File No. _____170950____

Committee Item No. _____ Board Item No.

COMMITTEE/BOARD OF SUPERVISORS

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Committee: Budget & Finance Committee

Date September 21, 2017 Date

Board of Supervisors Meeting

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FILE NO. 170950

RESOLUTION NO.

[Approving Issuance of Bonds - California Statewide Communities Development Authority -San Francisco Museum of Modern Art - Not to Exceed \$30,000,000]

Resolution approving in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended, the issuance of tax-exempt obligations by the California Statewide Communities Development Authority in an aggregate principal amount not to exceed \$30,000,000 for the financing or refinancing of various capital facilities owned or to be owned by San Francisco Museum of Modern Art.

WHEREAS, The California Statewide Communities Development Authority, is a joint exercise of powers agency established pursuant to the laws of the State of California (the "Authority") and that certain Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988, among certain local agencies, including the City (the "Agreement"); and

WHEREAS, San Francisco Museum of Modern Art (SFMOMA), a California nonprofit corporation (the "Corporation"), has requested that Authority to issue obligations (the "Obligations") in an aggregate principal amount not expected to exceed \$30,000,000, for the purpose of making a loan to the Corporation to finance or refinance various capital facilities as more fully described below; and

WHEREAS, Proceeds of the Obligations will be loaned to the Corporation, pursuant to a Loan Agreement or a Master Loan Agreement (each, a "Loan Agreement"), and the Corporation will use the proceeds of the Obligations as follows: (1) the acquisition of fee title ownership of a parking garage (including an existing rooftop café area and sculpture garden area therein) located at 147 Minna Street, San Francisco, California (the "Parking Garage"); (2) capital improvements, equipment acquisition, capital maintenance and other related improvements to the Parking Garage and the Corporation's existing facilities located at 151

Supervisor Kim BOARD OF SUPERVISORS Third Street, San Francisco, California (the "Museum"); (3) the acquisition and installation of artworks for the Museum (collectively, the "Projects"); and (4) pay various costs of issuance and other related costs with respect to the Obligations; and

WHEREAS, The Projects are or will be owned and operated by the Corporation, and the Museum and the Projects are located within the geographic boundaries of the City and County of San Francisco (the "City"); and

WHEREAS, The City is a member of the Authority; and

WHEREAS, The issuance and delivery of the Obligations shall be subject to the approval of and execution by the Authority of all financing documents relating thereto to which the Authority is a party and subject to the issuance of the Obligations by the Authority; and

WHEREAS, Interest on the Obligations may qualify for tax exemption under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") only if the Obligations are approved in accordance with Section 147(f) of the Code; and

WHEREAS, The Board of Supervisors of the City (the "Board") is the elected legislative body of the City and is one of the applicable elected representatives required to approve the issue within the meaning of Section 147(f) of the Code and Section 9 of Agreement; and

WHEREAS, The Authority has requested the Board to approve the issuance and sale of the Obligations in order to satisfy the public approval requirements of Section 147(f) of the Code and the requirements of Section 9 of the Agreement; and

WHEREAS, On August 28, 2017, the City caused a notice to appear in the *San Francisco Chronicle*, which is a newspaper of general circulation in the City, stating that a public hearing with respect to the issuance of the Obligations and the Projects would be held by the Controller's Office of Public Finance on September 11, 2017; and

WHEREAS, The Controller's Office of Public Finance held the public hearing described above on September 11, 2017, and an opportunity was provided for persons to comment on

Supervisor Kim BOARD OF SUPERVISORS

Page 2

the issuance of the Obligations and the plan of financing for the Projects, and such written comments received on or prior to the date of such hearing have been forwarded to this Board; now, therefore be it

RESOLVED, That this Board hereby finds and declares the above recitals are true and correct; and, be it

FURTHER RESOLVED, That this Board hereby approves the issuance of the Obligations by the Authority; and be it

FURTHER RESOLVED, That it is the purpose and intent of this Board that this Resolution constitute approval of the issuance of the Obligations by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Projects are located for the purposes of and in accordance with Section 147(f) of the Code and Section 9 of the Agreement; and, be it

FURTHER RESOLVED, That the approval of the issuance of the Obligations by the Authority is neither an approval of the underlying credit supporting the Projects nor an approval of the financial structure of the Obligations; and be it

FURTHER RESOLVED, That the Obligations shall not constitute a debt or obligation of the City and neither the full faith and credit or taxing power of the City shall be available to the payment of the Obligations, the payment of the principal, prepayment premium, if any, and purchase price of and interest on the Obligations shall be solely the responsibility of the Corporation; and be it

FURTHER RESOLVED, The adoption of this Resolution shall not obligate (i) the City to provide or pledge any of its revenues or assets to the Corporation for the acquisition, rehabilitation and development of the Projects or to issue the Obligations for purposes of such

Supervisor Kim BOARD OF SUPERVISORS financing; or (ii) the City, or any department of the City, to approve an application or request for, or take any other action in connection with, environmental, General Plan consistency determinations, zoning or any other permit or other regulatory action sought in connection with the Projects; and be it

FURTHER RESOLVED, that this Resolution shall take effect immediately upon its adoption.

APPROVED AS TO FORM: DENNIS J. HERRERA CITY ATTORNEY By: Mark D. Blake Deputy City Attorney n:\financ\as2017\1300182\01216077.docx



CITY AND COUNTY OF SAN FRANCISCO

OFFICE OF THE CONTROLLER

Ben Rosenfield Controller

Todd Rydstrom Deputy Controller

Nadia Sesay Director Office of Public Finance

August 31, 2017

Supervisor Jane Kim City Hall, Room 244 City and County of San Francisco Board of Supervisors 1 Dr. Carlton B. Goodlett Place San Francisco CA 94102

Dear Supervisor Kim:

Thank you for agreeing to introduce the Board of Supervisors resolution approving, for the purposes of the Internal Revenue Code, the issuance of tax-exempt obligations (the "Bonds") by the California Statewide Communities Development Authority (the "Authority") on behalf of San Francisco Museum of Modern Art (SFMOMA), a California nonprofit corporation (the "Borrower"), to finance and/or refinance certain capital facilities owned and operated by the Borrower as summarized below. I respectfully request introduction of the resolution at the meeting of the Board of Supervisors on Tuesday, September 5, 2017.

Pursuant to the Tax Equity and Fiscal Responsibility Act (TEFRA), to facilitate the tax exemption of interest on the Bonds the City is required to conduct a public hearing and to approve the financing by the Authority. The Office of Public Finance is scheduled to hold such hearing on Monday, September 11, 2017, notice of which was published in the *San Francisco Chronicle* on August 28, 2017. Any comments heard or received from the TEFRA public hearing will be brought to the attention of the Board during staff presentation of this item at the Budget & Finance Committee. The action by the Board will acknowledge that the hearing was duly held and that the financing is proceeding.

The Bonds will be issued in an aggregate principal amount not to exceed \$30 million. I have performed a limited due diligence review of information pertaining to the project and proposed financing that I have summarized below.

<u>The Borrower</u>

SFMOMA's mission is to make the art for our time a vital and meaningful part of public life. The Museum traces its founding to 1935, when it opened as the San Francisco Museum of Art under its founding director Grace McCann Morley in the War Memorial Veterans Building. Today, it is

a crucial landmark institution in San Francisco, providing cultural enrichment and education, unique exhibitions and programs for residents and visitors to the City, free admission to children 18 and under, and free K-12 school visits.

The Project

The proceeds from the sale of the Bonds will be loaned to the Borrower for the following purposes: (1) the acquisition of fee title ownership of a parking garage (including an existing rooftop café area and sculpture garden area therein) located at 147 Minna Street, San Francisco, California (the "Parking Garage"); (2) capital improvements, equipment acquisition, capital maintenance and other related improvements to the Parking Garage and the Corporation's existing facilities located at 151 Third Street, San Francisco, California (the "Museum"); (3) the acquisition and installation of artworks for the Museum (collectively, the "Projects"); and (4) pay various costs of issuance and other related costs with respect to the Bonds.

Financing Information

Assuming all required approvals are obtained, the Authority expects to issue the Bonds in an amount not to exceed \$30 million. Bond Counsel on the transaction is Hawkins Delafield & Wood LLP.

Public Approval Process

The City and County of San Francisco is a participating member of the Authority, a joint powers authority. The Authority is authorized to issue bonds, notes, certificates of participation, or other forms of indebtedness, including refunding previously issued debt. As noted above, federal tax law requires that the governing body of the jurisdiction in which the project is located approve the financing and the project after providing the opportunity for a duly-noticed public hearing before the Bonds may be issued on a tax-exempt basis.

Your assistance with this matter is greatly appreciated. Please contact me at (415) 554-4862, if you any questions or require additional information. Thank you.

Sincerely,

Vishal Trivedi Bond Analyst

DECLARATION OF PUBLICATION OF SAN FRANCISCO CHRONICLE

CITY AND COUNTY OF SAN FRANCISCO NOTICE OF PUBLIC HEARING PURSUANT TO SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, FOR THE FINANCING OR REFINANCING OF CERTAIN FACILITIES FROM THE ISSUANCE OF TAX-EXEMPT OBLIGATIONS

CLEATAIN FACILITIES FROM THE ISSUANCE OF TAX-EXEMPT OBLICATIONS NOTICE IS HEREBY GIVEN that at 10:30 a.m. on September 11, 2017, in the City and County of San Francisco Controller's Office of Public Finance, Room 336, 1 Dr. Carlton B. Goodlett Place, San Francisco, California 94102, a public hearing (the "Public Hearing") will be held regarding the proposed issuance of tax-exempt Obligations (the "Obligations") by the California Statewide Communities Development Authority (the "Authority") in one or more series in an aggregate principal amount not to exceed thirty million dollars (\$30,000,000), pursuant to a plan of finance for various capital fa-cilities as more fully described below. Proceeds of the Obligations will be loaned to San Francisco. Museum of Modern Art (SFMOMA) (the "Corpora-tion described in Sciton 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Corporation or a master loan agreement by and among a lending institution selected by the Corporation, the Authority, and the Corporation, the Authority, and the Corporation, the Authority and the Corporation eyects to use the proceeds of the Obligations to finance or refinance: (1) the acquisition of fee title ownership of a parking garage (including an esisting rootop cafe area and sculpture garden area threin) located at 1477 Minna Street, San Francisco, California (the "Parking Garage"); (2) capital improvements, culpture taquisition, capital maintenance and other related improvements on the Parking Garage and the Corporation setsing facilities located at 151 Third Street, San Francisco, California (the "Museum"); (3) the acquisition and installation of artworks for the Museum (collectively, the "Projects"); and (4) various costs of issuance and other related costs.

The Projects"); and (4) various costs of issuance and other related costs. The Projects are or will be owned and/or operated by the Corporation and are located within the geographic boundaries of the City and County of San Francisco (the "City"). The Obligations will be paid entirely from payments by the Corporation under the Loan Agreement. Neither the full faith and credit nor the taxing power, if any of the City, the Authority and its members, the State of Califor-ania (the "State") or any other political corporation, subdivision or agency of the State is pledged to the payment of the principal of, premium, if any, or interest on the Obligations, nor shall the City, the Authority and its mem-bers, the State, or any other political corporation, subdivision or agency of the State is pledged to the payment of the principal of, premium, if any, or interest on the Obligations. The Public Hearing is Intended to Comply with the public approval requirements of Section 147(f) of the Code. Those wishing to comment on the issu-ance of the Obligations, the proposed nature or location of the roject, or ance of the Obligations, the proper-nation of subdivision or agency of the State be liable or obligated to comply with the public approval requirements of Section 147(f) of the Code. Those wishing to comment on the issu-ance of the Obligations, the proper-nature or location of the proper-nation of subdivision may end the plan of finance may either appear in person at the time and place indi-cated above or submit written com-ments, prominently marked "TEFA Hearing - SFMOMA," which must be received prior to the Public Hearing, to the Office of Public Finance at the address indicated above. Date: August 28, 2017 CITY AND COUNTY OF SAN FRANCISCO.

Lori Gomez

Declares that: The annexed advertisement has been regularly published In the

SAN FRANCISCO CHRONICLE

awaan bar in a

Which is an was at all times herein mentioned established as newspaper of general circulation in the City and County of San Francisco. State of California, as the term is defined by Section 6000 of the Government Code

SAN FRANCISCO CHRONICLE

(Name of Newspaper)

901 Mission Street

San Francisco, CA 94103

From То Namely on

(Dates of Publication)

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

At San Franciseo, California

的行为的关系的

ZeroCater expands to snack deliveries

Spatlight from page Dz

ZeroCater has well-

companies work environments are generally going to have an edge over those com panies that do not." ZeroCater has been arranging meal deliver-ies from local restau-

Companies Derry week The Chronicle and Crunchbase, a San Francisco flum that tracks key businesses in tech-nology, analyze private Bay Area companies based on their financial backing, employees and activity on Crunchbase. We feature five that are moving up in the ranks. For more in-formation on the compan-nies: www.crunch base.com ranis since 2011. While the snacks program is the stacks program is currently only svalable in the Bay Area, the catering option has expanded to Los Ange-les, New York, Washing-ton, Chicago and Aus-tin, Texas. The firm has clients around the coun-try, ranging from 'the Fortune 500 company to the small startup that just got funded.' Sabeti said. ZeroCater has well-

How we pick the |

they did over the week-end, the projects they're working on and the challenges they have." he said. "So there's communication they wouldn't otherewise communication the wouldn't olkerwise

funded competitors, including Zesty, which has raised more than have." have." As ZeroCaler worker unloaded a hoard of snacks in MemSQLs kitchen Wednesday, \$20 million, and Square's Caviar, which introduced Caviar for Teams last year, Another threat: Some companies are eliminat-ing their perks to cut Last year, for ex-ample, Drophox report-edly got rid of employ-ees' unlimited guest privileges at meals. Sabeti said offering

kitchen Wednesday, several employees gath-ered around a commu-nal table, esting break-fast, drinking coffee — and, most importantly, talking about work. "It's a great way to get everyone together during the day" said MernSQL office manage Lauren Donnelly. Why it matters: Cuslomers expect all impor-tant services to be online and on-demand. Also trending: **Original Tech**

Having to go to a branch during business hours can be enough of a turn-off for a custom-er to find a different bank, said Chan. What it does: Provides software for midsize



Mike Joritz (right) and Jefry Romero deliver bins full of snacks to the offices of MemSQL.

banks, allowing them to digitize applications for bank accounts and loans. Since starting in April, it now works with 13 (Inancial in-stitutions nationwide. Funding: Several mil-lion dollars, according to Chan, Employees: Less than HashiCorp What happened: Origi-nal Tech is going through the Y Combina-tor startup accelerator and just closed a seed funding round, accord-ing to CEO Heang Chan.

What it does: Allows company information-technology departments to manage software code and data across cloud services like Am-azon Web Services, Microsoft Azure and Coorde Cloud It's used Google Cloud. It's used by Adobe, Palantir, Ve-rizon and others. Having to go to a branch during business hours can be enough of a turn-off for a custom-tonk, said Chan. Headquarters: Pacifica

Why it matters: "Dif-ferent cloud providers are good at different things," said HashiCorp CEO Dave McJannet. Most major companies use several cloud servic es, so making sure everything is running properly and securely is a challenge. Headquarters: San

Francisco Funding: \$34 million, according to McJannet.

Employees: 130

Capella Space

What it does: Builds backpack-size satellites capable of taking images of the Earth in all of the Earth in all weather conditions. Capella Space is plan-ning to launch 36 such satellites to capture satellite imagery and sell it to customers. What happened: The company was included in a recent roundup of geospalial startups, and plans to launch its first satellites next year.

Why it matters: For industries like oil and gas, agriculture, security and intelligence, a and memgence, a steady stream of satel-lite imagery can be crit-ical for measuring progress or detecting threats.

Headquarters: Palo

future coders, particular-ly girls, if the stories make

Funding: \$12 million, according to CEO Payam Banazadeli. Employees: 24

Vida

What it does: Allows artists to print designs on clothes and accesso-ries.

What happened: The company, also part of Y Combinator, is trending after participating in the organization's Demo Day this week.

Why it matters: This Why it matters: This company makes it easier for people to create likeir own custom prod-ucts. "We're rejecting the standardized, mass-produced goods that have been dominating in the retail industry." CEO and founder founder Umainah Mendkro recently lold TechCrunch.

Headquarters: San Francisco

Funding: \$7.42 million, according to Crunchbase.

Employees: 2, accord-ing to Crunchbase. Trisha Thadani and Isha

Salian are San Francisco Chronicle staff writers. Email: tthadani@ Linan: Hoanani@ Afchronicle.com, italian@sfchronicle.com Twitter: @TrishaTbadani

focused on a handful of

focused on a handful of programming concepts and integrated them into the plot. The novel centers on a girl named Lucy, who joins an after-school coding club and starts cotting mysterious noise coding club and starts getting mysterious noles on her locker. To un-derstand the messages, she has to master coding concepts like input/out-put, loops and variables. Deutsch struggled at times to get those ideas across. In moments of manic she club as acrd times to get those ideas across. In moments of panic, she called a coder friend for guidance. But in other ways, her status as a uo/ice was an asset. Her characters did not know much about coding at the beginning of the novel, and neither, she pressures will many of nove, and neiner, she presumes, will many of her readers. "I wanted someone who didn't know any-thing about coding to get excited about the possibil-ilies," she said.

Alexandra Alter is a New York Times writer.

Books spur kids' interest in code

Coding from page D1

food is something that will always add value to a company, rather than

time every day, and they talk about what

take aw take away. "You have co-workers come together for a set

"The Friendship Code," which features girls who become friends in an after-school coding club, "I wanted to create series of books that girls could see themselves in, where you could sneak in the algorithms and you smeak in the coding." Sautani sait, Saujani said.

Saujani said, Lately, the niche has gotten considerably more crowded. A growing number of children's number of children's books authons are using fiction to teach the funda-mentals of cooling a trend that has coincided with a push by Silicon Valley to Aud and expand tech-nology training in schools. Code.org provides free online coding lessons, and has cardide doding

code.org province inc. online coding lessons, and has crafted coding

was widely seen as fur-ther proof of pervasive sexism in the industry. Saujan't effort io counter the history's gender imbalance, with ooks, seems to have woo books, seems to have woo books seems to have woo book fautures glowing the adversens to from phi-lanthropist Melinda Getes, jack Doresy, the co-founder and CEO of Writter; and Facebook's chief operating officer, The daughter of two engineers who came to Sautani's effort to curricula for elementary, middle and high school students. Last year, Apple released a free app to teach the programming language Swift. Scratch 17, a coding program de-signed for 4, to 7, year-olds, now has some 5 million users. The Girls Who Code books are also arriving at books are also arriving at a moment of heightened engineers who came to the United States as politiawareness and outrage the United States as politi-cal refugees from Uganda, Saujani sin some ways an unlikely advocate for computer litteracy. Hier academic and profession-al bockground is in law, history and politics, not technology. Before foun-ding her coding organiza-tion, she worked as a lawyer for a hedge fund and ran for Congress in 2010. She lost, speciar-ularly, and decided to over the scarcity and treatment of women in the tech industry. The issue has come into sharp focus in recent weeks, following the controversy over a Google engineer's memo, in which he ar-gued that women are under-presented in computer science because of physiological differenc-es. The memo, which fed to the engineer's firing, issue has come into sharp

HashiConf, takes place 1 start a nonprofit to teach computer literacy to girls. Since its founding in 2013, the organization's coding clubs have rapidly spread across the country and now meet in so states. But demand has out-stripped growth: 7000 girls applied for 1,600 sents at the group's 80 summer carags. So in early 2005, in an effort to extend the group's reach, Saujani, who published a book for adults about women and leadership in 2013, weni to be riterary agent and proposed a series of chil-dref books about cod-ing. At the time, it seemed like an untapped market. Saujani met with several publishers, and was excid-ed by Penguin's strategy of flooding gevery corner of the children's market, With board books file Tabby Coder for 3- to ryear-olds and novels for pretten girls. Some tech experts say books could prove an effective way to recruit

ly gifs if the stories make programming seem cre-ative and appealing. But others caution that books are not a substitute for hand-on instruction. Josh Funk, a software engineer and the author of the picture book 'How to Code a Sandcastle,' which will be published next years part of the Girls Who Code line, sees books as a way to get kids ours Who Code line, sees books as a way to get kids interested in the subject, not as a set interested in the subject, not as a stand-in for cod-ing classes. "You can't learn how to code by reading a picture book," he concedes. Stacia Deutsch, who wrote "The Friendship Code" series, had no Code" series, had no background in coding when Penguin hired her to co-write the books in consultation with Sauja-ni. So she went to after-school coding workshops arotund Orange County, where she lives, and stud-ied the organization's teaching manukl. Using their curriculum, she

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Print Form				
Introduction Form BOARD OF SUPER	VISORS SCO			
By a Member of the Board of Supervisors or Mayor 2017 SEP - 5 PM	3: 34			
I hereby submit the following item for introduction (select only one):	amp ting date			
1. For reference to Committee. (An Ordinance, Resolution, Motion or Charter Amendment).	• •			
2. Request for next printed agenda Without Reference to Committee.				
3. Request for hearing on a subject matter at Committee.				
4. Request for letter beginning :"Supervisor]inquiries"			
5. City Attorney Request.				
6. Call File No. from Committee.				
7. Budget Analyst request (attached written motion).				
8. Substitute Legislation File No.				
9. Reactivate File No.				
10. Question(s) submitted for Mayoral Appearance before the BOS on				
Please check the appropriate boxes. The proposed legislation should be forwarded to the following	:			
Small Business Commission Vouth Commission Ethics Commiss				
Planning Commission Building Inspection Commission				
Note: For the Imperative Agenda (a resolution not on the printed agenda), use the Imperative Form.				
Sponsor(s):	· ·			
Kim				
Subject:				
[Approving Issuance of Bonds by the California Statewide Communities Development Authority – S Museum of Modern Art (SFMOMA) – Not to Exceed \$30,000,000]	an Francisco			
The text is listed:				
Attached.				
Signature of Sponsoring Supervisor:	·			

For Clerk's Use Only