

1 [Issuance of Special Tax Bonds - Community Facilities District No. 2014-1 (Transbay Transit  
2 Center) - Not to Exceed Aggregate Principal Amount of \$152,000,000]

3 **Resolution authorizing the issuance and sale of two series of Special Tax Bonds for**  
4 **City and County of San Francisco Community Facilities District No. 2014-1 (Transbay**  
5 **Transit Center) in the aggregate principal amount not to exceed \$152,000,000; and**  
6 **approving related documents and determining other matters in connection therewith,**  
7 **as defined herein.**

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9 WHEREAS, On September 23, 2009, the Board of Supervisors considered and  
10 adopted "Local Goals and Policies for Community Facilities Districts and Special Tax Districts"  
11 (the "Goals and Policies"), which Goals and Policies, among other things, relate to the  
12 formation of community facilities districts under the Mello-Roos Community Facilities Act  
13 of 1982, as amended, constituting Chapter 2.5 of Part 1 of Division 2 of Title 5 (commencing  
14 with Section 53311) of the California Government Code (the "Mello-Roos Act"); and

15 WHEREAS, The Board of Supervisors has conducted proceedings under and pursuant  
16 to the Mello-Roos Act to form "City and County of San Francisco Community Facilities District  
17 No. 2014-1 (Transbay Transit Center)" (the "CFD"), to authorize the levy of special taxes upon  
18 the land within the CFD and to authorize the issuance of bonds and other debt (as defined in  
19 the Mello-Roos Act) secured by said special taxes for the purpose of financing certain public  
20 improvements (the "Facilities"), all as described in those proceedings; and

21 WHEREAS, Pursuant to Resolution No. 2-15, which was approved by the Board of  
22 Supervisors on January 13, 2015, and signed by the Mayor on January 20, 2015 (the "Original  
23 Resolution of Issuance"), the Board of Supervisors authorized the issuance of up  
24 to \$1,400,000,000 of bonded indebtedness and other debt on behalf of the CFD; and

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1           WHEREAS, In the Original Resolution of Issuance, the Board of Supervisors approved  
2 the form of a fiscal agent agreement and directed the Director of the Office of Public Finance  
3 to return to the Board of Supervisors with a recommendation as to the method for selling one  
4 or more series of the bonds, whether competitive or negotiated, and for approval of all related  
5 sales documentation; and

6           WHEREAS, The Board of Supervisors now wishes to supplement the Original  
7 Resolution of Issuance to provide for the issuance of two series of special tax bonds to  
8 finance a portion of the Facilities and related costs and expenses; and

9           WHEREAS, There has been submitted to this Board of Supervisors a form of fiscal  
10 agent agreement (the "Fiscal Agent Agreement") that is substantially similar to the form of  
11 fiscal agent agreement approved by this Board of Supervisors in the Original Resolution of  
12 Issuance, and this Board of Supervisors with the aid of its staff has reviewed the Fiscal Agent  
13 Agreement and found it to be in proper order; and

14           WHEREAS, There has also been submitted to this Board of Supervisors a form of  
15 preliminary Official Statement in connection with the marketing of such bonds and this Board  
16 of Supervisors, with the aid of its staff, has reviewed the preliminary Official Statement to  
17 assure disclosure of all material facts relating to such bonds; and

18           WHEREAS, All conditions, things and acts required to exist, to have happened and to  
19 have been performed precedent to and in the issuance of the special tax bonds and the levy  
20 of the special taxes as contemplated by this Resolution and the documents referred to herein  
21 exist, have happened and have been performed in due time, form and manner as required by  
22 the laws of the State of California, including the Mello-Roos Act; now, therefore, be it

23           RESOLVED, That the foregoing recitals are true and correct; and, be it  
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25

1 FURTHER RESOLVED, That pursuant to the Mello-Roos Act, this Resolution and the  
2 Fiscal Agent Agreement, two series of special tax bonds, in an aggregate principal amount not  
3 to exceed \$152,000,000, are hereby authorized to be issued (collectively, the “Bonds”):

4 (i) City and County of San Francisco Community Facilities District 2014-1  
5 (Transbay Transit Center) Special Tax Bonds, Series 2017A (the “2017A Bonds”), and

6 (ii) City and County of San Francisco Community Facilities District 2014-1  
7 (Transbay Transit Center) Special Tax Bonds, Series 2017B (Federally Taxable) (the  
8 “2017B Bonds”); and be it

9 FURTHER RESOLVED, That this Board of Supervisors hereby finds that the issuance  
10 of the Bonds is in compliance with the Mello-Roos Act and applicable provisions of the Goals  
11 and Policies. More specifically, this Board of Supervisors hereby makes the following  
12 determinations:

13 (i) The rate and method of apportionment of special taxes for the District is in  
14 compliance with the Goals and Policies.

15 (ii) Section 53345.8 of the Mello-Roos Act requires, with certain exceptions, that  
16 the value of the real property subject to special taxes levied in the CFD must be at least  
17 three times the principal amount of the Bonds and the principal amount of all other  
18 bonds that will be outstanding following issuance of the Bonds that are secured by a  
19 special tax levied pursuant to the Mello-Roos Act on property within the CFD or a  
20 special assessment levied on property within the CFD, and this Board of Supervisors  
21 hereby determines that the assessed value of the property within the CFD is at least  
22 three times (i) the maximum initial principal amount of the Bonds authorized by this  
23 Resolution and (ii) the outstanding principal amount of all other outstanding bonds that  
24 are secured by a special tax or special assessment levied on property within the CFD;  
25 and, be it

1 FURTHER RESOLVED, That the Board of Supervisors hereby approves the form of  
2 the Fiscal Agent Agreement by and between the City and a fiscal agent (the "Fiscal Agent")  
3 with respect to the Bonds, in substantially the form on file with the Clerk of the Board of  
4 Supervisors; and, be it

5 FURTHER RESOLVED, Each of the Mayor, the Controller and the Director of the  
6 Office of Public Finance, or such other official of the City as may be designated by such  
7 officials (each, an "Authorized Officer"), is hereby authorized and directed to execute and  
8 deliver, and the Clerk of the Board of Supervisors is hereby authorized and directed to attest  
9 to, the Fiscal Agent Agreement in substantially the form on file with the Clerk of the Board of  
10 Supervisors, together with such additions or changes as are approved by such Authorized  
11 Officer upon consultation with the City Attorney and the City's bond counsel, including such  
12 additions or changes as are necessary or advisable to permit the timely issuance, sale and  
13 delivery of the Bonds; and, be it

14 FURTHER RESOLVED, The approval of such additions or changes shall be  
15 conclusively evidenced by the execution and delivery by an Authorized Officer of the Fiscal  
16 Agent Agreement (or one or more supplements thereto); and, be it

17 FURTHER RESOLVED, The Board of Supervisors hereby directs the Authorized  
18 Officers to name a fiscal agent for the Bonds; and, be it

19 FURTHER RESOLVED, The terms and provisions of the Fiscal Agent Agreement, as  
20 executed, are incorporated herein by this reference as if fully set forth herein; and, be it

21 FURTHER RESOLVED, That this Board of Supervisors hereby approves the Official  
22 Statement prepared in connection with the Bonds in the form on file with the Clerk of the  
23 Board of Supervisors, together with any changes therein or additions thereto deemed  
24 advisable by an Authorized Officer after consultation with the City's disclosure counsel; and,  
25 be it

1 FURTHER RESOLVED, The Council hereby approves and authorizes the distribution  
2 by the Underwriter (defined below) of the Bonds of the preliminary Official Statement to  
3 prospective purchasers of the Bonds, and authorizes and directs an Authorized Officer on  
4 behalf of the City to deem the preliminary Official Statement “final” pursuant to Rule 15c2-12  
5 under the Securities Exchange Act of 1934 (the “Rule”) prior to its distribution to prospective  
6 purchasers of the Bonds; and, be it

7 FURTHER RESOLVED, The execution of the final Official Statement, which shall  
8 include then current financial information regarding the CFD and such other changes and  
9 additions thereto deemed advisable by an Authorized Officer and such information permitted  
10 to be excluded from the preliminary Official Statement pursuant to the Rule, shall be  
11 conclusive evidence of the approval of the Official Statement by the City; and, be it

12 FURTHER RESOLVED, That this Board of Supervisors hereby approves the form of  
13 the continuing disclosure undertaking (the “Continuing Disclosure Undertaking”) with respect  
14 to the Bonds in the form thereof attached to the Official Statement on file with the Clerk of the  
15 Board of Supervisors; and, be it

16 FURTHER RESOLVED, An Authorized Officer is hereby authorized and directed to  
17 complete and execute the Continuing Disclosure Undertaking on behalf of the City with such  
18 changes, additions or deletions as may be approved by the Authorized Officer in consultation  
19 with the City’s disclosure counsel; and, be it

20 FURTHER RESOLVED, That the form of the Bond Purchase Agreement (the  
21 "Purchase Contract") providing for the sale of the Bonds by the City to Stifel, Nicolaus &  
22 Company, Incorporated, as underwriter (the "Underwriter"), on file with the Clerk of the Board  
23 is hereby approved and each of the Authorized Officers is hereby authorized to execute the  
24 Purchase Contract in the form so approved, with such additions thereto and changes therein  
25 as are necessary to conform the Purchase Contract to the dates, amounts and interest rates

1 applicable to the Bonds as of the sale date or as are approved by an Authorized Officer upon  
2 consultation with the City Attorney and the City’s bond counsel; and, be it

3 FURTHER RESOLVED, Approval of such additions and changes shall be conclusively  
4 evidenced by the execution and delivery of the Purchase Contract by an Authorized Officer.

5 This Board of Supervisors hereby finds that sale of the Bonds to the Underwriter at a  
6 negotiated sale pursuant to the Purchase Contract will result in a lower overall cost than  
7 would be achieved by selling the Bonds utilizing competitive bidding; and, be it

8 FURTHER RESOLVED, That the Bonds shall be prepared, executed and delivered to  
9 the Fiscal Agent for authentication, all in accordance with the terms of the Fiscal Agent  
10 Agreement and the Purchase Contract; and, be it

11 FURTHER RESOLVED, The Fiscal Agent, an Authorized Officer and other responsible  
12 officers of the City are hereby authorized and directed to take such actions as are required to  
13 cause the delivery of the Bonds upon receipt of the purchase price thereof; and, be it

14 FURTHER RESOLVED, That the Director of the Office of Public Finance is hereby  
15 authorized to determine, after consultation with the City’s municipal advisors and the  
16 Underwriter, that all or a portion of each series of Bonds shall be designated as “green bonds”  
17 if, upon consultation with the City’s financial advisor, the Director determines that there may  
18 be increased investor interest in such City bonds; and, be it

19 FURTHER RESOLVED, That all actions heretofore taken by the officers and agents of  
20 the City (including, but not limited to, the Authorized Officers) with respect to the  
21 establishment of the CFD, the levy of the special tax and the issuance of the Bonds are  
22 hereby approved, confirmed and ratified, and the appropriate officers of the City are hereby  
23 authorized and directed to do any and all things and take any and all actions and execute any  
24 and all certificates, agreements and other documents, which they, or any of them, may deem  
25 necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds

1 in accordance with this Resolution, any determination authorized by this Resolution, and any  
2 certificate, agreement, and other document described in the documents herein approved; and,  
3 be it

4 FURTHER RESOLVED, All actions to be taken by an Authorized Officer, as defined  
5 herein, may be taken by such Authorized Officer or any designee, with the same force and  
6 effect as if taken by the Authorized Officer; and, be it

7 FURTHER RESOLVED, That this Resolution shall take effect from and immediately  
8 upon its adoption.

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

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13 By: \_\_\_\_\_  
14 Mark D. Blake  
15 Deputy City Attorney  
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