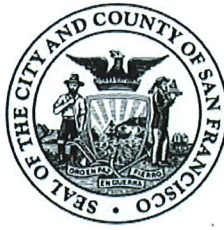


BOARD of SUPERVISORS



City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102-4689
Tel. No. (415) 554-5184
Fax No. (415) 554-5163
TDD/TTY No. (415) 554-5227

December 15, 2021

Vincent Matthews, Ed.D., Superintendent
San Francisco Unified School District
555 Franklin Street
San Francisco, CA 94102

Re: Board of Supervisors Resolution No. 546-21

Dear Superintendent Matthews:

On November 30, 2021, the Board of Supervisors of the City and County of San Francisco adopted Resolution No. 546-21 (San Francisco Unified School District General Obligation Bonds - Not to Exceed \$284,250,000), which was enacted on December 10, 2021.

The Board of Supervisors directs the Clerk of the Board to forward the following document to your attention:

- One copy of Resolution No. 546-21 (File No. 211154)

If you have any questions or require additional information, please contact the Office of the Clerk of the Board at (415) 554-5184, or by e-mail: board.of.supervisors@sfgov.org.

Sincerely,


Angela Calvillo
Clerk of the Board

bjj:em:ams

c: Supervisor Hillary Ronen, Member of the Board of Supervisors
Tom Paulino, Mayor's Liaison to the Board of Supervisors
Andres Power, Mayor's Policy Director
Viva Mogi, San Francisco Unified School District
Esther Casco, San Francisco Unified School District
Mele Lau Smith, San Francisco Unified School District

1 [San Francisco Unified School District General Obligation Bonds - Not to Exceed
2 \$284,250,000]

3 **Resolution authorizing the issuance and sale of bonds of the San Francisco Unified**
4 **School District; prescribing the terms of sale of not to exceed \$284,250,000 of said**
5 **General Obligation Bonds, Election of 2016, Series C, by a negotiated sale; approving**
6 **the form of bond Purchase Agreement; approving the forms of one or more paying**
7 **Agent Agreements; and authorizing the execution of necessary documents and**
8 **certificates relating to such bonds, as defined herein.**

9
10 WHEREAS, An election was duly and regularly held in the San Francisco Unified
11 School District (the "District") on November 8, 2016, in accordance with Section 1(b)(3) of
12 Article XIII A of the California Constitution, for the purpose of submitting a bond measure
13 (Proposition A) to the qualified electors of the District, authorizing the issuance of general
14 obligation bonds in the aggregate principal amount of \$744,250,000 (the "Election of 2016
15 Bonds"), and more than 55% of the votes cast were in favor of the issuance of the Election of
16 2016 Bonds; and

17 WHEREAS, The District has heretofore issued the "San Francisco Unified School
18 District General Obligation Bonds, Election of 2016, Series A" (the "Series A Bonds") in the
19 original principal amount of \$180,000,000 for authorized school purposes; and

20 WHEREAS, The District has heretofore issued, pursuant to Resolution No. 350-20,
21 adopted by this Board of Supervisors on July 21, 2020, and signed by the Mayor (the "Mayor")
22 on July 31, 2020, the "San Francisco Unified School District General Obligation Bonds,
23 Election of 2016, Series B" (the "Series B Bonds") in the original principal amount of
24 \$280,000,000 for authorized school purposes; and

25 //

1 WHEREAS, Pursuant to Section 15140(a) et seq. of the Education Code of the State of
2 California (the "Education Code"), the District has requested this Board of Supervisors to
3 issue an additional portion of said bonds, designated the "San Francisco Unified School
4 District General Obligation Bonds, Election of 2016, Series C" (the "Bonds") with such
5 additional or other series or subseries designations as may be approved as herein provided,
6 in an aggregate principal amount not exceeding \$284,250,000 and to authorize the sale of the
7 Bonds by a negotiated sale to an underwriter or underwriters to be named therein
8 (collectively, the "Underwriters"), to be selected by the District, pursuant to one or more Bond
9 Purchase Agreements (each, a "Bond Purchase Agreement"), a form of which has been
10 submitted to and is on file with the Clerk of the Board of Supervisors or designee thereof (the
11 "Clerk of the Board of Supervisors"), all according to the terms and in the manner set forth in a
12 resolution duly adopted on October 12, 2021 (the "District Resolution"), by the Board of
13 Education of the District (the "District Board"), a certified copy of which has been filed with the
14 Clerk of the Board of Supervisors; and

15 WHEREAS, The Bonds shall be issued pursuant to a paying agent agreement (the
16 "New Money Paying Agent Agreement") to be entered into by the District and the Treasurer
17 and Tax Collector of the City (the "City Treasurer"), as paying agent (the "Paying Agent"), the
18 form of which has been submitted to and is on file with the Clerk of the Board of Supervisors;
19 and

20 WHEREAS, Concurrently with the issuance of the Bonds, the District shall issue bonds
21 designated as the "San Francisco Unified School District 2021 General Obligation Refunding
22 Bonds" (the "Refunding Bonds") with such additional or other series or subseries designated
23 as provided in the authorizing resolution of the District duly adopted on October 12, 2021 (the
24 "Refunding District Resolution"), in an aggregate principal amount not to exceed
25

1 \$145,000,000 for the purpose of refunding outstanding prior issuances of general obligations
2 of the District as set forth in the Refunding District Resolution; and

3 WHEREAS, The Refunding Bonds shall be issued pursuant to a paying agent
4 agreement (the "Refunding Paying Agent Agreement") to be entered into by the District and
5 the City Treasurer, as Paying Agent, the form of which has been submitted to and is on file
6 with the Clerk of the Board of Supervisors; and

7 WHEREAS, This Board of Supervisors accepts the representation of the District Board
8 that it is necessary and desirable that the Bonds be issued and sold by a negotiated sale on
9 the terms and conditions set forth in the District Resolution; now, therefore, be it

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

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

13 Section 2. Documents. The documents presented to the Board of Supervisors and
14 on file with the Clerk of the Board of Supervisors are contained in File No. 211154.

15 Section 3. Authorization and Designation of Bonds. Pursuant to Section 15140 et
16 seq. of the Education Code, this Board of Supervisors hereby authorizes on behalf of the
17 District, the issuance and sale of not to exceed \$284,250,000 aggregate principal amount of
18 bonds of the District and designates said bonds to be issued and sold as the "San Francisco
19 Unified School District General Obligation Bonds, Election of 2016, Series C." The Bonds
20 shall be issued, as provided in Section 4 hereof.

21 Section 4. Sale of Bonds; Bond Purchase Agreement. The form of a Bond
22 Purchase Agreement among the City, the District Board and the Underwriters, as presented to
23 this Board, a copy of which is on file with the Clerk of the Board of Supervisors, is hereby
24 approved. The Controller of the City (the "Controller") or the Director of the Controller's Office
25 of Public Finance (the "Director of Public Finance") or designees thereof (each an "Authorized

1 City Officer”) are each hereby authorized to execute and deliver the Bond Purchase
2 Agreement in the form hereby approved, with such changes, additions and modifications as
3 such Authorized City Officer may make or approve in accordance with Section 8 hereof;
4 provided, that: (i) the purchase price of the Bonds shall not be less than 100% of the principal
5 amount of the Bonds (taking into account the purchase price and principal amount of any
6 Bonds sold on the same date pursuant to any other Bond Purchase Agreement); (ii) the true
7 interest cost for the Bonds shall not be in excess of 4.0% per annum (taking into account the
8 true interest cost of any Bonds sold on the same date pursuant to any other Bond Purchase
9 Agreement); (iii) the maximum interest rate on the Bonds shall not be in excess of 8.0% per
10 annum; (iv) the Underwriter’s discount shall not exceed 0.4% of the aggregate principal
11 amount of the Bonds sold thereunder (excluding any costs of issuance the Underwriter agrees
12 to pay pursuant to the Bond Purchase Agreement); (v) the Bonds shall otherwise conform to
13 the limitations specified in the District Resolution and (vi) no bond shall mature later than the
14 date which is 21 years from the date of the Bonds, such date to be determined as set forth in
15 Section 3(c) of the District Resolution.

16 The terms of each Bond Purchase Agreement shall recite the aggregate principal
17 amount of the covered Bonds, the date thereof, the maturity dates, principal amounts and
18 annual rates of interest of each maturity thereof, the initial and semiannual interest payment
19 dates thereof, and the terms of optional and mandatory sinking fund redemption thereof.
20 Each Bond Purchase Agreement for one or more series of Bonds, together with this
21 Resolution, shall constitute the order of this Board of Supervisors for purposes of Section
22 15230 of the Education Code.

23 Section 5. Paying Agent for the Bonds and the Refunding Bonds; Paying Agent
24 Agreements. The City, through the office of the City Treasurer, shall be appointed as the
25 initial Paying Agent for the Bonds pursuant to the New Money Paying Agent Agreement. The

1 form of a New Money Paying Agent Agreement between the City and the District Board, as
2 presented to this Board, a copy of which is on file with the Clerk of the Board of Supervisors,
3 is hereby approved. The City Treasurer or any Authorized City Officer is hereby authorized to
4 execute and deliver the New Money Paying Agent Agreement in the form hereby approved,
5 with such changes, additions and modifications as such Authorized City Officer may make or
6 approve in accordance with Section 8 hereof.

7 The City shall also be appointed as the initial Paying Agent for the Refunding Bonds
8 pursuant to the Refunding Paying Agent Agreement. The form of a Refunding Paying Agent
9 Agreement between the City and the District Board, as presented to this Board, a copy of
10 which is on file with the Clerk of the Board of Supervisors, is hereby approved. The City
11 Treasurer or any Authorized City Officer is hereby authorized to execute and deliver the
12 Refunding Paying Agent Agreement in the form hereby approved, with such changes,
13 additions and modifications as such Authorized City Officer may make or approve in
14 accordance with Section 8 hereof.

15 Section 6. District Responsibilities. The District shall provide notice to the City,
16 through the Controller's office of Public Finance, of its intent to sell or issue any future series
17 of Bonds not less than forty-five (45) days prior to the anticipate sale or issuance of any such
18 Bonds, which notice shall be acknowledged in writing by the Controller's Office of Public
19 Finance within fifteen (15) days of receipt of such notice. Furthermore, the City, through the
20 Controller's Office of Public Finance, shall receive (i) a copy of the certified resolution of the
21 District Board of Education approving the issuance of any future series of Bonds; (ii) a copy of
22 the debt service schedule within fifteen (15) days of the issuance of any future series of
23 Bonds; and (iii) all minutes approved by the independent citizens' oversight committee formed
24 pursuant to the Education Code when such minutes are available. Failure of the City or the
25 District to provide any such notice, acknowledgement, resolution, debt service schedule, or

1 minutes required by this Resolution shall not affect the validity of any Bonds issued or sold by
2 the District, or the requirement of the City to levy the tax pursuant to Section 15252 of the
3 Education Code.

4 Section 7. City Responsibilities.

5 (a) The City, including the officers thereof and this Board of Supervisors, takes no
6 responsibility for any act or omission that is in any way related to the validity of the Bonds, or
7 any disclosure issues related to the Bonds, except as set forth in subsection (e) hereof.

8 (b) The City shall levy and collect taxes, pay principal and interest on the Bonds
9 when due, and hold and invest the bond proceeds and tax funds for the Bonds duly issued
10 and sold by the District pursuant to the authority granted by this Resolution, and as otherwise
11 required by law. The Bonds shall not constitute a debt of the City and the City shall have no
12 obligations regarding the use or application of the proceeds of the Bonds.

13 (c) The City, including the officers, officials and employees thereof and this Board of
14 Supervisors, takes no responsibility for establishing a tax rate for any new issue of bonds in
15 any year in which the information required by Section 6 hereof to be delivered to the City
16 officers is delivered later than the deadline established by such officers in order to permit
17 compliance with Section 29100 et seq. of the Government Code.

18 (d) Except as otherwise provided by this Resolution and by law, none of the City,
19 this Board or any officers, nor officials or employees of the City shall have any liability
20 hereunder or by reason hereof or in connection with the transactions contemplated hereby
21 and the Bonds shall be payable solely from tax proceeds and any other moneys of the District
22 available therefor as set forth in this Section 7.

23 (e) Neither this Board of Supervisors nor any officer of the City has prepared or
24 reviewed the official statement of the District describing the Bonds (the "Official Statement"),
25 and this Board of Supervisors and the various officers of the City take no responsibility for the

1 contents or distribution thereof, provided, however, that solely with respect to a section
2 contained or to be contained therein describing the City's investment policy, current portfolio
3 holdings, and valuation procedures, as they may relate to funds of the District held by the City
4 Treasurer, the City Treasurer is hereby authorized and directed to prepare and review such
5 information for inclusion in the Official Statement and in a preliminary form of the Official
6 Statement, and to certify in writing to the District prior to or upon the issuance of the Bonds
7 that the copies of each of the investment policy, portfolio holdings, and valuation procedures
8 are true, correct, and complete reproductions of each respective document.

9 Section 8. Modifications, Changes and Additions. The City Treasurer and any
10 Authorized City Official is hereby authorized to make such modifications, changes and
11 additions to the documents and agreements approved hereby, upon consultation with the City
12 Attorney, as may be necessary or desirable and in the interests of the City, and which
13 changes do not materially increase the City's obligations or reduce its rights thereunder or
14 hereunder. The respective official's approval of such modifications, changes and additions
15 shall be conclusively evidenced by the execution and delivery by such official of the applicable
16 Bond Purchase Agreement, Paying Agent Agreement or any of the other documents
17 approved in this Resolution. Any such actions are solely intended to further the purposes of
18 this Resolution and are subject in all respects to the terms of this Resolution. No such actions
19 shall increase the risk to the City or require the City to spend any resources not otherwise
20 granted herein. Final versions of any such documents shall be provided to the Clerk for
21 inclusion in the official file within 30 days (or as soon thereafter as final documents are
22 available) of execution by all parties.

23 Section 9. Other Actions. Officers, officials and staff of the City are hereby
24 authorized and directed, jointly and severally, to do any and all things and to execute and
25 deliver any and all documents that they may deem necessary or advisable in order to

1 accomplish the transactions authorized herein, and otherwise carry out, give effect to and
2 comply with the terms and intent of this Resolution. Such actions heretofore taken by such
3 officers, officials and staff consistent with the documents presented herein and as
4 contemplated by this Resolution are hereby ratified, confirmed and approved.

5 Section 10. Performance Audit. The Board of Supervisors requests that the District
6 present the annual Proposition A performance audit of the Bond Program at a hearing before
7 the Government Audit and Oversight Committee upon enactment by the Board of Supervisors
8 of a hearing request on that topic.

9 Section 11. Continuing Disclosure. The City acknowledges and relies upon the fact
10 that the District has represented that it shall execute a Continuing Disclosure Certificate
11 containing such covenants of the District as shall be necessary to allow the Underwriters to
12 comply with the requirements of Securities and Exchange Commission Rule 15c2-12. The
13 City acknowledges and relies upon the fact that the District has covenanted to comply with
14 and carry out all of the provisions of such Continuing Disclosure Certificate.

15 Section 12. Delivery of Resolution. The Clerk of the Board of Supervisors is hereby
16 directed to deliver a copy of this Resolution to the Superintendent of the District.

17 Section 13. Effective Date. This Resolution shall take effect from and after its
18 adoption.

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

22 By: /s/ Kenneth D. Roux
23 Kenneth D. Roux
24 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: 211154

Date Passed: November 30, 2021

Resolution authorizing the issuance and sale of bonds of the San Francisco Unified School District; prescribing the terms of sale of not to exceed \$284,250,000 of said General Obligation Bonds, Election of 2016, Series C, by a negotiated sale; approving the form of a Bond Purchase Agreement; approving the forms of one or more paying Agent Agreements; and authorizing the execution of necessary documents and certificates relating to such bonds, as defined herein.

November 17, 2021 Budget and Finance Committee - AMENDED, AN AMENDMENT OF THE WHOLE BEARING SAME TITLE

November 17, 2021 Budget and Finance Committee - RECOMMENDED AS AMENDED

November 30, 2021 Board of Supervisors - ADOPTED

Ayes: 11 - Chan, Haney, Mandelman, Mar, Melgar, Peskin, Preston, Ronen, Safai, Stefani and Walton

File No. 211154

I hereby certify that the foregoing Resolution was ADOPTED on 11/30/2021 by the Board of Supervisors of the City and County of San Francisco.

f Angela Calvillo
Clerk of the Board

London N. Breed
Mayor

12/10/21

Date Approved