

1 [San Francisco Municipal Transportation Agency Revenue Bonds - Not to Exceed
2 \$80,000,000]

3 **Resolution authorizing the issuance of not to exceed \$80,000,000 aggregate principal**
4 **amount of San Francisco Municipal Transportation Agency revenue bonds for the**
5 **purpose of financing certain capital improvements related to the Agency, including the**
6 **refinancing of certain outstanding revenue bonds issued by various non-profit public**
7 **benefit corporations and/or The Parking Authority of the City and County of San**
8 **Francisco to finance certain improvements to garages owned by the Agency, the**
9 **Authority or the City, and/or parking meters; approving the forms of documents**
10 **relating thereto; approving the maximum interest thereon; finding that the**
11 **authorization and issuance of revenue bonds by the Agency is not a project under**
12 **California Environmental Quality Act (CEQA), CEQA Guidelines and San Francisco**
13 **Administration Code Chapter 31; and related matters.**

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

21 WHEREAS, The Parking Authority of the City and County of San Francisco (the
22 "Authority") has previously issued its Series 1999-1 Parking Meter Revenue Refunding Bonds
23 (the "1999-1 Bonds") to finance and refinance the acquisition, installation, equipping,
24 improvement or rehabilitation of various Agency owned parking meters, and its Lease
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1 Revenue Bonds Series 2000A (North Beach) (the “2000A Bonds” and, together with the 1999-
2 1 Bonds, the “Authority Bonds”), to finance and refinance the acquisition, construction,
3 installation, equipping, improvement or rehabilitation of the North Beach Garage; and,

4 WHEREAS, The City of San Francisco Ellis-O’Farrell Parking Corporation (the “Ellis-
5 O’Farrell Corporation”) has previously issued its Parking Revenue Refunding Bonds, Series
6 2002 (the “Ellis-O’Farrell Bonds”) to finance and refinance the acquisition, construction,
7 installation, equipping, improvement or rehabilitation of the Ellis-O’Farrell Garage; and,

8 WHEREAS, The City of San Francisco Uptown Parking Corporation (the “Uptown
9 Corporation and, together with the Ellis-O’Farrell Corporation and the Uptown Corporation, the
10 “Corporations”) has previously its Parking Revenue Refunding Bonds, (Union Square), Series
11 2001 (the “Uptown Bonds”) to finance and refinance the acquisition, construction, installation,
12 equipping, improvement or rehabilitation of the Union Square Garage; and,

13 WHEREAS, The City of San Francisco Downtown Parking Corporation (the “Downtown
14 Corporation and, together with the Ellis-O’Farrell Corporation and the Uptown Corporation, the
15 “Corporations”) has previously Parking Revenue Refunding Bonds, Series 2002 (the
16 “Downtown Bonds” and, together with the Ellis-O’Farrell Bonds, the Uptown Bonds, and the
17 Authority Bonds, the “Prior Bonds”) to finance and refinance the acquisition, construction,
18 installation, equipping, improvement or rehabilitation of the Fifth and Mission Garage; and

19 WHEREAS, Pursuant to the procedures outlined in a procedural ordinance (the
20 “Procedural Ordinance”) to be considered concurrently by this Board, a copy of which is on file
21 with the Clerk of the Board under File No. 111354, the Board of Directors may issue revenue
22 bonds authorized in accordance with the Charter; and,

23 HEREAS, The Board of Directors, pursuant to the terms of Resolution No. 11-150,
24 adopted by the Board of Directors on December 6, 2011 (the “SFMTA Resolution”), has
25 authorized the issuance of not to exceed \$80,000,000 aggregate principal amount of its San

1 Francisco Municipal Transportation Agency Revenue Bonds (the “Bonds” or the “Revenue
2 Bonds”), for the purpose of financing the costs of acquiring, constructing, improving and
3 developing facilities under the jurisdiction of the SFMTA, the Authority, the Corporations,
4 and/or the Recreation and Park Department of the city and refunding the Prior Bonds, as well
5 as for the payment of costs of issuance and other incidental costs therefor; and,

6 WHEREAS, The Board of Directors has approved the forms of various documents
7 relating to the issuance, sale and delivery of the Bonds (collectively, the “Financing
8 Documents,” as further defined in Section 9 below); and,

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

11 RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as
12 follows:

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

14 Section 2. Approval and Authorization of Revenue Bonds. The issuance by the Board
15 of Directors of the SFMTA Revenue Bonds for the purposes of acquiring, constructing,
16 improving and developing facilities under the jurisdiction of the SFMTA, as well as refinancing
17 the Prior Bonds, paying costs of issuance and other incidental costs, is hereby approved as
18 required by Section 43.13.4 of the Procedural Ordinance; provided however (i) the SFMTA
19 Revenue Bonds issued for new money purposes shall mature on a date not more than 30
20 years from their date of issuance, (ii) SFMTA Refunding Revenue Bonds shall not be issued
21 to refund the Prior Bonds unless the SFMTA achieves at least an aggregate 3% present value
22 savings on a true interest cost basis. The total principal amount of the SFMTA Revenue
23 Bonds shall not exceed \$80,000,000.

24 Section 3. No Conflicts with Procedural Ordinance. The Revenue Bonds shall be
25 issued pursuant to the terms of the Financing Documents as each shall be approved as to

1 form by the City Attorney, which approval shall be conclusively evidenced by the signature of
2 the City Attorney on each such agreement; provided, that the terms of the Financing
3 Documents shall not conflict with the requirements of the Procedural Ordinance.

4 Section 4. Maximum Interest Rate. Pursuant to Section 43.13.4(b) of the
5 Procedural Ordinance, the maximum interest rate for the SFMTA Revenue Bonds shall not
6 exceed 12% per annum.

7 Section 5. Approval of the Indenture and Authorization of Selection of the Trustee.
8 The forms of an indenture of trust and a first supplement to indenture of trust (collectively, the
9 “Indenture”) each between the SFMTA and a trustee selected by the Director of
10 Transportation of the SFMTA or her/his designee (collectively, the “Director”), copies of which
11 are on file with the Clerk of the Board under File No. 111341, are hereby approved, with such
12 changes, additions, and modifications as the Director, in consultation with the City Attorney,
13 may make or approve in accordance with Section 9 hereof.

14 Section 6. Approval of Bond Purchase Contract relating to the Bonds. The form of a
15 bond purchase contract relating to the Bonds (the “Bond Purchase Contract”), a copy of which
16 is on file with the Clerk of the Board under File No. 111341, is hereby approved, with such
17 changes, additions, and modifications as the Director may make or approve in accordance
18 with Section 9 hereof; provided however that the compensation payable to the underwriters
19 shall not exceed .6% of the par amount of the Bonds.

20 Section 7. Approval of the Official Statement in Preliminary and Final Form. The form
21 of official statement relating to the Bonds (the “Official Statement”), a draft copy of which is on
22 file in preliminary form with the Clerk of the Board under File No. 111341, is hereby approved,
23 with such changes, additions and modifications as the Director, in consultation with the City
24 Attorney, may make or approve in accordance with Section 9 hereof. The Board's approval of
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1 the Official Statement hereby is subject in all respects to approval of the substantially final
2 document by the SFMTA prior to its distribution and release to potential investors.

3 Section 8. Approval of the Continuing Disclosure Certificate. The form of a Continuing
4 Disclosure Certificate of the City, a copy of which is on file with the Clerk of the Board under
5 File No. 111341, is hereby approved, with such changes, additions, and modifications as the
6 Director, in consultation with the City Attorney, may make or approve in accordance with
7 Section 9 hereof.

8 Section 9. Modifications, Changes and Additions; Additional Agreements. The
9 approvals contained herein shall extend to any changes, modifications or amendments to the
10 Indenture, the Bond Purchase Contract, the Official Statement, the Continuing Disclosure
11 Certificate (collectively, the “Financing Documents”) and all agreements of the Board of
12 Directors supplemental thereto, as well as to such additional agreements as the Board of
13 Directors may adopt or the SFMTA may execute for the purpose of implementing the
14 issuance, sale and delivery of the SFMTA Revenue Bonds. The Director’s approval of such
15 modifications, changes or additions, made upon consultation with the City Attorney, shall be
16 conclusively evidenced by the execution and delivery by the Director of the Financing
17 Documents. In connection with the authorization to issue bonds hereunder, the SFMTA and
18 the Controller shall within six months of the issuance of the SFMTA's revenue bonds prepare
19 a report evaluating the costs and benefits of (a) using outside financial advisory services, (b)
20 using in-house City debt management staff, and (c) SFMTA's initial revenue bond issuance.

21 Section 10. Modification of Financial Covenants. Notwithstanding anything to the
22 contrary in this resolution, the Director, with the advice of the financial advisors to the SFMTA
23 and upon consultation with the Controller and the City Attorney, may modify the financial
24 covenants set forth in the Financial Documents, including but not limited to budget and
25 revenue covenants, additional debt covenants and the definition of “Pledged Revenues” to the

1 extent such revisions are deemed necessary or desirable by the Director for the issuance of
2 the Bonds based on advice from the SFMTA’s financial advisors, upon consultation with the
3 Controller and the City Attorney.

4 Section 11. CEQA. This Board makes the following finding in compliance with the
5 California Environmental Quality Act (CEQA), California Public Resources Code Sections
6 21000 et seq., the CEQA Guidelines, 15 Cal. Administrative Code Sections 15000 et seq.,
7 (CEQA Guidelines), and San Francisco Administrative Code Chapter 31 (Chapter 31); based
8 upon Planning Commission Reports (each of which are identified on Table 5 of the April 4,
9 2012 Report of the Budget and Legislative Analyst, such Planning Commission Reports being
10 on file with the Clerk of the Board), the issuance of the Bonds by the SFMTA is not subject to
11 CEQA because toe proposed SFMTA projects involve existing Transit and Parking Facilities
12 which involve negligible expansions, and are thus categorically exempt from CEQA
13 guidelines, and the SFMTA shall consult with the City Attorney with respect to any project
14 prior to the expenditure of bond proceeds.

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1 Section 12. General Authority. The Director, Controller of the City, the City Attorney,
2 and all other appropriate officers, employees, representatives and agents of the City are
3 hereby authorized and directed to do everything necessary or desirable to provide for the
4 issuance of the SFMTA Revenue Bonds as provided for herein.

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6 APPROVED AS TO FORM:
7 DENNIS J. HERRERA, City Attorney
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10 By: _____
11 MARK D. BLAKE
12 Deputy City Attorney
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