

File No. 191178

Committee Item No. 6

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

Date January 15, 2020

Board of Supervisors Meeting

Date _____

Cmte Board

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| <input type="checkbox"/> | <input type="checkbox"/> | Resolution |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Ordinance |
| <input type="checkbox"/> | <input type="checkbox"/> | Legislative Digest |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Budget and Legislative Analyst Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Youth Commission Report |
| <input type="checkbox"/> | <input type="checkbox"/> | Introduction Form |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Department/Agency Cover Letter and/or Report |
| <input type="checkbox"/> | <input type="checkbox"/> | MOU |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Information Form |
| <input type="checkbox"/> | <input type="checkbox"/> | Grant Budget |
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| <input type="checkbox"/> | <input type="checkbox"/> | Contract/Agreement |
| <input type="checkbox"/> | <input type="checkbox"/> | Form 126 – Ethics Commission |
| <input type="checkbox"/> | <input type="checkbox"/> | Award Letter |
| <input type="checkbox"/> | <input type="checkbox"/> | Application |
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Completed by: Linda Wong Date January 10, 2020

Completed by: Linda Wong Date _____

[Appropriation \$29,978,864 in Port Revenue Bond Refunding Proceeds - De-Appropriation \$1,920,024 in Series 2010A and Series 2010B - Re-Appropriation \$31,898,888 in Series 2020A and Series 2020B at the Port - FY2019-2020]

Ordinance appropriating \$29,978,864 of one or more series of bond refunding proceeds, de-appropriating \$1,920,024 of revenue bonds, Series 2010A and Series 2010B, and re-appropriating \$31,898,888 of refunding revenue bonds, Series 2020A and Series 2020B; and placing these funds on Controller's reserve subject to the refunding of certain Port of San Francisco bonds for FY2019-2020.

Note: Additions are single-underline italics Times New Roman;
deletions are ~~striketrough italics Times New Roman~~.
Board amendment additions are double underlined.
Board amendment deletions are ~~striketrough 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 in Fiscal Year 2019-20.

SOURCES Appropriation

Fund / Department	Project & Activity /				
ID	Authority	Account	Description	Amount	
23981 / 232116	10035538 & 0001/	480121 –	Proceeds from	\$14,007,656	
PRT-RevBondRefdg	21158	Proceeds from	Refunding of		
2020 A TaxEx/	PO Revenue Bond	Refunding of	Bonds		
PRT Port Commission	2020 A/	Bonds			
(Portwide)	PRT-RevBondRefdg				
	2020 A TaxEx				
23981 / 232116	10035538 & 0001/	480121 –	Debt Service	\$728,775	
PRT-RevBondRefdg	21158	Proceeds from	Reserve Fund		
2020 A TaxEx/	PO Revenue Bond	Refunding of			
PRT Port Commission	2020 A/	Bonds			
(Portwide)	PRT-RevBondRefdg				
	2020 A TaxEx				
23982 / 232116	10035568 & 0001/	480121 –	Proceeds from	\$13,124,281	
PRT-RevBondRefdg	21159	Proceeds from	Refunding of		
2020 B Taxab/	PO Revenue Bond	Refunding of	Bonds		
PRT Port Commission	2020 B Taxable/	Bonds			
(Portwide)	PRT-RevBondRefdg				
	2020 B Taxab				

Fund / Department ID	Project & Activity / Authority	Account	Description	Amount
23982 / 232116	10035568 & 0001/	480121 –	Debt Service	\$2,118,152
PRT-RevBondRefdg	21159	Proceeds from	Reserve Fund	
2020 B Taxab/	PO Revenue Bond	Refunding of		
PRT Port Commission	2020 B Taxable/	Bonds		
(Portwide)	PRT-RevBondRefdg			
	2020 B Taxab			
Total Sources				\$29,978,864

Section 2. The uses of funding outlined below are herein de-appropriated to reflect the projected funding available for FY2019-2020.

Uses De-Appropriation

Fund / Department ID	Project & Activity / Authority	Account	Description	Amount
23680 / 109756	10026768 & 0001/	570000 -	Debt Service	\$364,388
PRT-OP Annual	10000	Debt Service-	Reserve Fund	
Account Ctrl /	PO Administration/	Budget		
PRT FA-Finance	Operating			
23680 / 109756	10026768 & 0001/	570000 -	Debt Service	\$1,555,636
PRT-OP Annual	10000	Debt Service-	Reserve Fund	
Account Ctrl /	PO Administration/	Budget		
PRT FA-Finance	Operating			
Total De-Appropriation				\$1,920,024
Grand Total Sources				\$31,898,888

The de-appropriation of debt service authorized herein is conditioned upon and subject to the successful issuance and closing of the Refunding Bonds. In the event that the issuance of Refunding Bonds is delayed or otherwise uneconomic due to market conditions or otherwise, the Controller shall, at the request of the department, be authorized and directed to apply \$1,920,024 for debt service for the Refunded Bonds, and the Port shall not have available such funds for other purposes in Fiscal Year 2019-2020.

Section 3. The uses of funding outlined below are herein appropriated and reflect the projected uses of funding for the refunding of revenue bond proceeds for Fiscal Year 2019-2020.

Uses Appropriation

Fund / Department ID		Project & Activity / Authority	Account	Description	Amount
23981 / 232116	PRT-RevBondRefdg	10035538 & 0001/ 21158	567000 -	Buildings, Structures,	\$14,608,680
2020 A TaxEx/ PRT Port Commission (Portwide)	PO Revenue Bond 2020 A/ PRT- RevBondRefdg 2020 A TaxEx	Proj-Budget Improvement Project			
23981 / 232116	PRT-RevBondRefdg	10035538 & 0001/ 21158	527240 -	Cost of Issuance	\$142,141
2020 A TaxEx/ PRT Port Commission (Portwide) Cost of Issuance	PO Revenue Bond 2020 A/ PRT- RevBondRefdg 2020 A TaxEx	Term Debt			

Fund / Department ID	Project & Activity / Authority	Account	Description	Amount
23981 / 232116	10035538 & 0001/	527240 -	Underwriter's	\$53,811
PRT-RevBondRefdg	21158	COI - Other Short	Discount	
2020 A TaxEx/	PO Revenue Bond	Term Debt		
PRT Port Commission	2020 A/			
(Portwide)	PRT-			
Cost of Issuance	RevBondRefdg			
	2020 A TaxEx			
23981 / 232116	10035538 & 0001/	527240 -	Reserve for	\$296,187
PRT-RevBondRefdg	21158	COI - Other Short	Market	
2020 A TaxEx/	PO Revenue Bond	Term Debt	Uncertainty	
PRT Port Commission	2020 A/			
(Portwide)	PRT-			
Cost of Issuance	RevBondRefdg			
	2020 A TaxEx			

Fund / Department ID	Project & Activity / Authority	Account	Description	Amount
23982 / 232116 PRT-RevBondRefdg 2020 B Taxab/ PRT Port Commission (Portwide)	10035568 & 0001/ 21159 PO Revenue Bond 2020 B Taxable/ PRT- RevBondRefdg 2020 B Taxab	567000 - Bldgs,Struct&Imprv Proj-Budget	Buildings, Structures, Improvement Project	\$16,240,989
23982 / 232116 PRT-RevBondRefdg 2020 B Taxab/ PRT Port Commission (Portwide) Cost of Issuance	10035568 & 0001/ 21159 PO Revenue Bond 2020 B Taxable/ PRT- RevBondRefdg 2020 B Taxab	527240 - COI - Other Short Term Debt	Cost of Issuance	\$163,900
23982 / 232116 PRT-RevBondRefdg 2020 B Taxab/ PRT Port Commission (Portwide) Cost of Issuance	10035568 & 0001/ 21159 PO Revenue Bond 2020 B Taxable/ PRT- RevBondRefdg 2020 B Taxab	527240 - COI - Other Short Term Debt	Underwriter's Discount	\$63,899

Mayor Breed
BOARD OF SUPERVISORS

Fund / Department ID	Project & Activity / Authority	Account	Description	Amount
23982 / 232116	10035568 & 0001/	527240 -	Reserve for	\$329,281
PRT-RevBondRefdg	21159	COI - Other Short	Market	
2020 B Taxab/	PO Revenue Bond	Term Debt	Uncertainty	
PRT Port Commission	2020 B Taxable/			
(Portwide)	PRT-			
Cost of Issuance	RevBondRefdg			
	2020 B Taxab			
Total USES Appropriation				\$31,898,888

Section 4. The Controller is authorized to record transfers between funds and adjust the accounting treatment of sources and uses appropriated in this Ordinance as necessary to conform to Generally Accepted Accounting Principles.

Section 5. To the extent that debt service is required in Fiscal Year 2019-2020 on previously issued bonds prior to the refunding herein, the Controller is authorized to transfer funds as needed to maintain existing debt service.

Section 6. The entire amount of \$31,898,888 is hereby placed on Controller's Reserve pending sale of the refunding revenue bonds.

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

3 By: *Pamela Zampf*
4 *for* JANA CLARK
Deputy City Attorney

FUNDS AVAILABLE:
BEN ROSENFELD, Controller

By: *Ben Rosenfeld*
BEN ROSENFELD
Controller

Items 6 and 7
Files 19-1178 & 19-1185

Department:
 Port Commission (Port)

EXECUTIVE SUMMARY

Legislative Objectives

- File 19-1185 is a resolution authorizing the Port of San Francisco (Port) to issue up to \$27,000,000 in 2020 refunding revenue bonds to refund outstanding Series 2010A and 2010B Port revenue bonds. File 19-1178 is an ordinance (a) appropriating \$29,978,864 from a combination of 2020 refunding revenue bond proceeds and Series 2010 revenue bond debt service reserve fund, and de-appropriating \$1,920,024 from the scheduled March 1, 2020 debt service payment on the Series 2010 Port revenue bonds, totaling \$31,898,888; and (b) re-appropriating \$31,898,888 to repay the 2010 Port revenue bonds.

Key Points

- In November 2009, the Board of Supervisors approved the issuance of up to \$45,000,000 in Port revenue bonds and the appropriation of \$33,395,571 in bond proceeds to partially finance seven Port repair and renovation projects, including the James R. Herman Cruise Terminal at Pier 27. The Port issued \$36,650,000 in bonds under this authorization.
- Port staff and financial advisors have determined that the Port may achieve significant debt service savings by refinancing the 2010 revenue bonds on March 1, 2020. In October 2019, the Port Commission approved the issuance of \$27,000,000 in new revenue bonds to refinance the remaining balance of the 2010 revenue bonds.
- The anticipated bond proceeds of \$27,131,937 exceed the authorized par amount of \$27,000,000 in the proposed resolution. This is because the 2020 refunding revenue bonds may be structured as premium bonds, in which investors would be willing to pay more than the bonds' face value. The premium payment may be accepted without violating the authorization granted in the proposed resolution.

Fiscal Impact

- Based on current bond market conditions, the revenue bond refinancing authorized by the proposed resolutions is estimated to result in approximately \$11.7 million in debt service savings over the 20-year period from March 2020 through March 2040. Using an estimated discount rate of 2.71 percent, the Port would have an estimated total net present value savings of approximately \$9.4 million.
- The proposed appropriation includes \$30,849,669 to repay the 2010 bonds, \$306,041 for the costs of issuance for the new bonds, \$117,710 for the underwriter's discount, and \$625,468 as a reserve for market uncertainty. The \$2,846,927 debt service reserve fund included with the 2010 bonds can be used to partially repay the bonds.

Recommendation

- Approve the proposed resolution and ordinance.

MANDATE STATEMENT

City Charter Section 9.107(4) and City Administrative Code Section 43.12:5(a) state that each revenue bond issuance by the Port Commission for any Port-related purpose is subject to Board of Supervisors approval.

BACKGROUND

In November 2009, the Board of Supervisors approved the issuance of up to \$45,000,000 in Port of San Francisco (Port) revenue bonds (File 09-1273, Resolution 469-09) and the appropriation of \$33,395,571 in bond proceeds to partially finance seven Port repair and renovation projects, including the James R. Herman Cruise Terminal at Pier 27 (File 09-1274, Ordinance 257-09). In February 2010, the Port issued approximately \$36.7 million in revenue bonds under this authorization. The 2010 revenue bonds were structured to allow the Port Commission to redeem any or all of the remaining outstanding bonds at any time on or after March 1, 2020.

Port staff and financial advisors have determined that the Port may achieve significant debt service savings by refinancing the 2010 revenue bonds on March 1, 2020. Port staff estimates that the refinancing would save approximately \$11.7 million over the remaining life of the bonds, or \$9.4 million in net present value savings, based on the Port's current market conditions and the Port's current credit rating¹. On October 22, 2019, the Port Commission approved the issuance of up to \$27 million in new 2020 Port revenue bonds to refinance the remaining balance of the 2010 Port revenue bonds.

DETAILS OF PROPOSED LEGISLATION

The proposed resolution (File 19-1185) and ordinance (File 19-1178) would:

1. Authorize the Port to issue up to \$27,000,000 in 2020 refunding revenue bonds (File 19-1185); and
2. (a) Appropriate \$29,978,864 from a combination of 2020 bond proceeds and the 2010 bond's debt service reserve fund; (b) de-appropriate \$1,920,024 from the scheduled March 1, 2020 debt service payment on the 2010 Port revenue bonds; and (c) re-appropriate \$31,898,888 to repay the 2010 revenue bonds. (File 19-1178)

The 2020 bonds would be issued in two series: Series 2020A, a tax-exempt issue with an estimated \$14.0 million of proceeds; and Series 2020B, a taxable issue, with an estimated \$13.1 million. The total 2020 bond proceeds are estimated to be \$27.1 million.² The bonds would be fully repaid by 2040, which is the same repayment timeline as the outstanding 2010 bonds.

¹ The Port is currently rated A by Fitch and Standard & Poor's and A1 by Moody's. In conjunction with the refinancing, the rating analysts will affirm or change the current ratings in January 2020, closer to the time of the sale of bonds.

² The Series 2020A tax-exempt bonds will refund revenue bonds originally issued for the Pier 27 Cruise Ship Terminal, Crane Cove Park, Piers 19/23 planning and roof replacement, Pier 35 superstructure and substructure

The 2010 revenue bonds included a debt service reserve fund of \$2,846,927. According to Ms. Katharine Petrucione, Port Deputy Director of Finance and Administration, the reserve fund was required due to market conditions at that time, to repay bondholders in the event the Port defaults on its debt. According to Ms. Petrucione, due to changes in market conditions, a reserve fund will likely not be needed for the new 2020 revenue bonds. The balance of \$2,846,927 may be used to partially repay the 2010 bonds.

Bond Issuance Amount

The anticipated receipt of bond proceeds of \$27,131,937 exceeds the Board authorized issuance amount of \$27,000,000 in the proposed resolution (File 19-1185). According to Ms. Anna Van Degna, Director of the Controller's Office of Public Finance, this is because the 2020 bonds may be structured as premium bonds, in which investors would be willing to pay more than the face value of the bonds. With premium bonds, investors receive a higher interest rate in exchange for paying a premium at issuance. According to Mr. Mark Blake, Deputy City Attorney, the premium payment in excess of \$27,000,000 may be accepted without violating the authorization granted in the proposed resolution. Mr. Blake has conferred with the City's bond counsel and they agree with the conclusion on this point.

FISCAL IMPACT

The revenue bond refinancing authorized by the proposed resolution and ordinance would result in an estimated \$11.7 million of debt service savings over the 20-year period from March 2020 through March 2040. Using an estimated annual discount rate of 2.71 percent, the Port would have total savings of approximately \$9.4 million in net present value. According to Ms. Petrucione, based on current market conditions the 2020 bonds would have an estimated coupon rate of 4.27 percent, lower than the 5.75 percent coupon rate of the 2010 bonds. Annual estimated debt service payments and savings are shown in Table 1 below.

repairs and bathroom renovation, Pier 50 entryways, CEQA review, and bond issuance costs. The Series 2020B taxable bonds will refund revenue bonds originally issued for the Pier 27 Cruise Ship Terminal, Pier 19/23 planning and roof replacement, Crane Cove Park, Pier 33.5 bulkhead improvements, Pier 50 entryways, Pier 94 backlands leasing improvements, Piers 30/32 repairs and improvements, Piers 29.5/31 building and roof improvements, CEQA review, and bond issuance costs. According to Ms. Petrucione, the Port's bond counsel determined that bonds issued for the aforementioned projects were taxable because they included private use.

Table 1: Port Debt Service Payments and Savings

Year ³	Current Prior Debt Service Payment	Estimated New Debt Service Payment	Estimated Gross Savings	Estimated Net Present Value Savings
2021	\$2,844,342	\$2,099,474	\$744,868	\$729,017
2022	2,845,482	2,070,544	774,938	738,486
2023	2,846,370	2,069,838	776,532	720,064
2024	2,841,658	2,062,149	779,509	703,318
2025	2,846,345	2,067,558	778,787	683,704
2026	2,844,381	2,066,125	778,256	664,769
2027	2,844,743	2,067,477	777,266	645,920
2028	2,841,956	2,066,965	774,991	626,533
2029	2,845,649	2,068,865	776,784	610,879
2030	2,844,713	2,068,641	776,071	593,663
2031	1,853,775	1,456,250	397,525	296,181
2032	1,851,119	1,451,500	399,619	289,776
2033	1,850,644	1,449,750	400,894	282,922
2034	1,852,094	1,455,750	396,344	272,232
2035	1,855,213	1,459,000	396,213	264,855
2036	1,854,744	1,454,500	400,244	260,378
2037	1,850,688	1,452,500	398,188	252,098
2038	1,853,044	1,452,750	400,294	246,633
2039	1,851,300	1,450,000	401,300	240,617
2040	1,855,456	1,454,250	401,206	234,101
Total	\$46,973,715	\$35,243,887	\$11,729,827	\$9,353,426

**Totals may not add due to rounding*

According to Ms. Petrucione, the Port Harbor Fund is used for debt service payments and would therefore achieve savings through the bond refinance. The savings would likely be used for capital improvements of the Port.

The estimated sources and uses of the proposed bond refinance are shown in Table 2 below.

Table 2: Estimated Sources and Uses of Proposed Bond Refinance

Estimated Sources	Amount
2020 Revenue Bond Proceeds	\$27,131,937
2010 Revenue Bond Debt Service Reserve Fund	2,846,927
2010 Revenue Bond Debt Service Payment	1,920,024
Total Estimated Sources	\$31,898,888
Estimated Uses	Amount
2010 Revenue Bond Repayment ⁴	\$30,849,669
2020 Revenue Bond Cost of Issuance	306,041
Underwriter's Discount	117,710
Reserve for Market Uncertainty	625,468
Total Estimated Uses	\$31,898,888

³ Debt service payments are due March 1st of each year.

⁴ The estimated repayment of \$30,849,669 includes the outstanding 2010 bonds principal of \$29,865,000 and an interest payment of \$984,669.

According to Ms. Petrucione, the \$625,468 reserve for market uncertainty is included in the appropriation as a cushion in case the interest rates are higher than anticipated, or in case the bond proceeds amount is less than anticipated.

RECOMMENDATION

Approve the proposed resolution and ordinance.



TO: Angela Calvillo, Clerk of the Board of Supervisors
FROM: Sophia Kittler
RE: Appropriation – \$29,978,864 - Port revenue bond refunding proceeds -
\$1,920,024 – De-Appropriations - Series 2010A and Series 2010B -
\$31,898,888 - Re-Appropriation - Series 2020A and Series 2020B at the
Port of San Francisco for Fiscal Year 2019-2020
DATE: Tuesday, November 12, 2019

SK

Ordinance appropriating \$29,978,864 of one or more series of bond refunding proceeds, de-appropriating \$1,920,024 of revenue bonds, Series 2010A and Series 2010B, and re-appropriating \$31,898,888 of refunding revenue bonds, Series 2020A and Series 2020B, and placing these funds on Controller's reserve subject to the refunding of certain Port of San Francisco bonds for Fiscal Year 2019-2020.

Should you have any questions, please contact Sophia Kittler at 415-554-6153.

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