

1 [Agreement - San Francisco Municipal Transportation Agency Commercial Paper Program -
2 Not to Exceed \$100,000,000]

3 **Resolution authorizing the issuance of aggregate principal amount not to exceed**
4 **\$100,000,000 adopted on June 4, 2013, by the Board of Directors to use San Francisco**
5 **Municipal Transportation Agency commercial paper notes on a revolving basis for the**
6 **purpose of financing certain capital improvements and other uses related to the**
7 **Agency, approving the forms of documents relating thereto; approving the maximum**
8 **interest thereon; and related matters.**
9

10 WHEREAS, Pursuant to Section 8A.102(b)(13) of the Charter (the "Charter") of the City
11 and County of San Francisco (the "City"), the Board of Supervisors of the City (the "Board")
12 may authorize the issuance of commercial paper notes by the Board of Directors (the "Board
13 of Directors") of the San Francisco Municipal Transportation Agency (the "SFMTA") for any
14 SFMTA-related purpose and secured solely by SFMTA revenues, such commercial paper
15 notes to be issued and sold in accordance with State law, the Charter or any procedure
16 provided for by ordinance; and

17 WHEREAS, Pursuant to the procedures outlined in a procedural ordinance (the
18 "Procedural Ordinance") codified under Chapter 43, Article XIII of the Administrative Code of
19 the City, the Board of Directors may issue commercial paper notes authorized in accordance
20 with the Charter; and

21 WHEREAS, The Board of Directors by resolution adopted on June 4, 2013 (the
22 "SFMTA Resolution") authorized the issuance of not to exceed \$100,000,000 aggregate
23 principal amount of its San Francisco Municipal Transportation Agency Commercial Paper
24 Notes (the "CP Notes"); and
25

1 WHEREAS, The Board of Directors has approved the forms of various documents
2 relating to the issuance, sale and delivery of the CP Notes (collectively, the “Financing
3 Documents,” as further defined in Section 5 below); and

4 WHEREAS, The provisions of the SFMTA Resolution and the Financing Documents do
5 not conflict with the requirements of the Procedural Ordinance; now, therefore, be it

6 RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as
7 follows:

8 Section 1. Recitals. All of the recitals herein are true and correct.

9 Section 2. Approval and Authorization of CP Notes. The Board hereby concurs with the
10 establishment of a commercial paper program and the issuance by the Board of Directors of
11 the CP Notes for the purposes of financing SFMTA capital improvements and other SFMTA-
12 related purposes, paying costs of issuance and other incidental costs, and such actions are
13 hereby approved as required by Section 43.13.4 of the Procedural Ordinance; provided that
14 the CP Notes shall be issued on a revolving basis not to exceed \$100,000,000.

15 Section 3. No Conflicts with Procedural Ordinance. The CP Notes shall be issued
16 pursuant to the terms of the Financing Documents as each shall be approved as to form by
17 the City Attorney, which approval shall be conclusively evidenced by the signature of the City
18 Attorney on each such agreement; provided, that the terms of the Financing Documents shall
19 not conflict with the requirements of the Procedural Ordinance.

20 Section 4. Maximum Interest Rate. Pursuant to Section 43.13.4(b) of the Procedural
21 Ordinance, the maximum interest rate for the CP Notes shall not exceed 12% per annum.

22 Section 5. Approval of the Forms of the Financing Documents. The forms of an Issuing
23 and Paying Agent Agreement between the SFMTA and U.S. Bank National Association, a
24 Letter of Credit and Reimbursement Agreement between the SFMTA and State Street Bank
25 and Trust Company, a Dealer Agreement between Loop Capital Markets LLC and Morgan

1 Stanley & Co. Incorporated, a Fee Letter between SFMTA and State Street Bank and Trust
2 Company and a CP Note Offering Memorandum (collectively, the "Financing Documents"),
3 copies of which are on file with the Clerk of the Board under File No. _____, are hereby
4 approved, with such changes, additions, and modifications as the Director of Transportation of
5 the SFMTA (the "Director"), in consultation with the City Attorney, may make or approve in
6 accordance with Section 6 hereof.

7 Section 6. Modifications, Changes and Additions; Additional Agreements. The
8 approvals contained herein shall extend to any changes, modifications or amendments to the
9 Financing Documents and all agreements of the Board of Directors supplemental thereto
10 (including any extensions thereof), as well as to such additional agreements as the Board of
11 Directors may adopt or the SFMTA may execute for the purpose of establishing a commercial
12 paper program for the SFMTA and implementing the issuance, sale and delivery of the CP
13 Notes. The Director's approval of such modifications, changes or additions, made upon
14 consultation with the City Attorney, shall be conclusively evidenced by the execution and
15 delivery by the Director of the Financing Documents.

16 Section 7. General Authority. The Controller of the City, the Director, the City Attorney,
17 and all other appropriate officers, employees, representatives and agents of the City are
18 hereby authorized and directed to do everything necessary or desirable to provide for the
19 issuance of the CP Notes in accordance with the terms of this resolution.

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

22
23 By: _____
24 Mark D. Blake
25 Deputy City Attorney

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