Counsel): Goldfarb & Lipman LLP
FINANCIAL ADVISOR: Ross Financial
UNDERWRITER:
DISCLOSURE COUNSEL:
PURCHASER: Wells Fargo Bank, National Association
LENDER:

IS THE INTEREST ON THE DEBT TAXABLE?

Under State Law: YES (taxable) NO (tax-exempt)
Under Federal Law: YES (taxable) NO (tax-exempt)

If the issue is federally tax-exempt, is interest a specific preference item for the purpose of alternative minimum

TYPE OF SALE Competitive Negotiated YES, preference item NO, not a preference item

IS THIS FINANCING A PRIVATE PLACEMENT? No Yes

ISSUER CERTIFIES THAT IT HAS COMPLIED WITH GC SECTION 8855 (I) WITH RESPECT TO LOCAL DEBT POLICIES: No Yes N/A

TYPE OF DEBT INSTRUMENT

NOTE

- Bond anticipation (BAN)
- Grant anticipation (GAN)
- Loan from bank / other institution (LOAN)
- Other note (Please specify below.) (OTHN)
- Revenue anticipation (RAN)
- Tax allocation (TALN)
- Tax and revenue anticipation (TRAN)
- Tax anticipation (TAN)
- Marks-Roos Authority Loan (MKRL)
- Commercial paper (CP)
- Conduit Revenue Note (Private Obligor) (CRN)
- Certificates of Participation (COPL)
- Capital Lease (CL)
- State Agency Loan (STAL)
- Other (Please specify below.) (OTH)

Bond

- Conduit revenue (CRB)
- General obligation (GOB)
- Limited tax obligation (LTOB)
- Other bond (Please specify below.) (OTHB)
- Pension Obligation (POB)
- Public lease revenue (PLRB)
- Rate Reduction (GC 6588.7) (RRB)
- Revenue (RB)
- Revenue (Public enterprise) (PERB)
- Sales tax revenue (STRB)
- Special assessment (SAB)
- Tax allocation (TAB)

Please specify if "Other Note/ Other Bond/ Other" was checked.

SOURCE(S) OF REPAYMENT

- | | |
|---|--|
| <ul style="list-style-type: none"> <input type="checkbox"/> Bond proceeds (BDPR) <input type="checkbox"/> General fund of issuing jurisdiction (GNFD) <input type="checkbox"/> Grants (GRNT) <input type="checkbox"/> Intergovernmental transfers other than grants (ITGV) <input type="checkbox"/> Local obligor (LOB) <input checked="" type="checkbox"/> Private obligor payments (POP) <input type="checkbox"/> Other (OTHS) | <ul style="list-style-type: none"> <input type="checkbox"/> Property tax revenues (PRTX) <input type="checkbox"/> Public enterprise revenues (PER) <input type="checkbox"/> Sales tax revenues (SATR) <input type="checkbox"/> Special assessments (SA) <input type="checkbox"/> Special tax revenues (SPTR) <input type="checkbox"/> Tax-increment (TI) <input type="checkbox"/> Utility Project Charges (UPC) |
|---|--|

Please specify if "Other" was checked.

PURPOSE(S) OF FINANCING

Percent

Showing 1st 5:

MFH	100
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Please specify type/name of project if different from above.

1 Section 8855(i) of the California Government Code requires the issuer of any proposed new public debt issue to give written notice of the proposed sale to CDIAC no later than 30 days prior to the sale. Under California Government Code Section 8855(j), the issuer of any debt issue shall, not later than 21 days after the sale of the debt, submit a report of final sale and the official statement (or alternate financing documents) to the Commission. The Commission may require information to be submitted in the report that it considers appropriate.

2 Section 53583(c)(2)(B) of the California Government Code requires that any local agency selling refunding bonds at private sale or on a negotiated basis shall send a written statement, within two weeks after the bonds are sold, to CDIAC explaining the reasons why the local agency determined to sell the bonds at private sale or on a negotiated basis instead of at public sale.

3 In accordance with 8855(i) of the California Government code.

REPORT OF FINAL SALE

California Debt and Investment Advisory Commission
915 Capitol Mall, Room 400, Sacramento, CA 95814
P.O. Box 942809, Sacramento, CA 94209-0001
Tel: (916) 653-3269 Fax: (916) 654-7440

CDAC # 2020-1254

Under California Government Code Section 8855(j), the issuer of any debt issue shall, not later than 21 days after the sale of the debt, submit a report of final sale and the official statement (or alternate financing documents) to the Commission. The Commission may require information to be submitted in the report that it considers appropriate.

ISSUER NAME CITY AND COUNTY OF SAN FRANCISCO
(if pool bond, list participants)

ISSUE NAME Multifamily Housing Revenue Note (Mission Bay South Block 9) Series 2020G
PROJECT NAME Mission Bay South Block 9

WILL A VALIDATION ACTION BE PURSUED No Yes Unknown
IS DEBT REPAYABLE IN NON-US CURRENCY No Yes Unknown

ORIGINAL AUTHORIZED AMOUNT \$49,132,841.00
AUTHORIZATION DATE 6/12/2020 **AUTHORIZATION NAME** Resolution No. 0244-20
AMOUNT AUTHORITY REDUCED BY \$45,970,000.00
AMOUNT AUTHORIZATION REPLENISHED

ORIGINAL AUTHORIZED AMOUNT
AUTHORIZATION DATE **AUTHORIZATION NAME**
AMOUNT AUTHORITY REDUCED BY
AMOUNT AUTHORIZATION REPLENISHED

STATUTORY CODE UNDER WHICH THIS DEBT WILL BE ISSUED (1) Housing and Home Finance

STATUTORY CODE UNDER WHICH THIS DEBT WILL BE ISSUED (2) (If necessary)

ACTUAL SALE DATE (Date Debt Contract Signed): 8/11/2020 **PRINCIPAL SOLD:** \$45,970,000.00
Dated Date (Date Interest Begins to Accrue): 8/11/2020
Settlement Date (Date assets or rights to use are transferred) 8/11/2020

IS ANY PORTION OF THE DEBT FOR REFUNDING? ¹
 No Yes, refunding amount (including costs)

IS ANY PORTION OF THE DEBT TO REFUND, REDEEM, PAYDOWN, or REFINANCE OUTSTANDING DEBT?
 No Yes, amount proposed for refunding, redemption, paydown, or refinancing of outstanding debt

Issuer Contact :

Name : Eric D. Shaw
Title :
Address : 1 South Van Ness Avenue, 5th Floor
City/ State/ Zip San Francisco CA 94103
Phone: (415) 701-5544
E-Mail : eric.shaw@sfgov.org

ISSUER LOCATED IN San Francisco **COUNTY**

Filing Contact: Name of Individual representing Bond Counsel who completed this form and may be contacted for information.

Name : Paul J. Thimmig
Firm/ Agency : Quint & Thimmig LLP
Address : 900 Larkspur Landing Circle, Suite 270
City/ State/ Zip Larkspur, CA 94939
Phone: (415) 925-4200
E-Mail : pthimmig@qtlp.com
Send acknowledgement/ copies to : Misty Phenicie
E-Mail : mphenicie@qtlp.com

TYPE OF SALE : Negotiated Competitive

IS THIS FINANCING A PRIVATE PLACEMENT? ² No Yes

TYPE OF DEBT INSTRUMENT: Conduit revenue (CRB)
Please specify if "Other" was checked.

SOURCE(S) OF REPAYMENT

- Bond proceeds (BDPR)
- General fund of issuing jurisdiction (GNFD)
- Grants (GRNT)
- Intergovernmental transfers other than grants (ITGV)
- Local obligor (LOB)
- Private obligor payments (POP)
- Other (Please specify.) (OTHS)
- Property tax revenues (PRTX)
- Public enterprise revenues (PER)
- Sales tax revenues (SATR)
- Special assessments (SA)
- Special tax revenues (SPTR)
- Tax-increment (TI)
- Utility Project Charges (UPC)

Please specify if "Other" was checked.

PURPOSE(S) OF FINANCING (show the first 5)	Percent
Multifamily housing (MFH)	100

Please specify type/name of project if different from above.

Name of individual to whom an invoice for the CDIAC issue fee should be sent :

Name : Andrew Fung
 Firm/ Agency U.S. Bank National Association
 Address : One California Street, Suite 1000 (Mail Code - SF-CA-SFCT)
 City/ State/ Zip San Francisco, CA 94111
 Phone: (415) 677-3593
 E-Mail : andrew.fung@usbank.com

FINANCING PARTICIPANTS (Firm Name)

Financial Advisor : Ross Financial
 Lead Underwriter:
 Borrower Counsel (Loan) (Not obligor Counsel): Goldfarb & Lipman
 Bond Counsel : Quint & Thimmig LLP
 Co-Bond Counsel : Curis Bartling P.C.
 Trustee/ Paying Agent : U.S. Bank National Association
 Placement Agent :
 Disclosure Counsel:
 Purchaser: Wells Fargo Bank, National Association
 Lender:
 Lessor:

Office Location (City/ State) :

San Francisco, CA
 Oakland, CA
 Larkspur, CA
 Oakland, CA
 San Francisco, CA
 San Francisco, CA

MATURITY SCHEDULE

- Attached Included in Official Statement

MATURITY STRUCTURE

- Serial (S) Term (T)
- Serial and term bonds (B)

FINAL MATURITY DATE:

FIRST OPTIONAL CALL DATE:

SENIOR STRUCTURE: Yes No

SUBORDINATE STRUCTURE: Yes No

IS THE INTEREST ON THE DEBT TAXABLE?

Under State Law: Yes (taxable) No (tax-exempt)

Under Federal Law: Yes (taxable) No (tax-exempt)

If the issue is federally tax-exempt, is interest a specific preference item for the purpose of alternative minimum tax? Yes No

INTEREST TYPE (Please provide both NIC & TIC if available) :

- NIC - Int. Cost:
- TIC - Int. Cost:
- Variable
- Other

(Index/Rate)

OFFICIAL STATEMENT/ OFFERING MEMORANDUM :

- Enclosed None prepared

CAPITAL APPRECIATION DEBT: Yes No

RATE REDUCTION SAVINGS: 0.00

(In accordance with Government Code Section 6588.7)

WAS THE ISSUE INSURED OR GUARANTEED?

- No
- Bond Insurance (I)
- Letter of Credit (L)
- State Intercept Program (T)
- Other (O)

GUARANTOR :

ENHANCEMENT EXPIRATION DATE:

INDICATE CREDIT RATING: (For example, "AAA" or "Aaa")

- Not Rated Rated

Standard & Poor's

Fitch

Moody's

Other

REASON FOR NEGOTIATED REFUNDINGS

If the issue is a negotiated refunding, indicate the reason(s) why the bonds were issued at a private or negotiated versus a competitive sale.

- (1) Timing of the sale provided more flexibility than a public sale.
- (2) More cost savings were expected to be realized than a public sale.
- (3) More flexibility in debt structure was available than a public sale.
- (4) Issuer able to work with participants familiar with issue/r than a public sale.
- (5) All of the above.
- (6) Other (please specify)

REASON FOR NEGOTIATED REVENUE BONDS³

If the issue is a negotiated revenue bonds, indicate the reason(s) why the bonds were issued at a private or negotiated versus a competitive sale.

- (1) Timing of the sale provided more flexibility than a public sale.
- (2) More cost savings were expected to be realized than a public sale.
- (3) More flexibility in debt structure was available than a public sale.
- (4) Issuer able to work with participants familiar with issue/r than a public sale.
- (5) All of the above.
- (6) Other (please specify)

ISSUANCE COSTS AND FEES :

A. Management Fee	0.00
B. Total Takedown	0.00
C. Underwriter Expenses	0.00
Underwriter Spread or Discount	0.00
D. Bond Counsel	45,000.00
E. Borrower Counsel (Loan)	30,000.00
F. Co-Bond Counsel	30,000.00
G. Disclosure Counsel	0.00
H. Financial Advisor	40,000.00
I. Rating Agency	0.00
J. Credit Enhancement	0.00
K. Trustee Fee	1,500.00
L. Placement Agent	0.00
M. Other Expenses	174,814.50
N. Purchaser Fee	244,524.25
O. Lender Fee	0.00
Total Issuance Costs	565,838.75
Original Issue Premium	0.00
Original Issue Discount	0.00
Net Original Premium/ Discount	0.00
Net Original Premium used to Refund, Redeem, Pay-Down, or Refinance	0.00

¹ Section 53583(c)(2)(B) of the California Government Code requires that any local agency selling refunding bonds at private sale or on a negotiated basis shall send a written statement, within two weeks after the bonds are sold, to CDIAC explaining the reasons why the local agency determined to sell the bonds at a private sale or on a negotiated basis instead of at public sale.

² This fee is authorized by Section 8856 of the California Government Code and is charged to the lead underwriter, the purchaser or the lender in an amount equal to one-fortieth of 1 percent of the principal amount of the issue, but not to exceed five thousand dollars (\$5000) for any one issue.

³ Section 54418 of the California Government Code requires that any local agency selling revenue bonds at a private sale rather than a public sale shall

\$45,970,000
CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA
MULTIFAMILY HOUSING REVENUE NOTE
(MISSION BAY SOUTH BLOCK 9) SERIES 2020G

Maturity Schedule⁽¹⁾

February 1, 2025 \$45,970,000

(1) Interest on the Note is payable on a monthly basis with interest at a variable rate due on the first business day of each month, commencing September 1, 2020, to and including February 1, 2025. On February 1, 2025, all principal of and interest on the Note is due and payable.