File No.	200838	Committee Item No.	11
_		Board Item No.	14

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

AGENDA PACKET CONTENTS LIST							
Committee: Budget & A	Appropriations Commit	tee	Date _.	August 13, 2020			
Board of Supervisors N		Date	<u>September 29, 2020</u>				
Cmte Board Motion							
Resolution Ordinance							
X X Legislative	e Digest d Legislative Analyst	Renor	· +				
	nmission Report	. перог					
	on Form nt/Agency Cover Lett	er and/	or Re	port			
MOU Grant Info	rmation Form						
Grant Bud Subcontra	_						
☐ Contract/A	_						
Award Let	ter						
☐ ☐ Applicatio ☐ ☐ ☐ ☐ Public Cor	n rrespondence						
OTHER (Use back	side if additional spa	ice is n	eede	d)			
X SFPUC Re	esolution No. 20-0031						
R R							
Completed by: Linda V		Date _	Aug	ust 7, 2020			
Completed by: Linda V	Vong	_Date	Sep	tember 8, 2020			

AMENDED IN COMMITTEE 08/21/2020 ORDINANCE NO.

FILE NO. 200838

[San Francisco Public Utilities Commission Water Revenue Bond and Other Forms of 1 Indebtedness Issuance - Various Capital Water Projects Benefitting the Water Enterprise -Not to Exceed \$347,141,218] 2 3 Ordinance authorizing the issuance and sale of tax-exempt or taxable Water Revenue 4 Bonds and other forms of indebtedness, as defined herein, by the San Francisco Public 5 Utilities Commission (Commission) in an aggregate principal amount not to exceed 6 \$347,141,218 to finance the costs of various capital water projects benefitting the Water 7 Enterprise pursuant to amendments to the Charter of the City and County of San 8 Francisco enacted by the voters on November 5, 2002, as Proposition E; authorizing 9 the issuance of Water Revenue Refunding Bonds and the retirement of outstanding 10 Water Enterprise Commercial Paper; declaring the Official Intent of the Commission to 11 reimburse itself with one or more issues of tax-exempt bonds or other forms of 12 indebtedness, as defined herein; and ratifying previous actions taken in connection 13 therewith, as defined herein. 14 NOTE: **Unchanged Code text and uncodified text** are in plain Arial font. 15 Additions to Codes are in single-underline italics Times New Roman font. Deletions to Codes are in strikethrough italics Times New Roman font. Board amendment additions are in double-underlined Arial font. 16 Board amendment deletions are in strikethrough Arial font. Asterisks (* * * *) indicate the omission of unchanged Code 17 subsections or parts of tables. 18 19 Be it ordained by the People of the City and County of San Francisco: 20 21 Section 1. Findings. The Board of Supervisors ("Board") of the City hereby finds and 22 declares as follows: 23 Α. On November 5, 2002, the voters of the City and County of San Francisco 24 ("City") approved Proposition E ("Proposition E"), which among other things, authorized the

1	San Francisco Public Utilities Commission (Commission) to issue revenue bonds, including
2	notes, commercial paper or other forms of indebtedness, when authorized by ordinance
3	approved by a two-thirds vote of the Board of Supervisors, for the purpose of reconstructing,
4	replacing, expanding, repairing or improving water facilities or clean water facilities or
5	combinations of water and clean water facilities under the jurisdiction of the Commission; and
6	B. On November 5, 2002, a majority of voters voting on the measure further
7	approved, under the authority of Charter Section 9.107, Proposition A ("Proposition A") which,
8	among other things, authorized the Commission to issue its revenue bonds and/or other forms
9	of revenue financing for the purpose of financing the costs of acquisition and construction of
10	improvements to the City's water system; and
11	CThe Commission adopted the Amended and Restated Water Indenture dated as
12	of January 1, 2002, as further amended and supplemented from time to time ("Indenture"),
13	between the Commission and U. S. Bank National Association and in connection therewith,
14	has from time to time issued revenue bonds to finance projects benefitting the Water
15	Enterprise; and
16	CD. Pursuant to Section 43.5 of the San Francisco Administrative Code ("Article V"),
17	enacted by Ordinance No. 203-98 adopted by the Board on June 8, 1998, and signed by the
18	Mayor of the City on June 19, 1998, as amended by Ordinance No. 270-06, adopted on
19	October 24, 2006 by the Board and signed by the Mayor on October 31, 2006, the Board
20	established a procedure pursuant to which the Commission may issue short-term
21	indebtedness, including the issuance of commercial paper in anticipation of the issuance of its
22	revenue bonds; and
23	DE. Pursuant to Ordinance No. 311-08, adopted by the Board of Supervisors on

December 16, 2008, and Resolution No. 09-175, adopted by this Commission on October 27,

2009, the Water Enterprise's commercial paper program ("Water CP Program") was increased

24

to an aggregate principal amount of \$500,000,000, and the Commission has caused its Water Enterprise Commercial Paper to be issued from time to time; and

- EF. By Resolution 20-0031, adopted by the Commission on February 11, 2020 ("Commission Resolution") the Commission has determined to issue Water Revenue Bonds ("Water Revenue Bonds") and other forms of indebtedness (including without limitation State Revolving Fund (SRF) Loans as described below), as well as interim funding vehicles such as commercial paper, revolving credit agreements, bond anticipation notes or other forms of notes, which interim funding vehicles will be issued in advance of being paid off by either Water Revenue Bonds and other forms of indebtedness (including without limitation SRF Loans) to finance the costs of various capital projects benefitting the Water Enterprise (the "Capital Improvement Projects" such projects being more fully described in the Commission Resolution), pursuant to Proposition E, and has formally requested this Board to authorize the issuance and sale of Water Revenue Bonds and other forms of indebtedness for such purposes, such Commission Resolution being on file with the Clerk of the Board in File No. 200838; and
- FG. In order to finance the costs of the Capital Improvement Projects, the Board now desires to authorize the issuance and sale of Water Revenue Bonds and other forms of indebtedness, as described above, for such purposes, including obtaining SRF Loans and/or grants from the State Water Resources Control Board; and
- GH. The Commission has paid, beginning no earlier than 60 days prior to the adoption of this Ordinance and will pay, on and after the date hereof, certain expenditures ("Expenditures") in connection with the acquisition, construction and/or equipping of the Capital Improvement Projects; and
- HI. This Board is concurrently considering with this Ordinance, another Ordinance approving a Capital Improvement Program and related supplemental appropriation totaling

\$344,846,164 for fiscal years ending 2021 and 2022, including expenditures of the proceeds
of the Water Revenue Bonds and other forms of indebtedness (including, without limitation
and for illustrative purposes only, SRF Loans, commercial paper, revolving credit agreements
and bond anticipation notes); and

J. This Board, on behalf of the Commission, adopts this Ordinance as official action of the Commission in order to comply with Treasury Regulation §1.150-2 and any other regulations of the Internal Revenue Service relating to the qualification for reimbursement of Commission expenditures incurred prior to the date of issue of the Water Revenue Bonds and other forms of indebtedness (including, without limitation and for illustrative purposes only, SRF Loans, commercial paper, revolving credit agreements, and bond anticipation notes)

K. In order to refinance the costs of any water system or clean water system

facilities or improvements financed with bonds issued pursuant Proposition E or Proposition A,

the Board now desires to authorize the issuance and sale of Water Revenue Refunding

Bonds.

Section 2. Authorization to Issue Water Revenue Bonds and other forms of indebtedness. The Board hereby authorizes the issuance and sale of Water Revenue Bonds or other forms of indebtedness (including, SRF Loans, commercial paper, revolving credit agreements, and bond anticipation notes) in one or more series from time to time by the Commission pursuant to Proposition E and in accordance with the Commission Resolution, in an aggregate principal amount not to exceed \$347,141,218 (inclusive of financing costs, but exclusive of refunding indebtedness), bearing a maximum rate or rates of interest of not to exceed twelve percent (12%) per annum, to finance a portion of the costs of the design, acquisition and construction of the Capital Improvement Projects. Without limiting the foregoing, the Commission shall be authorized to incur SRF Loans at such time, in such amounts, and upon such other terms and conditions as the Commission may deem

6	advantageous, and to approve any financing documentation related thereto consistent with
t	this Ordinance. The Commission is hereby further authorized to determine the timing, amount
6	and manner of sale (i.e., competitive or negotiated) of each series of Water Revenue Bonds,
k	bond anticipation notes, revolving credit agreements, or commercial paper, pursuant to this
á	authorization; provided however, the Commission's authorization to issue Water Revenue
E	Bonds, bond anticipation notes, revolving credit agreements, or commercial paper is subject
t	to approval by the Commission of the form of substantially final offering document related to
5	such obligations (if any) and the approval of any related agreements, financing documents
6	and the filing with its Board and the Clerk of the Board any certifications required by
F	Proposition E prior to the issuance of any bonds or incurrence of any indebtedness herein
6	authorized. The Commission shall also file, within 30 days of closing any Water Revenue
E	Bond or other form of indebtedness (including SRF Loans and bond anticipation notes)
t	transactions) authorized hereby, with the Clerk of the Board of Supervisors a report showing
t	the results of the transaction, including (i) principal amount sold and method of sale, (ii) true
i	interest cost, (iii) final maturity, (iv) the facilities constructed and/or improved, and (v) a
5	statement about the remaining bonding authorization under this Ordinance ("Bond Report"),
ķ	provided that the failure to file such Bond Report shall not affect the validity of any debt
6	authorized hereunder.

Section 3. Authorization to <u>Retire Commercial Paper</u>. In furtherance of the purpose of managing the Commission outstanding indebtedness, the General Manager is hereby authorized and directed, in consultation the City Attorney, from Available Water Enterprise Revenues to retire outstanding Water Enterprise Commercial Paper at such times and in such amounts advantageous to the Commission.

Section 4. Authorization to Issue Water Revenue Refunding Bonds and Retire

Section 5. Certain Other Refunding Bonds. Notwithstanding the foregoing, the

Commission is authorized to issue Refunding Bonds for non-economic factors, including by

1 way of illustration, eliminating onerous covenants and obsolete provisions contained in the 2 Commission's indenture or other security documents. The Commission shall request a waiver 3 of the savings requirement under Section 4 for any Refunding Bonds issued for non-economic reasons, which this Board may grant by resolution. In furtherance of the 4 5 purpose of managing the Commission outstanding indebtedness, the General Manager is 6 hereby authorized and directed, in consultation the City Attorney, from Available Water 7 Enterprise Revenues to retire outstanding Water Enterprise Commercial Paper at such times 8 and in such amounts advantageous to the Commission.

Section 46. Declaration of Official Intent. The Board, on behalf of the Commission, hereby declares the official intent of the Commission to reimburse the Commission with proceeds of the Water Revenue Bonds or other forms of indebtedness (including SRF Loans, commercial paper, revolving credit notes, or bond anticipation notes) for the Expenditures with respect to the Capital Improvement Projects made on and after a date that is no more than 60 days prior to the adoption of this Ordinance. The Commission reasonably expects on the date hereof that it will reimburse the Expenditures with proceeds of the Water Revenue Bonds or other forms of indebtedness (including, without limitation and for illustrative purposes only, SRF Loans, commercial paper, revolving credit notes or bond anticipation notes). Each said Expenditure was and will be either (A) of a type properly chargeable to a capital account under general federal income tax principles (determined in each case as of the date of the Expenditure), (B) a cost of issuance with respect to such obligations, (C) a nonrecurring item that is not customarily payable from current revenues, or (D) a grant to pay a party that is not related to or an agent of the issuer so long as such grant does not impose any obligation or condition (directly or indirectly) to repay any amount to or for the benefit of the Commission. The Commission will make a reimbursement allocation, which is a written allocation by the Issuer that evidences the Commission's use of proceeds of the Water Revenue Bonds or

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

other forms of indebtedness to reimburse an Expenditure, no later than 18 months after the later of the date on which the Expenditure is paid or the component of the Capital Improvement Projects is placed in service or abandoned, but in no event more than three years after the date on which the Expenditure is paid. The Commission recognizes that exceptions are available for certain "preliminary expenditures," costs of issuance, certain de minimis amounts, expenditures by "small issuers" (based on the year of issuance and not the year of expenditure) and expenditures for construction projects of at least 5 years.

Section <u>57</u>. General Authority. The Controller, Treasurer, the City Attorney and other officers of the City, including the Director of the Office of Public Finance, and their duly authorized deputies and agents are hereby authorized and directed, jointly and severally, to take such actions and to execute and deliver such certificates, agreements, requests or other documents, as they may deem necessary or desirable to facilitate the issuance, sale and delivery of the Water Revenue Bonds or other forms of indebtedness, including Refunding Bonds, and to obtain bond insurance or other credit or liquidity enhancements with respect to any such obligations, and otherwise to carry out the provisions of this Ordinance. The Commission is hereby directed to provide the final form to the Clerk of the Board of any disclosure document prepared in connection with the execution of any Water Revenue Bonds, other forms of indebtedness, or Refunding Bonds, and the final executed Installment Sale Agreement or other document reflecting the incurrence of an SRF Loan, within 30 days of the closing of such transactions provided that the failure to deliver such document shall not affect the validity of the obligations authorized hereunder. The Commission is further directed as a part of the two-year budget review to provide to this Board of Supervisors a written report about Water Revenue Bonds authorized hereunder, detailing the total amount authorized, the total amount sold, the remaining authorized but unissued amount, and the bond authorization no longer necessary due to changes in projects and project financing.

1

2

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

1	Section 68. Ratification of Prior Actions. All actions authorized and directed by this
2	Ordinance in connection with the issuance of the Water Revenue Bonds, other forms of
3	indebtedness (including, without limitation and for illustrative purposes only, SRF Loans,
4	commercial paper, revolving credit notes, or bond anticipation notes) or Refunding Bonds and
5	heretofore taken are hereby ratified, approved and confirmed by this Board.
6	Section 79. File Documents. All documents referred to as on file with the Clerk of the
7	Board are in File Nos. 200838.
8	Section 810. Effective Date. Pursuant to Charter Section 2.105, Section 4 of this
9	Ordinance and Sections 7 and 8 of this Ordinance as they pertain to Refunding Bonds
10	authorized under Section 4 shall take effect immediately after its adoption. Pursuant to
11	Charter Section 8B.124, the remainder of this Ordinance shall take effect thirty (30) days after
12	its adoption.
13	
14	APPROVED AS TO FORM:
15	DENNIS J. HERRERA, City Attorney
16	
17	By: <u>/s/ Mark D. Blake</u> Mark D. Blake
18	Deputy City Attorney
19	
20	
21	
22	
23	
24	
25	

LEGISLATIVE DIGEST

[San Francisco Public Utilities Commission Water Revenue Bond and Other Forms of Indebtedness Issuance - Various Capital Water Projects Benefitting the Water Enterprise - Not to Exceed \$347,141,218]

Ordinance authorizing the issuance and sale of tax-exempt or taxable Water Revenue Bonds and other forms of indebtedness, as defined herein, by the San Francisco Public Utilities Commission (Commission) in an aggregate principal amount not to exceed \$347,141,218 to finance the costs of various capital water projects benefitting the Water Enterprise pursuant to amendments to the Charter of the City and County of San Francisco enacted by the voters on November 5, 2002, as Proposition E; authorizing the issuance of Water Revenue Refunding Bonds and the retirement of outstanding Water Enterprise Commercial Paper; declaring the Official Intent of the Commission to reimburse itself with one or more issues of tax-exempt bonds or other forms of indebtedness, as defined herein; and ratifying previous actions taken in connection therewith, as defined herein.

Existing Law

This is new legislation.

Background Information

On November 5, 2002, the voters of the City and County of San Francisco approved Proposition E ("Proposition E") which authorized the Commission to issue revenue bonds, including notes, commercial paper or other forms of indebtedness, when authorized by ordinance approved by a two-thirds vote of the Board of Supervisors, for the purpose of reconstructing, replacing, expanding, repairing or improving water facilities or clean water facilities or combinations of water and clean water facilities under the jurisdiction of the Commission.

The proposed Ordinance authorizes the Commission to issue and sell its Water Enterprise Revenue Bonds in an amount not greater than \$347,141,218 at a maximum rate of interest of not in excess of twelve percent (12%) payable from and secured by Water Enterprise Revenues under Proposition E. The Bonds will be issued under an Amended and Restated Indenture dated as of January 1, 2002, as further amended and supplemented from time to time, between the Commission and U. S. Bank National Association. Bonds can be issued for any purposes of the Water Enterprise, including, without limitation, the financing or refinancing of capital additions, improvements, repairs and replacements to the Water Enterprise.

The Commission is authorized to determine the timing, amount and manner of sale (i.e., competitive or negotiated) of each series of Water Enterprise Revenue Bonds or the delivery of other forms of indebtedness (including State Revolving Fund Loans and/or grants from the State Water Resources Control Board, referred to collectively as "SRF Loans") pursuant to

BOARD OF SUPERVISORS

FILE NO. 200838

the proposed Ordinance; but the Commission's authority to issue Water Enterprise Revenue Bonds or incur other forms of indebtedness is subject to further approval by the Commission of the form of substantially final offering document related to such bonds (if any) and the approval of any related financing documents.

Finally the Ordinance provides for the issuance of Refunding Bonds under Charter Section 9.109 without returning to the Board for approval provided that the Commission achieves at least 3% present value debt service savings, and satisfies other conditions contained in the Ordinance. The Commission is required to provide a savings report to the Board within 30 days of the date of execution of any refunding.

The authority to issue Refunding Bonds is for six-year term through June 30, 2026, at which time the Board may consider an extension.

Upon issuance of the Bonds, to the extent permitted by law, one-twentieth of one percent (0.05%) of the gross proceeds of the Bonds will be deposited in a fund established by the City Controller's Office and appropriated by the Board at the direction of the Public Utilities Revenue Bond Oversight Committee established by Proposition P.

Items 6 and 9	Department:
Files 20-0833 and 20-0838	San Francisco Public Utilities Commission (SFPUC)

EXECUTIVE SUMMARY

Legislative Objectives

- <u>File 20-0832</u> is an ordinance appropriating \$344,846,164 of proceeds from Water Revenue Bonds, State of California Water Resources Control Board's revolving loan funds (State Loan Funds) or grant funds (State Grant Funds), and Water revenues and capacity fees.
- <u>File 20-0838</u> is an ordinance authorizing the issuance of \$347,141,218 in taxable or taxexempt Water Revenue Bonds to finance the proposed capital projects. The requested authorization includes \$238,514,485 in regional and local Water Revenue Bonds for Water Enterprise projects and \$108,626,733 for Hetch Hetchy water projects.

Key Points

• The San Francisco Public Utilities Commission (SFPUC) water system is divided into two geographic groups including (1) the regional water conveyance system and the (2) in-city (local) distribution system. The Water Enterprise 10-Year Capital Plan for FY 2021-20 through FY 2029-30 is \$2.2 billion, of which \$1.0 billion are regional projects and \$1.2 billion are local projects. Funding sources include \$1.54 billion in bond and \$0.66 billion in revenues.

Fiscal Impact

- As of June 30, 2020, the Board of Supervisors authorized \$4.3 billion in Water Revenue Bonds. To date, \$3.6 billion of the Proposition E bonds have been sold with \$629 million in authorized and unsold bonds. SFPUC anticipates issuing \$347.1 million in one or two series beginning FY2021-22. According to the SFPUC's 10 Year Financial Plan from FY 2020-21 to FY 2029-30, estimated Water Enterprise annual debt service in FY 2020-21 would be \$304.1 million, increasing to \$503.9 million in FY 2029-30.
- As of June 30, 2020, the Board of Supervisors authorized \$4.3 billion in Water Revenue Bonds. To date, \$3.6 billion of the Proposition E bonds have been sold with \$629 million in authorized and unsold bonds.

Recommendation

Approve the proposed ordinances.

MANDATE STATEMENT

Charter Section 8B.124 states that the Public Utilities Commission is authorized to issue revenue bonds and other forms of indebtedness, when authorized by two-thirds vote of the Board of Supervisors, for Water Enterprise and Wastewater Enterprise capital projects.

Charter Section 5A.31(d) states that one-twentieth of one percent from the proceeds of each issuance or sale of public utility revenue bonds must be set aside for use by the Public Utilities Commission Revenue Bond Oversight Committee to cover the costs of Committee activities.

Charter Section 9.105 states that the Board of Supervisors shall approve by ordinance all amendments to the Annual Appropriation Ordinance after the Controller certifies the availability of funds.

BACKGROUND

The San Francisco Public Utilities Commission (SFPUC) water system is divided into two geographic groups including (1) the regional water conveyance system and the (2) in-city (local) distribution system. The regional water conveyance system includes: (a) the Hetch Hetchy System, comprised of the Hetch Hetchy Reservoir and associated pipelines; (b) the Alameda System, comprised of the San Antonio and Calaveras Reservoirs and associated pipelines including the Irvington Tunnel; and (c) the Peninsula System, comprised of the San Andreas and Crystal Springs Reservoirs and associated pipelines that connect the regional water conveyance system to the in-city distribution system. The in-city distribution system is a series of pipelines that distributes water from the regional water conveyance system to residences and retail businesses in the City.

Water Enterprise Capital Plan

The Water Enterprise 10-Year Capital Plan for FY 2021-20 through FY 2029-30 is \$2.2 billion, of which \$1.0 billion are regional projects and \$1.2 billion are local projects. Funding sources include \$1.54 billion in bond and \$0.66 billion in revenues.

DETAILS OF PROPOSED LEGISLATION

File 20-0832 is an ordinance appropriating \$344,846,164 of proceeds from Water Revenue Bonds, State of California Water Resources Control Board's revolving loan funds (State Loan Funds) or grant funds (State Grant Funds), and Water revenues and capacity fees, as shown in Exhibit 1 below and in Attachment I.

Exhibit 1: Appropriation Sources and Uses

	FY 2020-21	FY 2021-22	Two Year Total
Sources			
Regional Programs/ Wholesale Customers	\$53,574,300	\$64,469,827	\$118,044,127
Local Programs	78,559,626	148,242,411	226,802,037
Total Sources	\$132,133,926	\$212,712,238	\$344,846,164
Uses			
<u>Regional</u>			
Water Supply & Treatment	9,225,155	42,388,000	\$51,613,155
Watershed & Land Management	30,720,000	9,659,650	40,379,650
Communication, Monitoring, Permit	4,543,000	2,913,210	7,456,210
Buildings & Grounds	3,000,000	1,784,463	4,784,463
Financing, Oversight, Audits	6,086,145	7,724,503	13,810,648
Regional Uses Subtotal	\$53,574,300	\$64,469,826	\$118,044,126
<u>Local</u>			
Watershed & Land Management	\$7,000,000	\$5,201,350	\$12,201,350
Water Conveyance & Distribution	34,050,000	70,275,998	104,325,998
Communication, Monitoring, Permit		1,568,652	1,568,652
Town of Sunol Pipeline	525,000	1,075,000	1,600,000
Automated Water Meter Program	4,239,638	2,970,340	7,209,978
Tanks & Reservoirs	3,325,000	3,000,000	6,325,000
Lombard Geotechnical	150,000	2,265,000	2,415,000
Westside Recycled Water	5,057,144	4,664,854	9,721,998
Buildings & Grounds	15,150,000	34,715,537	49,865,537
Water Supply/ Pump Station	2,702,000	6,900,000	9,602,000
Financing, Oversight, Audits	6,360,844	15,605,681	21,966,525
Local Uses Subtotal	\$78,559,626	\$148,242,412	\$226,802,038
Total Uses	\$132,133,926	\$212,712,238	\$344,846,164

The proposed ordinance also:

- (a) de-appropriates \$3,528,113 in surplus project funds, and returns these funds to the Water Enterprise fund balance; and
- (b) re-appropriates \$14,431,167 for surplus project funds to various local water supply projects, as shown in Exhibit 2 below.

Exhibit 2: De-appropriation and Re-appropriation of Funds

	Water Revenue	Water Enterprise	
	Bonds	Revenues	Total
De-appropriation			
Pump Stations	\$6,250,000		\$6,250,000
Harding Park Recycled Water	3,574,167		3,574,167
Local Water Supply	3,500,000	1,089,000	4,589,000
Total	\$13,324,167	\$1,089,000	\$14,413,167
Re-appropriation			
Local Water Supply	\$13,324,167	\$1,089,000	\$14,413,167

The following funds would be place on Controller's Reserve pending receipt of revenues:

- \$82,979,926 of the \$132,133,926 in new sources in FY 2020-21
- \$155,534,559 of the \$212,712,238 76 in new sources in FY 2021-22
- \$8,432,000 of \$14,413,167 of re-appropriated sources

Use of the appropriated funds is also subject to the Board of Supervisors' discretionary adoption of California Environmental Quality Act (CEQA) Findings for projects, following review and consideration of completed project related environmental analysis.

File 20-0838 is an ordinance authorizing the issuance of \$347,141,218 in taxable or tax-exempt Water Revenue Bonds to finance the proposed capital projects. The requested authorization includes \$238,514,485 in regional and local Water Revenue Bonds for Water Enterprise projects and \$108,626,733 for Hetch Hetchy water projects, as shown in Exhibit 3 below. Attachment I further summarizes bond project financing.

Exhibit 3: Bond Appropriation

	Water					Total Hetch
	Revenue			Hetchy	Hetchy	Hetchy
	Bonds			Water	Water	Water
	FY 2020-21	FY 2021-22	Total	FY 2020-21	FY 2021-22	
<u>Regional</u>						
Projects Subtotal	34,488,155	43,772,181	78,260,336	28,368,149	63,964,574	92,332,723
Financing	6,025,858	7,658,838	13,684,696	4,989,457	11,250,240	16,239,697
RBOC	20,287	25,748	46,035	16,687	37,626	54,313
City Services Auditor	40,000	39,917	79,917			0
Regional Total	40,574,300	51,496,684	92,070,984	33,374,293	75,252,440	108,626,733
<u>Local</u>						
Projects	36,044,782	88,432,194	124,476,976			
Financing	6,281,333	15,479,224	21,760,557			
RBOC	21,203	52,019	73,222			
City Services Auditor	58,308	74,438	132,746			
Local Total	42,405,626	104,037,875	146,443,501	0	0	0
Total Bonds	82,979,926	155,534,559	238,514,485	33,374,293	75,252,440	108,626,733

Source: Files 20-0833 and 20-0834

FISCAL IMPACT

Water Revenue Bond Authorization

File 20-0837 would authorize issuance of \$347.1 million in new Water Revenue Bonds. The proposed ordinance also authorizes the issuance of refunding bonds to refinance outstanding Wastewater Revenue Bond commercial paper debt.

SFPUC Debt Management Policy

SFPUC's Debt Policy provides for issuance of short term debt, such as commercial paper, and refunding bonds.

Commercial Paper

The Board of Supervisors previously authorized the SFPUC Water Enterprise to issue up to \$500 million in short term commercial paper (File 08-1453). The SFPUC currently has \$362 million in outstanding commercial paper which could be retired by the issuance of new Water Revenue Bonds under the proposed ordinance.

Refunding Bonds

The proposed ordinance does not specify the amount of Water Refunding Bonds that could be issued to refinance outstanding Wastewater Revenue Bond debt. SFPUC anticipates issuing \$693 million in taxable refunding bonds in FY2020-21 for an estimated savings of 17.5% of the amount of refunded bonds based on current market conditions. This provision would end on June 30, 2025 unless extended by resolution of the Board of Supervisors. If the SFPUC issues refunding bonds, a Refunding Savings Report and copy of the final Official Statement would be submitted to the Board of Supervisors.

The proposed ordinance also provides for the SFPUC to issue refunding bonds for non-economic reasons, but issuance of refunding bonds for non-economic reasons would need to be approved by the Board of Supervisors by resolution. According to the SFPUC, the Commission has never issued refunding bonds for non-economic reasons

Bond Issuance and Debt Service

SFPUC anticipates issuing \$347.1 million in one or two series beginning FY2021-22. According to the SFPUC's 10 Year Financial Plan from FY 2020-21 to FY 2029-30, estimated Water Enterprise annual debt service in FY 2020-21 would be \$304.1 million, increasing to \$503.9 million in FY 2029-30. According to the SFPUC debt management policy, debt service coverage ratio should be 1.1x (i.e., earnings before interest, taxes, and amortization – EBITA – are 1.1 times the annual principal and interest payments on the debt.) According to the SFPUC's 10 Year Financial Plan, estimated Water Enterprise annual debt service coverage ratio in FY 2020-21 would be 1.11x and in FY 2021-22 would be 1.12x.

Water Rate Increases

In order to meet operating, capital, and debt expenses, the SFPUC adopted annual rate increases of 7.8 percent in FY 2020-21 and 7.9 percent in FY 2021-2. Therefore, the SFPUC estimates that the average monthly residential water bill will increase by \$4 in FY 2020-21, from \$56 in FY 2019-20 to \$60; and by \$5 in FY 2021-22 to \$65.

POLICY CONSIDERATION

San Francisco voters approved Proposition A in 2002, authorizing \$1.6 billion in Water Revenue Bonds. To date, 1.5 billion of the Proposition A bonds have been sold with \$93 million in authorized and unsold bonds.

San Francisco voters also approved Proposition E in 2002, authorizing the SFPUC to sell future Water Revenue Bonds subject to approve by ordinance of two-thirds of the Board of Supervisors. Proposition E did not set a maximum amount of the Water Revenue Bonds that could be authorized. As of June 30, 2020, the Board of Supervisors authorized \$4.3 billion in Water Revenue Bonds. To date, \$3.6 billion of the Proposition E bonds have been sold with \$629 million in authorized and unsold bonds. According to the SFPUC, the \$629 million in authorized and unsold bonds will be used to finance Water System Improvement Program (WSIP) projects as well as other non-WSIP Water capital improvement projects.

When the Board of Supervisors approved the prior ordinance in May 2018, authorizing the issuance of Water Revenue Bonds, the Board amended the ordinance (File 18-0451) to request the SFPUC General Manager to provide a written report to the Board as part of the two year budget review detailing the total amount of Water Revenue Bonds authorized under Proposition E, the total amount sold, the total amount authorized and unsold, and the amount of authorized bonds that are no longer needed due to changes in projects and project financing, beginning in May 2020. The SFPUC submitted such reports on July 14, 2020.

RECOMMENDATION

Approve the proposed ordinances.

Water Enterprise Appropriation (File 20-0833)

	FY 2020-21			FY 2021-22				
	Water	Water	Water		Water	Water	Water	
	Revenue	Enterprise	Capacity		Revenue	Enterprise	Capacity	
	Bonds	Revenues	Fees	Total	Bonds	Revenues	Fees	Total
Sources								
Regional Programs/ Wholesale								
Customers	40,574,300	13,000,000		53,574,300	51,496,684	12,973,143		64,469,827
Local Programs	42,405,626	34,600,000	1,554,000	78,559,626	104,037,875	42,684,536	1,520,000	148,242,411
Total Sources	82,979,926	47,600,000	1,554,000	132,133,926	155,534,559	55,657,679	1,520,000	212,712,238
Uses								
<u>Regional</u>								
Water Supply & Treatment	9,225,155			9,225,155	42,388,000			42,388,000
Watershed & Land Mgmt	17,720,000	13,000,000		30,720,000		9,659,650		9,659,650
Communication, Monitoring	4,543,000			4,543,000		2,913,210		2,913,210
Buildings & Grounds	3,000,000			3,000,000	1,384,181	400,282		1,784,463
Financing, Oversight, Audits	6,086,145			6,086,145	7,724,503			7,724,503
Regional Uses Subtotal	40,574,300	13,000,000	0	53,574,300	51,496,684	12,973,142	0	64,469,826
<u>Local</u>								
Watershed & Land Mgmt		7,000,000		7,000,000		5,201,350		5,201,350
Water Convey & Distribution	4,896,000	27,600,000	1,554,000	34,050,000	33,057,000	35,698,998	1,520,000	70,275,998
Communication, Monitoring						1,568,652		1,568,652
Town of Sunol Pipeline	525,000			525,000	1,075,000			1,075,000
Automated Water Meter	4,239,638			4,239,638	2,970,340			2,970,340
Tanks & Reservoirs	3,325,000			3,325,000	3,000,000			3,000,000
Lombard Geotechnical	150,000			150,000	2,265,000			2,265,000
Westside Recycled Water	5,057,144			5,057,144	4,664,854			4,664,854
Buildings & Grounds	15,150,000			15,150,000	34,500,000	215,537		34,715,537
Water Supply/ Pump Station	2,702,000			2,702,000	6,900,000			6,900,000
Financing, Oversight, Audits	6,360,844			6,360,844	15,605,681			15,605,681
Local Uses Subtotal	42,405,626	34,600,000	1,554,000	78,559,626	104,037,875	42,684,537	1,520,000	148,242,412
Total Uses	82,979,926	47,600,000	1,554,000	132,133,926	155,534,559	55,657,679	1,520,000	212,712,238

Bond Authorization (File 20-0837)

	FY 20:	FY 2020-21		FY 2021-22	
	Water Revenue		Water Revenue		
	Bonds	Hetchy Water	Bonds	Hetchy Water	Two Year Total
<u>Regional</u>					
Water Supply & Treatment	9,225,155		42,388,000		51,613,155
Watershed & Land Management	17,720,000				17,720,000
Communication, Monitoring, Permit	4,543,000				4,543,000
Buildings & Grounds	3,000,000		1,384,181		4,384,181
Hetch Hetchy Water Infrastructure		20,077,000		33,733,000	53,810,000
Hetch Hetchy Mountain Tunnel		7,596,900		8,474,850	16,071,750
Hetch Hetchy Joint Water - Power		694,249		21,756,724	22,450,973
Projects Subtotal	34,488,155	28,368,149	43,772,181	63,964,574	170,593,059
Financing	6,025,858	4,989,457	7,658,838	11,250,240	29,924,393
Revenue Bond Oversight Committee	20,287	16,687	25,748	37,626	100,348
City Services Auditor	40,000		39,917		79,917
Regional Total	40,574,300	33,374,293	51,496,684	75,252,440	200,697,717
<u>Local</u>					
Water Conveyance & Distribution	4,896,000		33,057,000		37,953,000
Town of Sunol Pipeline	525,000		1,075,000		1,600,000
Automated Water Meter Program	4,239,638		2,970,340		7,209,978
Tanks & Reservoirs	3,325,000		3,000,000		6,325,000
Lombard Geotechnical	150,000		2,265,000		2,415,000
Westside Recycled Water	5,057,144		4,664,854		9,721,998
Buildings & Grounds	15,150,000		34,500,000		49,650,000
Water Supply/ Pump Station	2,702,000		6,900,000		9,602,000
Local Projects	36,044,782		88,432,194		124,476,976
Financing	6,281,333		15,479,224		21,760,557
Revenue Bond Oversight Committee	21,203		52,019		73,222
City Services Auditor	58,308		74,438		132,746
Local Total	42,405,626	0	104,037,875	0	146,443,501
Total Bonds	82,979,926	33,374,293	155,534,559	75,252,440	347,141,218

PUBLIC UTILITIES COMMISSION

City and County of San Francisco

RESOLUTION NO.	20-0031
----------------	---------

WHEREAS, The General Manager of the San Francisco Public Utilities Commission (SFPUC) and staff presented the proposed FY 2020-21 and FY 2021-22 Capital Budget for the Water Enterprise, Wastewater Enterprise and Hetch Hetchy Water & Power, including the Power Enterprise and CleanPowerSF ("Capital Budget") including the list of projects, cost estimates, and schedules to the Commission at public hearings held on January 16, January 23, January 30, and February 11, 2020, and copies of those presentations are on file with the Commission Secretary and incorporated herein by reference; and

WHEREAS, An overview of the proposed FY 2020-21 and FY 2021-22 Capital Budget for each enterprise is set forth as Attachment A to the staff report for the February 11, 2020 Commission hearing is on file with the Commission Secretary; and

WHEREAS, As a preliminary step to development of the Two-Year Capital Budget, a baseline review of all existing project appropriations was completed for potential closeout or repurposing to new capital budget need; and

WHEREAS, The Two-Year Capital Budget submittals went through a quality review to assure the budget addressees the Enterprises immediate capital improvement needs and reflects a sound project prioritization process; and

WHEREAS, The quality review included a validation of costs and schedule of all proposed projects and an assessment of the ability to deliver the projects within the 2-year timeframe; and

WHEREAS, If the Two-Year Capital Budget shown on Attachment A is adopted by this Commission, the General Manager would have authority during the next two years to reallocate project appropriations within the same Authority Code, which is the five-digit code on the far left column of Attachment A, but any reallocation of project appropriations from one Authority Code to a different one would require Commission and Board of Supervisors approval; and

WHEREAS, The proposed FY 2020-21 and FY 2021-22 Capital Budget must be submitted to, and approved by the Mayor and the Board of Supervisors; and

WHEREAS, The SFPUC General Manager recommends that the Commission request a supplemental appropriation ordinance for the capital expenditures for each of the three Enterprises presented in the proposed FY 2020- 21 and FY 2021-22 Capital Budget to timely implement public improvement projects; and

WHEREAS, The subsequent approvals of projects to be funded through this Capital Budget would only be granted following the consideration of environmental review pursuant to the California Environmental Quality Act (CEQA), Administrative Code Chapter 31, and Proposition E (approved by the voters in 2002 for Water and Wastewater projects) by this Commission; and

WHEREAS, The Water Enterprise is de-appropriating \$3,528,113 in Revenue Funded Water Capital Projects being closed-out with the unspent balance returned to the Water Operating Fund, and de-appropriating and re-appropriating \$15,324,167 in Water Capital Projects to fund project spending in FY 2020-21; and

WHEREAS, The Wastewater Enterprise is de-appropriating and re-appropriating \$391,415,748 in Wastewater Capital Projects to fund project spending in FY 2020-21; and

WHEREAS, The Hetch Hetchy Enterprise is de-appropriating and re-appropriating \$341,001 in Hetchy Capital Projects for project close out in FY 2020-21; and

WHEREAS, This Commission has considered the proposed FY2020-21 and FY2021-22 Capital Budget for the Water Enterprise, Wastewater Enterprise, and Hetch Hetchy Water and Power, including the Power Enterprise and CleanPowerSF, which total \$397,225,012 for FY 2020-21 and \$739,135,844 for FY 2021-22, as set forth in Attachment A to the February 11, 2020 staff report, a copy of which is attached hereto; now, therefore, be it

RESOLVED, That this Commission hereby adopts the FY2020-21 and FY2021-22 SFPUC Capital Budget in the amount of \$435,699,986 for FY 2020-21 and \$835,878,748 for FY 2021-22 for the Water Enterprise, the Wastewater Enterprise, and Hetch Hetchy Water and Power, including the Power Enterprise and CleanPowerSF as presented at the public hearings on January 16, January 23, and January 30, 2020 and as set forth in the attached Attachment A, as follows:

FY 2020-21 Capital Budget	Amount	Fina	ancing Costs	Total
Wastewater Enterprise	\$ 179,421,679	\$	9,834,208	\$ 189,255,887
Water Enterprise	134,686,937		15,094,048	149,780,985
Hetchy Water	38,501,775		5,006,144	43,507,919
Hetchy Power	42,331,958		8,540,574	50,872,532
CleanPowerSF	2,282,663		0	2,282,663
Total	\$ 397,225,012	\$	38,474,974	\$ 435,699,986
FY 2021-22 Capital Budget	Amount	Fina	ancing Costs	Total
Wastewater Enterprise	\$ 399,405,834	\$	48,323,725	\$ 447,729,559
Water Enterprise	195,902,795		24,226,376	220,129,171
Hetchy Water	111,474,483		11,287,866	122,762,349
Hetchy Power	30,304,069		12,904,937	43,209,006
CleanPowerSF	2,048,663		0	2,048,663
Total	\$ 739,135,844	\$	96,742,904	\$ 835,878,748

and be it;

FURTHER RESOLVED, That this Commission authorizes the General Manager to seek Board of Supervisors approval for the de-appropriation of \$3,528,113 in Revenue Funded Water Capital Projects, the de-appropriation and re-appropriation of \$15,324,167 in Water Capital Projects, de-appropriation and re-appropriation of \$391,415,748 in Wastewater Capital Project funding, and de-appropriation and re-appropriation of \$341,001 in Power Capital Project funding; and, be it

FURTHER RESOLVED, That the SFPUC General Manager is authorized to make further technical adjustments to these approved amounts as may be necessary, or upon further direction from the Commission, the Mayor and the Board of Supervisors; and, be it

FURTHER RESOLVED, The General Manager is hereby authorized and directed to submit to the Board of Supervisors proposed ordinances authorizing the issuance of (1) not to exceed \$370,762,889 aggregate principal amount of Water Revenue Bonds and other forms of indebtedness, including commercial paper and State Revolving Fund (SRF) loans, (2) \$387,719,556 aggregate principal amount of Wastewater Revenue Bonds and other forms of indebtedness, including commercial paper and SRF loans, under the terms of Proposition E (approved by the voters November 2002), and (3) \$142,970,073 aggregate principal amount of Power Revenue Bonds and other forms of indebtedness, including commercial paper and loans, subject to the terms of Charter Sections 9.107(6) and 9.107(8). The General Manager shall return to this Commission for a subsequent discretionary approval of any disclosure and transaction related documents prepared in connection with the issuance of such Bonds and other forms of indebtedness.

I hereby certify that the foregoing resolution was adopted by the Public Utilities Commission at its meeting of February 11, 2020.

Secretary, Public Utilities Commission

Monna Wood

OFFICE OF THE MAYOR SAN FRANCISCO



LONDON N. BREED MAYOR

TO: Angela Calvillo, Clerk of the Board of Supervisors

FROM: Sophia Kittler

RE: San Francisco Public Utilities Commission Water Revenue Bond and

Other Forms of Indebtedness Issuance ----Not to Exceed \$347,141,218

DATE: July 31, 2020

Ordinance authorizing the issuance and sale of tax-exempt or taxable Water Revenue Bonds and other forms of indebtedness (as described below) by the San Francisco Public Utilities Commission (Commission) in an aggregate principal amount not to exceed \$347,141,218 to finance the costs of various capital water projects benefitting the Water Enterprise pursuant to amendments to the Charter of the City and County of San Francisco enacted by the voters on November 5, 2002 as Proposition E; authorizing the issuance of Water Revenue Refunding Bonds and the retirement of outstanding Water Enterprise Commercial Paper; declaring the Official Intent of the Commission to reimburse Itself with one or more issues of tax-exempt bonds or other forms of indebtedness; and ratifying previous actions taken in connection therewith.

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

Office of the Mayor San Francisco



LONDON N. BREED Mayor

To: Angela Calvillo, Clerk of the Board of Supervisors From: Ashley Groffenberger, Acting Mayor's Budget Director

Date: July 31, 2020

Re: Mayor's FY 2020-21 and FY 2021-22 Budget Submission

Madam Clerk,

In accordance with the Seventh Supplement to the Mayoral Proclamation Declaring the Existence of a Local Emergency dated February 25, 2020, the Mayor's Office hereby submits the Mayor's proposed budget by August 1, corresponding legislation, and related materials for Fiscal Year 2020-21 and Fiscal Year 2021-22.

In addition to the Mayor's Proposed FY 2020-21 and FY 2021-22 Budget Book, the following items are included in the Mayor's submission:

- The Annual Appropriation Ordinance and Annual Salary Ordinance, along with Administrative Provisions, physical copies of which will be delivered by the Controller's Office
- The proposed budget for the Office of Community Investment and Infrastructure for FY 2020-21
- 21 separate pieces of trailing legislation (see list attached)
- A Transfer of Function letter detailing the transfer of positions from one City department to another
- A letter addressing funding levels for nonprofit corporations or public entities for the coming two fiscal years

Please note the following:

- There are no Interim Exceptions proposed.
- Technical adjustments to the budget are being prepared, but are not submitted with this set of materials.

If you have any questions, please contact my office.

Sincerely,

Ashley Groffenberger Acting Mayor's Budget Director

cc: Members of the Board of Supervisors Budget and Legislative Analyst Controller

Department	Item	Relevance to Budget	Туре
НОМ	Homelessness and Supportive Housing Fund Expenditure Plan for 2020-21 and 2021-22	Expenditure plan included in budget.	Resolution
CON	Neighborhood Beautification Fund	Neighborhood Beautification Fund contribution levels assumed in budget.	Ordinance
CON	Access Line Tax CPI increase	Sets Access Line Tax. Revenues assumed in budget.	Resolution
CON	Prop J Certification - previously approved	Costs related to Prop J services assumed in budget.	Resolution
CON	Prop J Certification - new	Costs related to Prop J services assumed in budget.	Resolution
PUC	Hetch Hetchy Capital Budget	Appropriates funds to support PUC Hetch Hetchy capital budget expenditures.	Ordinance
PUC	CleanPowerSF Capital Budget	Appropriates funds to support PUC CleanPowerSF capital budget expenditures.	Ordinance
PUC	Wastewater Capital Budget	Appropriates funds to support PUC Wastewater Enterprise capital budget expenditures.	Ordinance
PUC	Water Capital Budget	Appropriates funds to support PUC Water Enterprise capital budget expenditures.	Ordinance
PUC	Power Debt Authorization	Authorizes debt issuance for Hetch Hetchy and CleanPowerSF capital projects.	Ordinance
PUC	Wastewater Debt Authorization	Authorizes debt issuance for Wastewater Enterprise capital projects.	Ordinance
PUC	Water Debt Authorization	Authorizes debt issuance for Water Enterprise capital projects.	Ordinance
LIB	In-Kind Grant of Friends of San Francisco Public Library	Grant assumed in budget.	Resolution
ADM	Medical Examiner Fees	Fee revenue assumed in budget.	Ordinance
ADM	Permit Center Fees	Fee revenue assumed in budget.	Ordinance
ADM	COP Refunding Authorization	Debt savings assumed in budget.	Ordinance
ADM	COP Refunding Appropriation	Appropriates and de-appropriates COP savings.	Ordinance
ADM	County Clerk Fee	Fee revenue assumed in budget.	Resolution
DPH	DPH Patient Rates	Fee revenue assumed in budget.	Ordinance
MOHCD	ESG Cares 2	Grant assumed in budget.	Resolution
CON	BSIF Reserve Use	Use of reserve assumed in budget.	Resolution

From: Wong, Linda (BOS)
To: Jalipa, Brent (BOS)

Subject: FW: OPPOSE UNLESS AMENDED 8/13/20 BOS Budget and Appropriations Committee Items #1, #5, #8 and #11

Date: Tuesday, August 11, 2020 11:31:06 AM

Brent,

Please attach to Legistar.

Thanks, Linda

From: Board of Supervisors, (BOS) <board.of.supervisors@sfgov.org>

Sent: Tuesday, August 11, 2020 11:27 AM

To: BOS-Supervisors

Supervisors @sfgov.org
 Cc: Wong, Linda (BOS) < linda.wong@sfgov.org >

Subject: FW: OPPOSE UNLESS AMENDED 8/13/20 BOS Budget and Appropriations Committee Items

#1, #5, #8 and #11

From: aeboken <aeboken@gmail.com>
Sent: Tuesday, August 11, 2020 12:48 AM

To: BOS-Supervisors < bos-supervisors@sfgov.org >; BOS-Legislative Aides < bos-

legislative aides@sfgov.org>

Subject: OPPOSE UNLESS AMENDED 8/13/20 BOS Budget and Appropriations Committee Items #1, #5, #8 and #11

This message is from outside the City email system. Do not open links or attachments from untrusted sources.

TO: Board of Supervisors members

RE: BOS 8/13/20 Budget and Appropriations Committee Agenda Items

Agenda Item #1 File #200567 Budget and Appropriations for SFPUC etc

Agenda Item #5 File #200834 Capital Projects SFPUC

Agenda Item #8 File #200833 Capital Projects SFPUC

Agenda Item #11 File #200838 Capital Projects SFPUC

I am strongly opposing these items unless they are amended to include:

- Dedicated AWSS from Taraval and Sunset Boulevard to Ulloa and Forestside as part of the water and sewer replacement on the L-Taraval Muni Forward project Phase 2 aka Phase B.
- Seismic retrofit of the South Basin of Sunset Reservoir.

Eileen Boken Coalition for San Francisco Neighborhoods*

* For identification purposes only.

Sent from my Verizon, Samsung Galaxy smartphone