

[Appropriation - Mission Bay Improvement Fund - Warrior Arena Improvement Capital Projects - \$5,980,000 - FYs 2016-2017 and 2017-2018]

Ordinance appropriating \$5,980,000 to the Municipal Transportation Agency (MTA), consisting of \$3,050,000 General Fund Contribution and \$350,000 of MTA's operating fund in FY2016-2017, and \$2,310,000 General Fund Contribution and \$270,000 of MTA's operating fund in FY2017-2018 to support planning, design, and outreach for the transportation capital improvement projects in connection with the proposed Golden State Warriors Event Center and Mixed Use Development in Mission Bay.

Note: Additions are single-underline italics Times New Roman; deletions are ~~strikethrough italics Times New Roman~~. Board amendment additions are double underlined. Board amendment deletions are ~~strikethrough normal~~.

Be it ordained by the People of the City and County of San Francisco:

Section 1. The sources of funding outlined below are herein appropriated to reflect the projected revenue for Fiscal Year 2016-17.

SOURCES Appropriation

Fund	Index/Project Code	Subsubject	Description	Amount
1G AGF AAP	GEPT735A935N -	9301G	General Fund Transfer	\$3,050,000
General Fund –	PGEMBT 00	Operating	from Mission Bay	
Annual Project		Transfer-In	Transportation	
		From General	Improvement Fund	
		Fund		

1	Fund	Index/Project Code	Subobject	Description	Amount
2	5M AAA AAA	*DPT5MAAAAAA	99999B	Transfer from MTA	\$350,000
3	Muni Railway -	Muni Railway -	Use of Fund	Operating Fund	
4	Operating Fund	Operating Fund	Balance		
5					
6	Total SOURCES Appropriation				\$3,400,000

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8 Section 2. The uses of funding outlined below are herein appropriated to reflect the

9 projected expenditures for Fiscal Year 2016-17.

11	Fund	Index/Project Code	Subobject	Description	Amount
12	5M CPF LOC	68CPT735999X –	06700 Buildings,	Warrior Arena	\$3,400,000
13	Muni-Capital	CPT735999X	Structures, and	Improvement Capital	
14	Projects –Local		Improvement	Project	
15	Fund		Project – Budget		
16					
17	Total USES Appropriation				\$3,400,000

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19 Section 4. The sources of funding outlined below are herein appropriated to reflect the

20 projected revenue for Fiscal Year 2017-18.

1 **SOURCES Appropriation**

2	Fund	Index/Project Code	Subobject	Description	Amount
3	5M CPF LOC	PTPT735A301G -	9301G	General Fund Transfer	\$2,310,000
4	Muni-Capital	CPT73500	Operating	from Mission Bay	
5	Projects -Local		Transfer-In	Transportation	
6	Fund		From General	Improvement Fund	
7			Fund		
8					
9	5M AAA AAA	*DPT5MAAAAAA	99999B	Transfer from MTA	\$270,000
10	Muni Railway -	Muni Railway -	Use of Fund	Operating Fund	
11	Operating Fund	Operating Fund	Balance		
12					
13	Total SOURCES Appropriation				\$2,580,000

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16 Section 5. The uses of funding outlined below are herein appropriated to reflect the

17 projected expenditures for Fiscal Year 2017-18.


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19	Fund	Index/Project Code	Subobject	Description	Amount
20	5M CPF LOC	68CPT735999X -	06700 Buildings,	Warrior Arena	\$2,580,000
21	Muni-Capital	CPT735999X	Structures, and	Improvement Capital	
22	Projects -Local		Improvement	Project	
23	Fund		Project - Budget		
24					
25	Total USES Appropriation				\$2,580,000

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

FUNDS AVAILABLE
BEN ROSENFELD, Controller

By: 
THOMAS OWEN
Deputy City Attorney

By: 
BEN ROSENFELD
Controller

<p>Item 14 File 16-0466</p>	<p>Department: San Francisco Municipal Transportation Agency (SFMTA)</p>
<p>EXECUTIVE SUMMARY</p>	
<p>Legislative Objectives</p>	
<ul style="list-style-type: none"> • Ordinance appropriating \$5,980,000 to the SFMTA including (a) \$3,050,000 General Fund Contribution and \$350,000 SFMTA’s operating fund in FY 2016-17; and (b) \$2,310,000 General Fund Contribution and \$270,000 SFMTA’s operating fund in FY 2017-18 for planning, design and construction of the transportation capital improvements for the Golden State Warriors Event Center and Mixed Use Development in Mission Bay. 	
<p>Key Points</p>	
<ul style="list-style-type: none"> • The Golden State Warriors Arena, LLC (Warriors) plans to construct a multipurpose event center, with retail and offices at 16th and Third Streets in the Mission Bay neighborhood. • On December 15, 2015, the Board of Supervisors approved creation of the Mission Bay Transportation Improvement Fund, setting aside General Funds to pay for improvements provided by SFMTA to the Warriors Project. Revenues from the Warriors project are anticipated to provide the needed funding sources to the General Fund. 	
<p>Fiscal Impact</p>	
<ul style="list-style-type: none"> • The source of the \$3,400,000 funding for FY 2016-17 is one-time transfer taxes revenues received by the City in 2015 from the sale of the Warriors site. The source of the \$2,580,000 funding for FY 2017-18 is projected sales taxes and gross receipts taxes to be generated from construction of the Warriors project. • SFMTA’s estimated five year capital costs to purchase four new light rail vehicles, construct a new boarding platform and make other capital transportation improvements for the Warriors project are \$61.9 million. Estimated revenues to be generated by the Warriors project to pay these costs are \$27.4 million, including \$8 million from transfer taxes and construction gross receipts and sales taxes. This \$8 million includes the requested \$5,980,000 supplemental appropriation of funds over the next two years. • Based on the \$61.9 million capital costs and \$27.4 million projected revenues, there is a projected shortfall of \$34.5 million to fund the Warriors transportation improvements. This shortfall will be funded through the sale of SFMTA revenue bonds. SFMTA anticipates annual debt service on these \$35 million bonds would be paid from Transportation Improvement Fund revenues appropriated to SFMTA. 	
<p>Policy Consideration</p>	
<ul style="list-style-type: none"> • SFMTA will not issue the \$35 million of revenue bonds unless the Warrior’s litigation prevails and SFMTA enters into a MOU with the City for full reimbursement of debt costs. The Warriors will also be responsible for meeting specified transportation performance measures as detailed in the Environmental Impact Report on the Warriors project. 	
<p>Recommendation</p>	
<ul style="list-style-type: none"> • Approve the proposed ordinance. 	

MANDATE STATEMENT

City Charter Section 9.105 requires Board of Supervisors approval of amendments to the Annual Appropriation Ordinance after the Controller certifies the availability of funds.

BACKGROUND**Golden State Warriors Arena**

The Golden State Warriors Arena, LLC (Warriors)¹ plans to construct a multipurpose event center and retail and office project at 16th and Third Streets in the Mission Bay neighborhood (Blocks 29 to 32 in the Mission Bay South Redevelopment Plan Area). In 2015, the Warriors purchased this 11 acre site, previously owned by Salesforce.com. While the Warriors Project is a private development, the City will provide public transportation, including transportation infrastructure, and ongoing public services related to the development.

Litigation² is currently pending on the Warriors project, which the City Attorney's Office anticipates will be resolved this fall. The Warriors have not yet determined when they will file for a site permit, but the Warriors would like to commence construction by early 2017. Assuming successful resolution of the litigation, the Warriors current plan is to complete the event center by the summer of 2019, in time for the National Basketball Association (NBA) season which begins in October, 2019.

Transportation and Other City Services to the Warriors Project

The Transportation Management Plan, required by the Warriors Project's Environmental Impact Report (EIR), includes the Muni Special Event Transit Service Plan, which commits the San Francisco Municipal Transportation Agency (SFMTA) to provide additional transportation services to the Warriors Project, including increased light rail service on the T-Third line, and special event shuttles. SFMTA would implement the following transportation infrastructure improvements and services for the Warriors Project:

- Purchase four additional light rail vehicles;
- Extend the existing boarding platform at 3rd and South Streets;
- Install crossover tracks on Third Street and augment power for idling trains;
- Install signage, signals and closed circuit cameras;
- Run three special event shuttles to regional transit stations;
- Expand service levels on the T-Third light rail line; and

¹ The Golden State Warriors Arena, LLC are an affiliate of the Golden State Warriors, LLC, who own the Golden State Warriors basketball team.

² Petitioners Mission Bay Alliance and Jennifer Wade challenged the adequacy of the Environmental Impact Report (EIR) on the Warriors project under the California Environmental Quality Act (CEQA). On April 30, 2015, under State Assembly Bill 900, the Warriors project was designated an Environmental Leadership Development Project, qualifying the project for expedited judicial review. The trial court's hearing is scheduled for June 17, 2016 and the Judge indicated a decision is expected in July 2016.

- Add parking control officers to control traffic during arena events.

In addition, the San Francisco Police Department (SFPD), and Department of Public Works (DPW) will provide services to the neighborhood surrounding the Warriors Project.

Mission Bay Transportation Improvement Fund

On December 15, 2015, the Board of Supervisors amended the Administrative Code to establish the Mission Bay Transportation Improvement Fund (Transportation Improvement Fund) to set aside General Fund monies to pay for additional improvements and services provided by SFMTA, SFPD, and DPW to the Warriors Project (Ordinance No. 230-15). It is anticipated that future General Fund tax revenues generated by the Warriors Project will provide the needed funding to the City's General Fund to be allocated to the Transportation Improvement Fund to pay for these City improvements and services.

In accordance with this previously approved ordinance, the Mayor and the Board of Supervisors will include sufficient General Fund annual revenues for the Transportation Improvement Fund to meet City departments' annual budgeted expenditures to provide such services to the Warriors Project. If City departments' expenditures exceed available revenues in the Fund, the City is entitled to a credit from the next year's annual deposit to the Transportation Improvement Fund or from a separate reserve fund of \$1,000,000 once the event center opens.

DETAILS OF PROPOSED LEGISLATION

The proposed ordinance would appropriate \$5,980,000 to the SFMTA in FY 2016-17 and FY 2017-18, including (a) \$3,400,000 in FY 2016-17; and (b) \$2,580,000 in FY 2017-18 as summarized in Table 1 below to support planning, design and construction of the transportation capital improvements related to the proposed Golden State Warriors Event Center and Mixed Use Development in Mission Bay.

Table 1: Proposed Supplemental Appropriation Ordinance for FY 2016-17 and FY 2017-18

	FY 2016-17	FY 2017-18	Total
Sources			
Transfer from Mission Bay Transportation Improvement Fund	\$3,050,000	\$2,310,000	\$5,360,000
Transfer from SFMTA Operating Fund	350,000	270,000	620,000
Total	\$3,400,000	\$2,380,000	\$5,980,000
Uses			
SFMTA - Warriors Arena Transportation Capital Improvements	\$3,400,000	\$2,580,000	\$5,980,000

FISCAL IMPACT**Sources of Revenues**

According to Mr. Drew Murrell, in the Controller's Office of Budget and Analysis, when the Warriors purchased the 11 acres from Salesforce in 2015, this sales transaction generated \$3,877,500 of one-time transfer tax revenues for the City. The City has previously approved baseline transfer allocations of General Fund revenues for various purposes³. Therefore, this \$3,877,500 one-time 2015 transfer tax to the City resulted in approximately (a) \$3,050,000 net revenue to the City's General Fund, which was subsequently allocated to the Mission Bay Transportation Improvement Fund, and (b) \$350,000 for SFMTA's increased baseline allocation, for a total of \$3,400,000. This one-time transfer tax provides the source of revenues of \$3,400,000 for appropriation for the Warriors Arena Transportation Capital Improvements for FY 2016-17 shown above in Table 1.

Mr. Murrell advises that sales taxes of \$1,024,973 and gross receipts taxes of \$1,285,243 or a total of \$2,310,216 (rounded to \$2,310,000) are projected to be generated from construction of the Warriors Arena in FY 2017-18. \$271,936 (rounded to \$270,000) is projected for baseline allocation to SFMTA in FY 2017-18 from these additional sales and gross receipts taxes. These projections provide the source of revenues for the \$2,580,000 supplemental appropriation in FY 2017-18 shown in Table 1 above. If all of the projected FY 2017-18 revenues in the proposed supplemental are not generated by the Warriors' sales taxes and gross receipts taxes, the City's General Fund would fund any difference.

SFMTA Capital Expenditures for Warriors Arena

The SFMTA estimates the five-year costs for the transportation improvements for the Warriors project are \$61.9 million, as summarized in Table 2 below. Estimated revenues over the same five year term that would be generated by the Warriors project are \$27.4 million, which includes an estimated \$19.4 million from Transit Impact Development Fees and approximately \$8 million from transfer taxes and construction gross receipts and sales taxes, as shown in Table 2 below. The proposed supplemental appropriation would provide \$5,980,000 to SFMTA over the next two fiscal years from transfer taxes and construction gross receipts and sales taxes of the total projected \$8 million from this source, leaving a remaining balance of approximately \$2 million to be appropriated to the SFMTA in future years.

³ Such baseline transfers of General Fund revenues include allocations to the (1) SFMTA, (2) Public Library, and (3) Public Education Fund.

Table 2: Estimated Capital Costs and Revenues for Warriors Project

Uses of Funds	Amount
Four new light rail vehicles	\$21,000,000
Installation of three new cross over tracks ⁴	6,450,653
Construction of new center boarding platform	24,871,166
Power augmentation	<u>7,539,282</u>
Subtotal Transit Uses of Funds	\$59,861,101
Traffic signals and engineering	<u>2,037,807</u>
Total Uses of Funds	\$61,898,909
Sources of Funds	
Transit Impact Development Fees	\$19,434,536
Transfer tax and construction gross receipts and sales taxes	<u>7,955,799</u>
Total Sources of Funds	\$27,390,335
Revenue shortfall	\$34,508,573

Source: SFMTA

As shown in Table 2 above, even with the anticipated General Fund contributions through transfer taxes and construction gross receipts and sales taxes, the SFMTA will face an estimated revenue shortfall of \$34,508,573. SFMTA anticipates financing this shortfall through the sale of SFMTA revenue bonds. As shown in Files 16-0464 and 16-0465, included in the Budget and Legislative Analyst's May 25, 2016 report to the Budget and Finance Committee, the SFMTA is requesting approval of a not to exceed \$207 million of SFMTA revenue bonds, which includes \$35 million of funding for Mission Bay transportation capital improvements related to the Warriors project.

As discussed under Files 16-0464 and 16-0465, annual debt service on the \$207 million SFMTA revenue bonds would be pledged to be repaid from SFMTA gross revenues. However, Ms. Sonali Bose, SFMTA Chief Financial Officer, advises that the debt service funding for the \$35 million related to the Warriors project would specifically come from the Transportation Improvement Fund. SFMTA advises that, although they are requesting authorization for issuance of the entire \$207 million revenue bonds at this time, the SFMTA will not issue the \$35 million of revenue bonds related to the Warriors project, (a) unless the City prevails in the Warriors project litigation and (b) the City enters into a Memorandum of Understanding (MOU) with the SFMTA to ensure that the SFMTA is fully repaid the costs of the debt service and related financing costs of these \$35 million revenue bonds by the City.

POLICY CONSIDERATION

According to an October 20, 2015 memorandum from the Director of Transportation to the Office of Community Investment and Infrastructure (OCII) Executive Director, although SFMTA will be able to deliver transit services to the Warriors Project, SFMTA cannot unequivocally guarantee future funding for the transit services to the Warriors Project in

⁴ Assumes 70% of the total cost of \$9,215,219 is allocated to Warriors project.

perpetuity. According to the Director of Transportation, the SFMTA supports the Warriors project with the understanding that the City, the Golden State Warriors and SFMTA do not expect the SFMTA operating and capital budgets to experience any adverse impact associated with implementing the proposed transit service plan and the capital investments to support the Warriors project.

Mr. Adam Van de Water, Project Manager in the Office of Economic and Workforce Development, advises that the Warriors have committed to maintaining eight performance standards specified in the Environmental Impact Report (EIR) on the Warriors project⁵, including maximum automobile mode share, transit mode share, vehicle queuing, pedestrian flows, bicycle parking and other good neighbor policies. The EIR also provides that the Warriors will need to explore, at the Warriors own expense, additional strategies, operational improvements or design changes to maintain these eight performance standards. According to Mr. Van de Water, these provisions protect the City and the SFMTA by transferring the financial responsibility to the Warriors if transportation services are not sufficient.

RECOMMENDATION

Approve the proposed ordinance.

⁵ Draft Subsequent Environmental Impact Report on the Event Center and Mixed-Use Development at Mission Bay Blocks 29-32 prepared by the Office of Community Investment and Infrastructure, 2015.

**Ben Rosenfield**
Controller**Todd Rydstrom**
Deputy Controller**MEMORANDUM**

TO: The Honorable Board of Supervisors
Clerk of the Board

FROM: Ben Rosenfield, Controller

DATE: May 2, 2016

SUBJECT: San Francisco Municipal Transportation Agency (MTA)
Mayor's FY 2016-17 & FY 2017-18 Proposed Budget

This memorandum outlines items included in the SFMTA FY 2016-17 & FY 2017-18 Mayor's Proposed Budget over which the Board of Supervisors has line-item approval authority.

Pursuant to Charter Article 8A.106, the Board of Supervisors (Board) may allow the MTA's budget to take effect without any action on its part, or it may reject the MTA's budget by a seven-elevenths' vote. The Board may only approve or reject the entire budget, and has no discretion to modify or reject specific expenditures contained therein. However, additional General Fund support to the MTA over the base amount stipulated in the Charter is subject to normal budgetary review and amendment under the general financial provisions of the Charter.

The FY 2016-17 & FY 2017-18 Mayor's Proposed Budget for the MTA appropriates the following General Fund and other sources subject to line-item review and approval. Approval of expenditures related to these sources follows the general provisions of the Charter, under which the Board may modify proposed expenses at the level of appropriation.

1. Mission Bay Transportation Improvement Fund transfers from the General Fund of \$3,050,000 in FY 2016-17 and \$2,310,000 in FY 2017-18.
2. Development impact fees for various capital projects as proposed by the Interagency Plan Implementation Committee (IPIC) of \$23,085,100 in FY 2016-17 and \$17,720,910 in FY 2017-18.
3. Transit Sustainability Fees for various transit related capital projects of \$10,942,660 in FY 2016-17 and \$2,209,042 in FY 2017-18.
4. A supplemental ordinance appropriating \$207,000,00 of revenue bond proceeds for various transportation projects and equipment in FY 2016-17 accompanies the May 1 Appropriation Ordinance. The Board of Supervisors has approval authority over the specific projects funded by these proceeds.

Memorandum

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Please note that the appropriation for the Mission Bay Transportation Improvement Fund includes \$350,000 in FY 2016-17 and \$270,000 in FY 2017-18 from SFMTA fund balance originating from baseline funding. These amounts follow the procedure specified under Charter Article 8A.106, where the Board has no discretion to modify or reject specific expenditures.

cc: Melissa Whitehouse, Mayor's Budget Office
Sonali Bose, MTA
Severin Campbell, Board of Supervisors Budget & Legislative Analyst

OFFICE OF THE MAYOR
SAN FRANCISCO



EDWIN M. LEE
MAYOR

May 2, 2016

Angela Calvillo, Clerk of the Board of Supervisors
City Hall, 1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Dear Ms. Calvillo:

Attached is the Mayor's proposed May 1 Budget comprised of the following 13 departments: Airport Commission, Board of Appeals, Child Support Services, Environment, Law Library, the Public Library, Municipal Transportation Agency, Port, Public Utilities Commission, Rent Board, Retirement System, and Office of County Education. Also attached are the following 11 pieces of legislation:

- One supplemental appropriation ordinance for the Two-Year Capital Budgets for the Municipal Transportation Authority (MTA)
- One resolution approving the issuance and sale of revenue bonds by the MTA
- One supplemental appropriation ordinance for Mission Bay Improvement Fund for Warrior Arena Improvement Capital Projects for the MTA
- One supplemental appropriation ordinance for surplus revenue and reappropriation for debt service payment for the Public Library
- Three supplemental appropriation ordinances for the Two-Year Capital Budgets of each of the Public Utilities Commission (PUC) Enterprises – Water, Wastewater, and Hetch Hetchy
- Three resolutions approving the issuance and sale of Power, Water, and Wastewater revenue bonds by the PUC
- One Proposition J Contract/Certification resolution of Specified Contracted-Out Services Previously Approved for Enterprise Departments (MTA, PUC, Airport, and Port)

Additionally, there are two letters attached; one memo from the Controller related to the MTA budget and a release of reserve request for the PUC. We request that all items be scheduled for the May 18, 2016 Budget and Finance meeting.

If you have any questions please feel free to contact me at 554-6253.

Sincerely,

A handwritten signature in black ink, appearing to read "Melissa Whitehouse".

Melissa Whitehouse
Mayor's Budget Director, Acting

cc: Members of the Board of Supervisors
Harvey Rose
Controller

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