

OFFICIAL NOTICE OF SALE

BURLINGAME FINANCING AUTHORITY LEASE REVENUE BONDS, SERIES 2019 (COMMUNITY CENTER PROJECT)

NOTICE IS HEREBY GIVEN that electronically submitted bids via i-Deal LLC's Parity System ("Parity") will be received by the Burlingame Financing Authority (the "Authority") for the purchase of all but not less than all of \$31,400,000* aggregate principal amount of the Burlingame Financing Authority Lease Revenue Bonds, Series 2019 (Community Center Project) (the "Bonds").

ISSUE: The Bonds are described in the Preliminary Official Statement for the Bonds dated November 27, 2019.

TIME: Bids for the Bonds:

**9:00* a.m., Pacific Daylight Time,
on December 5, 2019***

The date and time of the Bond sale and the terms thereof may be changed at the sole discretion of the Authority by providing notice thereof through Parity, Bloomberg Professional Service, known as "Bloomberg Terminal" and/or Thomson Reuters "Thomson Municipal News" as soon as practicable prior to the then-scheduled sale date and times of the Bonds and, in any case, prior to 1:00 p.m. Pacific Daylight Time one day prior to the then-scheduled sale date. If no legal bid or bids are received for the Bonds on said date (or such later date as is established as provided herein) at the times specified, bids will be received for the Bonds on such other date and at such other time as shall be designated through the News Service as soon as practicable. As an accommodation to bidders, telephone or email notice of the postponement of the sale date or dates or of a change in the principal payment schedule will be given to any bidder requesting such notice from the Municipal Advisor (defined herein), at the address and attention given below. Failure of any bidder to receive such supplementary notice shall not affect the legality of the sale.

The Authority further reserves the right to amend this Official Notice of Sale (the "Official Notice of Sale") and the terms of sale in any respect, upon notice thereof given through the News Service not later than the times bids are then scheduled to be received.

Subject to the provisions of this Official Notice of Sale, the Bonds will be awarded to the bidder with the lowest true interest cost ("TIC") for the Bonds. Bidders for the Bonds are required to bid on all of the Bonds. See "TERMS OF SALE" herein.

Any questions on the bidding procedures and sale terms set forth in this Official Notice of Sale, or any modification or amendment thereof, or any postponement or cancellation of the sale of the Bonds should be directed to PFM Financial Advisors LLC, Robert Gamble, gambler@pfm.com.

* Preliminary, subject to change.

TERMS OF THE BONDS

Important Note: This notice will be submitted to i-Deal LLC for posting at i-Deal’s website and in the Parity bid delivery system. In the event i-Deal’s summary of the terms of sale of the Bonds disagrees with this Official Notice of Sale in any particulars, the terms of this Official Notice of Sale shall control (unless notice of an amendment hereto is given as described above).

The Authority will accept bids in electronic form exclusively through Parity. Each bidder submitting an electronic bid understands and agrees by doing so that it is solely responsible for all arrangements with Parity, and that Parity is not acting as an agent of the Authority. Instructions and forms for submitting electronic bids must be obtained from Parity. Bidders may contact Parity directly at (212) 849-5021 or at the Parity website: <https://www.newissuehome.i-deal.com>.

PRINCIPAL PAYMENTS AND MATURITIES: The Bonds will be issued in the aggregate principal amount of \$31,400,000*. The Bonds will be dated as of the date of issuance. The Bonds shall bear interest from their dated date at the rate or rates to be fixed upon the sale thereof. Interest on the Bonds is payable on each January 1 and July 1, commencing January 1, 2020 (each, an “Interest Payment Date”). The Bonds will mature on July 1 of each year through 2049* in the following amounts:

Principal Payment Date <u>July 1</u>	Principal Amount*	Principal Payment Date <u>July 1</u>	Principal Amount*
2020	\$ 1,160,000	2035	\$ 960,000
2021	485,000	2036	1,010,000
2022	510,000	2037	1,060,000
2023	535,000	2038	1,110,000
2024	560,000	2039	1,170,000
2025	590,000	2040	1,225,000
2026	620,000	2041	1,290,000
2027	650,000	2042	1,350,000
2028	685,000	2043	1,420,000
2029	715,000	2044	1,490,000
2030	755,000	2045	1,565,000
2031	790,000	2046	1,645,000
2032	830,000	2047	1,725,000
2033	870,000	2048	1,810,000
2034	915,000	2049	1,900,000

The Bonds will be fully registered bonds in the denominations of \$5,000 each or any integral multiple thereof. Interest will be computed on the basis of a 360-day year composed of twelve 30-day calendar months at the rate per annum specified in the bid accepted.

ADJUSTMENT OF PRINCIPAL AMOUNTS: The Authority reserves the right, following the receipt of bids and determination of the winning bid and at its sole discretion, to change the total principal amount of the Bonds and the principal amount of each maturity of the Bonds awarded. The successful bidder will be notified of the modification to the principal amount at the time of the award. THE SUCCESSFUL BIDDER MAY NOT WITHDRAW ITS BID OR CHANGE THE INTEREST RATES BID OR ANY INITIAL REOFFERING PRICES AS A RESULT OF ANY CHANGES MADE TO THE

* Preliminary, subject to change.

STATED PRINCIPAL AMOUNTS. The successful bidder will be notified of the modification to the principal amount at the time of the award. **The adjusted bid price will reflect changes in the dollar amount of the underwriter's discount, if any, but will not change the per Bond underwriter's discount as provided in the bid.**

SERIAL BONDS AND/OR TERM BONDS: The Bonds shall be issued as serial maturities as shown in the table above, unless the bidder requests the creation of one or more term Bonds by combining any two (2) or more consecutive serial maturities. Bidders may designate the principal amounts of the Bonds set forth in the maturity schedule under "Principal Payments and Maturities" for any two (2) or more consecutive years as a single term maturity which will mature in the latest of the years designated, and will have a stated maturity amount equal to the sum of the annual principal amounts designated as a part of such term maturity. Amounts included in a single term bond must bear the same rate of interest. Only one term maturity may be subject to mandatory sinking fund redemption in any year. Upon such designation, the Bonds of such term maturity shall be subject to mandatory sinking fund redemption in part by lot on July 1, in the principal amounts which would otherwise have matured in such designated years, at the price of par plus accrued interest to the redemption date, without premium. In the event term Bonds are designated, all term Bond maturities and corresponding mandatory sinking fund redemptions shall be subject to the same optional redemption provisions. See "– REDEMPTION" herein.

REDEMPTION*: Optional. The Bonds maturing on or before July 1, 2029 are not subject to optional redemption prior to their respective stated maturities. The Bonds maturing on or after July 1, 2030 are subject to redemption prior to their respective stated maturities at the option of the Authority on or after July 1, 2029, from any source of available funds, as a whole or in part on any date (with the maturities to be redeemed to be determined by the Authority and by lot within a maturity), at redemption prices equal to 100% of the principal amount thereof to be redeemed, without premium, together with accrued interest to the date fixed for redemption.

Special Mandatory Redemption. The Bonds are subject to redemption by the Authority on any date prior to their respective stated maturities, upon notice as hereinafter provided, as a whole or in part by lot within each stated maturity in integral multiples of authorized denominations, from prepayments made by the City from funds received by the City due to a taking of the Facilities or portions thereof under the power of eminent domain, from the net proceeds of insurance received for material damage to or destruction of the Facilities or portions thereof under the circumstances and upon the conditions and terms prescribed in the Trust Agreement and Facilities Sublease, or from the proceeds of title insurance in the event of defective title to the Facilities as provided for in the Facilities Sublease, at a redemption price equal to the sum of the principal amount thereof, without premium, plus accrued interest thereon to the redemption date.

TAX MATTERS: Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the Authority, will render to the Authority its legal opinion with respect to tax-exemption of the interest paid on the Bonds. See the discussion of Tax Matters in the Preliminary Official Statement hereinafter referred to. In the event that prior to the delivery of the Bonds (a) the income received by private holders from obligations of the same type and character shall be declared to be includable in gross income (either at the time of such declaration or at any future date) for purposes of federal income tax laws, either by the terms of such laws or by ruling of a federal income tax authority or official which is followed by the Internal Revenue Service, or by decision of any federal court, or (b) any federal income tax law is adopted which will have a substantial adverse tax effect on holders of the Bonds as such, the successful bidder may, at its option, prior to the tender of the Bonds by the Authority, be relieved of its obligation to purchase the Bonds, and in such case the deposit accompanying its bid will be returned. For purposes of the preceding sentence,

* Preliminary; subject to change.

interest will be treated as excludable from gross income for federal income tax purposes whether or not it is includable as an item of tax preference for calculating alternative minimum taxes or otherwise includable for purposes of calculating certain other tax liabilities.

BOOK-ENTRY ONLY: The Bonds will be issued in book-entry only form. The Depository Trust Company (“DTC”) will act as securities depository for the Bonds.

LEGAL OPINION: The legal opinion of Bond Counsel referred to in the Preliminary Official Statement under “LEGAL MATTERS,” the proposed form of which is included in Appendix F – “FORM OF LEGAL OPINION” to the Preliminary Official Statement, will be furnished to the Authority and a reliance letter thereto will be furnished to the successful bidder without charge.

CERTIFICATE: The City will provide to the successful bidder of the Bonds a certificate, signed by an authorized representative of the City, confirming to the successful bidder that, at the time of acceptance of its proposal for the Bonds and at the time of delivery thereof, to the best of the knowledge of said authorized representative, the Official Statement did not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading.

TERMS OF SALE

SUBMISSION OF BIDS: Each bid for the Bonds must be for not less than all of the Bonds hereby offered for sale. The bid price for the Bonds must be for not less than 100% of the par value of the Bonds. No bid will be accepted which contemplates the waiver of any interest or other concession by the bidder as a substitute for payment in full of the purchase price. Each bid must be in accordance with, and shall be deemed to incorporate, all of the terms and conditions set forth in this Official Notice of Sale. Each bid must state the aggregate purchase price of the Bonds and the interest rate applicable to each maturity thereof. Bids may only be delivered by electronic transmission via i-Deal/Parity, as follows:

Electronic Transmission: The Authority will accept bids in electronic form exclusively through i-Deal LLC’s Parity System (“Parity”). Each bidder submitting an electronic bid understands and agrees by doing so that it is solely responsible for all arrangements with Parity, and that Parity is not acting as an agent of the Authority. Instructions and forms for submitting electronic bids must be obtained from Parity. Bidders may contact Parity directly at (212) 849-5021 or at the Parity website: <https://www.newissuehome.i-deal.com>. No other provider of internet bidding services and no other means of delivery (i.e. telephone, telefax, or physical delivery) will be accepted.

THE AUTHORITY RETAINS ABSOLUTE DISCRETION TO DETERMINE WHETHER ANY BID IS TIMELY AND COMPLETE.

Multiple Bids: In the event multiple bids are received from a single bidder by any means or combination thereof, the Authority shall accept the bid representing the lowest TIC to the Authority, and each bidder agrees by submitting any bid to be bound by such best bid.

WARNINGS REGARDING ELECTRONIC BIDS. THE AUTHORITY ASSUMES NO RESPONSIBILITY FOR ENSURING OR VERIFYING BIDDER COMPLIANCE WITH PARITY’S PROCEDURES. THE AUTHORITY SHALL BE ENTITLED TO ASSUME THAT ANY BID RECEIVED VIA PARITY HAS BEEN MADE BY A DULY AUTHORIZED AGENT OF THE BIDDER. NONE OF THE AUTHORITY, THE MUNICIPAL ADVISOR OR BOND COUNSEL ASSUMES ANY RESPONSIBILITY FOR ANY ERROR CONTAINED IN ANY BID SUBMITTED

ELECTRONICALLY OR FOR FAILURE OF ANY BID TO BE TRANSMITTED, RECEIVED OR OPENED BY THE TIME FOR RECEIVING BIDS, AND EACH BIDDER EXPRESSLY ASSUMES THE RISK OF, ANY INCOMPLETE, ILLEGIBLE, UNTIMELY OR NONCONFORMING BID SUBMITTED BY ELECTRONIC TRANSMISSION BY SUCH BIDDER, INCLUDING WITHOUT LIMITATION, BY REASON OF GARBLED TRANSMISSIONS, MECHANICAL FAILURE, ENGAGED TELECOMMUNICATIONS LINES, OR ANY OTHER CAUSE ARISING FROM SUBMISSION BY ELECTRONIC TRANSMISSION. THE TIME FOR RECEIVING BIDS WILL BE DETERMINED BY THE AUTHORITY AT THE PLACE OF BID OPENING, AND THE AUTHORITY WILL NOT BE REQUIRED TO ACCEPT THE TIME KEPT BY PARITY.

INTEREST RATE AND BID CONSTRAINTS: Bids that do not conform to the terms of this section may be rejected. Bidders will be permitted to bid different rates of interest for each bond maturity, according to the following:

- (i) All Bonds shall be required to bear interest at the rate of 5.00% per annum;
- (ii) Each interest rate specified in any bid must be in a multiple of one-eighth (1/8th) or one-twentieth (1/20th) of one percent per annum and a zero rate of interest cannot be specified;
- (iii) No maturity shall represent more than one rate of interest; and
- (iv) Each Bond shall bear interest from its dated date to its maturity date at the interest rate specified in the bid; premium bids must be paid as part of the purchase price, and no bid will be accepted which contemplates the waiver of any interest or other concession by the bidder as substitute for payment in full of the purchase price.

The Authority reserves the absolute right, in its sole discretion, to modify or amend the terms of the sale prior to the time bids are received and to reject any and all bids and to waive any irregularity or informality in any bid.

TRUE INTEREST COST CALCULATION: The TIC to the Authority of any bid shall be calculated on the basis of the present value of the principal and interest to be paid on the Bonds based on the bid price, i.e., principal of the Bonds, plus premium, if any, compounded semi-annually. In the event that two or more bidders offer bids for the Bonds at the same lowest TIC, the first one submitted, as determined by reference to the time displayed on Parity's website, shall be the leading bid.

The Authority will award the Bonds to the bidder offering the lowest TIC to the Authority, provided, however that the Authority reserves the right to reject any and all bids and to waive any informality or irregularity in any and all bids. The Authority reserves the further right, in its discretion, to adjourn the sale, in which event a notice will be given via Parity.

BEST BID: The Bonds will be awarded to the responsible bidder submitting the best responsive bid, considering the interest rate or rates specified and the premium offered, if any. The best bid will be the bid which represents the lowest TIC to the Authority. The TIC is the discount rate which, when used to discount all debt service payments on the Bonds back to the date of such Bonds, results in an amount equal to the price bid for the Bonds. For the purpose of calculating the TIC, the mandatory sinking fund payments, if any (*see* "TERMS OF THE BONDS—Serial Bonds and/or Term Bonds" herein), shall be treated as serial maturities in such years. The determination of the bid representing the lowest TIC will be made without regard to any adjustments made or contemplated to be made after the award by the Authority, as described herein under "TERMS OF THE BONDS—Adjustment of Principal Amounts,"

even if such adjustments have the effect of raising the TIC of the successful bid to a level higher than the bid containing the next lowest TIC prior to adjustment.

PROMPT AWARD: The Authority will take action awarding the Bonds or rejecting all bids for the Bonds not later than twenty-four (24) hours after the expiration of the time herein prescribed for the sale of the Bonds, unless such time of award is waived by the successful bidder. Notice of award will be given promptly to the successful bidder.

REOFFERING PRICE: The successful bidder shall assist the Authority in establishing the issue price of the Bonds and shall execute and deliver to the Authority at closing an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of the Bonds, together with the supporting pricing wires or equivalent communications, substantially in the form attached hereto as Appendix B, with such modifications as may be appropriate or necessary, in the reasonable judgment of the Authority and Bond Counsel.

The Authority intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Bonds) will apply to the initial sale of the Bonds (the “competitive sale requirements”) because:

- (1) the Authority shall disseminate this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders shall have an equal opportunity to bid;
- (3) the Authority may receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the Authority anticipates awarding the sale of the Bonds to the bidder who submits a firm offer to purchase the Bonds at the highest price (or lowest interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Bonds, on the terms set forth in the bid form and this Notice of Sale, and is not subject to any conditions, except as permitted by this Notice of Sale. By submitting a bid, each bidder confirms that it has an established industry reputation for underwriting new issuances of municipal bonds.

In the event that the competitive sale requirements are not satisfied, the Authority shall so advise the successful bidder. The Authority shall treat the first price at which 10% of each maturity (the “10% test”) is sold to the public as the issue price of that maturity, applied on a maturity-by-maturity basis. The successful bidder shall advise the Authority if any maturity satisfies the 10% test as of the date and time of the award of the Bonds. **The Authority will not require bidders to comply with the “hold-the-offering-price rule” and therefore does not intend to use the initial offering price to the public as of the sale date of any maturity as the issue price of that maturity. Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied.** Bidders should prepare their bids on the assumption that all of the maturities will be subject to the 10% test in order to establish the issue price of the Bonds.

If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity, the successful bidder agrees to promptly report to the Authority the prices at which the unsold Bonds of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the closing has occurred, until the 10% test has been satisfied as to the Bonds of that maturity or until all Bonds of that maturity have been sold.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the successful bidder that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public, if and for so long as directed by the successful bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Bonds to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Bonds to the public to require each broker-dealer that is a party to such retail distribution agreement to report the prices at which it sells to the public the unsold Bonds of each maturity allotted to it until it is notified by the successful bidder or such underwriter that either the 10% test has been satisfied as to the Bonds of that maturity or all Bonds of that maturity have been sold to the public, if and for so long as directed by the successful bidder or such underwriter and as set forth in the related pricing wires.

Sales of any Bonds to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale:

(i) “public” means any person other than an underwriter or a related party,

(ii) “underwriter” means (A) any person that agrees pursuant to a written contract with the Authority (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Bonds to the public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the public),

(iii) a purchaser of any of the Bonds is a “related party” to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and

(iv) “sale date” means the date that the Bonds are awarded by the Authority to the successful bidder

DEPOSIT: The winning bidder shall deliver a good faith deposit (the “Deposit”) in the form of a federal funds wire transfer payable in immediately available funds in the amount of **\$300,000** for the Bonds to secure the Authority from any loss resulting from the failure of the winning bidder to comply with the terms of its bid. Each bidder shall acknowledge as a condition precedent to the submission of its bid that the winning bidder is required to submit its Deposit to the Authority in the form of a federal funds wire transfer as instructed by the Authority not later than 12:00 p.m. (Pacific Time) on the same business day following the Authority’s acceptance of the bid of the winning bidder.

Each winning bidder shall use the following wiring instructions in connection with the Deposit:

Bank: U.S. Bank, N.A.
ABA#: 091000022
FBO: U.S. Bank Trust National Association
Account #: 180121167365
Reference: City of Burlingame 2019

In the event a winning bidder fails to honor its accepted bid, the Deposit will be retained by the Authority. If a winning bidder completes its purchase of the Bonds on the terms stated in its bid, its Deposit will be applied to the purchase of the Bonds on the date of delivery of the Bonds. No interest will be paid upon the Deposit made by any bidder.

In the event of the Authority's inability to deliver the Bonds at the closing, the Authority shall forthwith return the amount of the Deposit to a winning bidder immediately and such return shall constitute a full release and discharge of all claims by the winning bidder against the Authority arising out of the transactions contemplated by this Official Notice of Sale.

CUSIP NUMBER: It is anticipated that a CUSIP number will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the successful bidder thereof to accept delivery of and pay for said Bonds in accordance herewith. All charges of the CUSIP Service Bureau for the assignment of CUSIP numbers for the Bonds shall be paid by the successful bidder.

LITIGATION: Other than disclosed in the Preliminary Official Statement, no litigation is pending, or, to the knowledge of the City, threatened concerning the validity of the Bonds, and an opinion of the City Attorney to that effect will be furnished at the time of the original delivery of the Bonds. Other than disclosed in the Preliminary Official Statement, the City is not aware of any litigation pending or threatened questioning the political existence of the City or contesting the Authority's ability to issue the Bonds.

OFFICIAL STATEMENT: The Authority has approved a Preliminary Official Statement dated November 27, 2019 (the "Preliminary Official Statement"), which the Authority prepared with the assistance of Orrick, Herrington & Sutcliffe, LLP, Disclosure Counsel to the Authority. The Authority and City have "deemed final" said Preliminary Official Statement for purposes of Rule 15c2-12 (the "Rule") of the Securities and Exchange Commission although it is subject to revision, amendment and completion in the form of a Final Official Statement in conformance with such Rule. Up to 15 copies of the Final Official Statement will be supplied to a successful bidder without charge.

An electronic copy of the Preliminary Official Statement will be made available to bidders.

EACH BIDDER IS DEEMED TO HAVE OBTAINED AND REVIEWED THE PRELIMINARY OFFICIAL STATEMENT PRIOR TO BIDDING FOR THE BONDS. THE DESCRIPTION OF THE BONDS CONTAINED IN THIS OFFICIAL NOTICE OF SALE IS QUALIFIED IN ALL RESPECTS BY THE DESCRIPTION CONTAINED IN THE PRELIMINARY OFFICIAL STATEMENT.

BLUE SKY: The Authority has not taken any action relating to the requirements of the securities or "blue sky" laws of any jurisdiction with respect to the offer and sale of the Bonds. Certain jurisdictions may have filing requirements which must be satisfied prior to any offer or sale of the Bonds.

TAX EXEMPT STATUS: In the event that prior to the delivery of the Bonds(a) the income received by any private holder from bonds of the same type and character as the Bonds shall be declared to be taxable (either at the time of such declaration or at any future date) under any federal income tax laws, either by the terms of such laws or by ruling of a federal income tax authority or official which is followed by the Internal Revenue Service, or by decision of any federal court, or (b) any federal income tax law is enacted which will have a substantial adverse tax effect on holders of the Bonds as such, the successful bidder may, at its option, prior to the tender of the Bonds by the Authority, be relieved of its obligation to purchase the Bonds and in such case its Deposit will be returned.

DELIVERY AND PAYMENT: Delivery of the Bonds is expected to occur on, but not before, December 19, 2019. The Bonds will be delivered to DTC through the Fast Automated Securities Transfer service. The successful bidder shall pay for the Bonds on the date of delivery in Federal Reserve Bank funds or equivalent immediately available funds in California. Payment on the delivery date shall be made in an amount equal to the price bid for the Bonds, less the amount of the Deposit.

**APPENDIX A
OFFICIAL FORM OF BID FOR BONDS**

**BURLINGAME FINANCING AUTHORITY
LEASE REVENUE BONDS, SERIES 2019
(COMMUNITY CENTER PROJECT)**

We hereby certify that we are an eligible bidder and submit our bid and commit to purchase not less than all of Burlingame Financing Authority Lease Revenue Bonds, Series 2019 (Community Center Project) (the "Bonds") subject to all the terms and conditions stated in the Official Notice of Sale.

We hereby pay \$_____ which is not less than 100% of par for the Bonds, with principal and interest to be payable in the amounts and at the interest rates set forth below. The Purchase Price equals the principal amount of the Bonds of \$31,400,000* [plus a Premium of \$_____].

Schedule of Maturity Dates, Principal Amounts, and Interest Rates**
(Check One)

Principal Payment Date* (July 1)	Principal* Amount	Serial** Maturity	Mandatory** Sinking Fund Redemption	Interest Rate
2020	\$ 1,160,000	_____	_____	_____
2021	485,000	_____	_____	_____
2022	510,000	_____	_____	_____
2023	535,000	_____	_____	_____
2024	560,000	_____	_____	_____
2025	590,000	_____	_____	_____
2026	620,000	_____	_____	_____
2027	650,000	_____	_____	_____
2028	685,000	_____	_____	_____
2029	715,000	_____	_____	_____
2030	755,000	_____	_____	_____
2031	790,000	_____	_____	_____
2032	830,000	_____	_____	_____
2033	870,000	_____	_____	_____
2034	915,000	_____	_____	_____
2035	960,000	_____	_____	_____
2036	1,010,000	_____	_____	_____
2037	1,060,000	_____	_____	_____
2038	1,110,000	_____	_____	_____
2039	1,170,000	_____	_____	_____
2040	1,225,000	_____	_____	_____
2041	1,290,000	_____	_____	_____
2042	1,350,000	_____	_____	_____
2043	1,420,000	_____	_____	_____
2044	1,490,000	_____	_____	_____
2045	1,565,000	_____	_____	_____
2046	1,645,000	_____	_____	_____
2047	1,725,000	_____	_____	_____
2048	1,810,000	_____	_____	_____
2049	1,900,000	_____	_____	_____
TOTAL	31,400,000	_____	_____	_____

* Subject to adjustment as described in Official Notice of Sale.

** Place a check in the appropriate column indicating whether the principal component is a serial maturity or mandatory sinking fund redemption. Circle the final maturity of each term Bond specified.

Our calculation of the true interest cost (determined as described in the section of the Official Notice of Sale entitled “True Interest Cost Calculation”), which is considered to be informative only and not a part of the proposal, is as follows:

True Interest Cost: _____ %

The submission of this bid is a representation that the bidder, with the intent of acting as Underwriter for the Bonds, did not consult with any other potential underwriter, or agent thereof, about this bid and that the bid was determined without regard to any other formal or informal agreement that the bidder may have with the Authority or City or any other person (whether or not in connection with the subject Bond issue).

Date: _____, 2019

Firm/Syndicate: _____

By _____
Authorized Representative

Accepted:

BURLINGAME FINANCING
AUTHORITY

By _____

Title: _____

Date: _____, 2019

APPENDIX B

ISSUE PRICE CERTIFICATE (IF 3 BIDS FROM COMPETITIVE PROVIDERS ARE RECEIVED)

(TO BE DELIVERED BY THE PURCHASER AS DESCRIBED IN THE OFFICIAL NOTICE OF SALE)

This certificate is being delivered by _____, the purchaser (the “Purchaser”) in connection with the issuance of the Burlingame Financing Authority Lease Revenue Bonds, Series 2019 (Community Center Project) (the “Bonds”). The Purchaser hereby certifies and represents that:

1. ***Reasonably Expected Initial Offering Price.***

(a) As of the Sale Date, the reasonably expected initial offering prices of the Bonds to the Public by [SHORT NAME OF UNDERWRITER] are the prices listed on the [inside] cover page of the Official Statement in respect of the Bonds dated _____, 2019 (the “Expected Offering Prices”). The Expected Offering Prices are the prices for the Maturities of the Bonds used by [SHORT NAME OF UNDERWRITER] in formulating its bid to purchase the Bonds. Attached as Schedule A is a true and correct copy of the bid provided by [SHORT NAME OF UNDERWRITER] to purchase the Bonds.

(b) [SHORT NAME OF UNDERWRITER] was not given the opportunity to review other bids prior to submitting its bid.

(c) The bid submitted by [SHORT NAME OF UNDERWRITER] constituted a firm offer to purchase the Bonds on the terms set forth in the bid form and the Official Notice of Sale, and was not subject to any conditions, except as permitted by the Official Notice of Sale. We confirm that we have an established industry reputation for underwriting new issuances of municipal bonds.

2. ***Defined Terms.***

(a) *Issuer* means the Burlingame Financing Authority.

(b) *Maturity* means principal payment dates with the same credit and payment terms. Bonds with different maturities, or Bonds with the same Maturity but different stated interest rates, are treated as separate Maturities.

(c) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(d) *Sale Date* means the first day on which there is a binding contract in writing for the sale of a maturity of the Bonds. The Sale Date of the Bonds is _____, 2019.

(e) *Underwriter* means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents [SHORT NAME OF UNDERWRITER]'s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Orrick, Herrington & Sutcliffe LLP, Bond Counsel, in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

[UNDERWRITER]

By: _____

Name: _____

Dated: [ISSUE DATE]

**ISSUE PRICE CERTIFICATE
(IF LESS THAN 3 BIDS FROM COMPETITIVE PROVIDERS ARE RECEIVED)**

(TO BE DELIVERED BY THE PURCHASER AS DESCRIBED IN THE OFFICIAL NOTICE OF SALE)

This certificate is being delivered by _____, the purchaser (the “Purchaser”) in connection with the execution and delivery of the Burlingame Financing Authority Lease Revenue Bonds, Series 2019 (Community Center Project) (the “Bonds”). The Purchaser hereby certifies and represents that:

1. As of the date hereof, other than the Bonds listed on Schedule 1 hereto as undersold maturities (the “Undersold Maturities”), the first price or yield at which at least 10% of each Maturity of the Bonds was sold by the Purchaser to the Public was the price set forth on Schedule 1 hereto.

2. With respect to the Undersold Maturities, the Purchaser agrees to notify the Issuer in writing of the first price or yield at which at least 10% of each such Undersold Maturity is ultimately sold by the Purchaser to the Public as soon as practicable after such applicable sales have occurred. If all of an Undersold Maturity is sold to the Public but not more than 10% of the Undersold Maturity is sold by the Purchaser to the Public at any particular price or yield, the Purchaser agrees to notify the Issuer in writing of the amount of the Undersold Maturity sold by the Purchaser to the Public at each of the respective prices or yields at which the Undersold Maturity is sold to the Public.

3. ***Defined Terms.***

(a) *Issuer* means the Burlingame Financing Authority.

(b) *Maturity* means principal payment dates with the same credit and payment terms. Bonds with different maturities, or Bonds with the same Maturity but different stated interest rates, are treated as separate Maturities.

(c) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(d) *Sale Date* means the first day on which there is a binding contract in writing for the sale of a Maturity of the Bonds. The Sale Date of the Bonds is _____, 2019.

(e) *Underwriter* means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents [SHORT NAME OF UNDERWRITER]’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the Issuer with respect to certain of the representations set forth in the Tax Certificate and with respect to compliance with the federal income tax rules affecting the Bonds, and by Orrick, Herrington &

Sutcliffe LLP, Bond Counsel, in connection with rendering its opinion that the interest on the Bonds is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Bonds.

[UNDERWRITER]

By: _____

Name: _____

Dated: [ISSUE DATE]

