[Revenue Bonds - Municipal Transportation Agency - Not to Exceed $207,000,000]

Resolution authorizing the sale, issuance, and execution of one or more series of San Francisco Municipal Transportation Agency Revenue Bonds, in an amount not to exceed $207,000,000, which includes up to $45,000,000 for the Mission Bay Component; and up to $162,000,000 for other projects, such as the light rail vehicle procurement, the Van Ness Transit Improvement Project, and for various financing costs; approving the form of certain financing documents including the official statement, the bond purchase contract, the fourth supplement to indenture of trust, and continuing disclosure certificate; authorizing the taking of appropriate actions in connection therewith, as defined herein; and related matters approving the forms of documents relating thereto; approving the maximum interest thereon; and finding that a portion of the proposed revenue bond issuance is not a project under the California Environmental Quality Act ("CEQA"), and adopting findings under CEQA, CEQA Guidelines, and San Francisco Administrative Code, Chapter 31, for the remaining portion of the proposed bond issuance; and related matters.

WHEREAS, The San Francisco Municipal Transportation Agency (the "SFMTA") desires to finance the costs of certain transportation projects including, but not limited to the following SFMTA capital improvement programs: Muni Transit Safety and Spot Improvements, Complete Street Capital Improvements, Facility Improvements, Transit Fixed Guideway Improvements, Pedestrian Safety and Traffic Signal Improvements and Muni Light Rail Vehicle Procurement (collectively, the "Project"); and

WHEREAS, Pursuant to Section 8A.102(b)(13) of the Charter (the "Charter") of the City and County of San Francisco (the "City"), the Board of Supervisors of the City and County of

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San Francisco (the "Board") may authorize the issuance of revenue bonds by the Board of Directors (the "Board of Directors") of the SFMTA without voter approval for any SFMTA-related purpose and secured solely by SFMTA revenues, such revenue bonds to be issued and sold in accordance with state law, the Charter or any procedure provided for by ordinance; and

WHEREAS, Pursuant to the procedures outlined in Article XIII of Chapter 43 of the San Francisco Administrative Code (the "Code"), the Board of Directors may issue revenue bonds authorized in accordance with the Charter (the "SFMTA Revenue Bonds"); and

WHEREAS, The SFMTA desires to issue revenue bonds to fund the Project; and

WHEREAS, The SFMTA desires to enter into a form of Bond Purchase Contract (the "Purchase Contract") with the underwriter to be named therein for the purpose of selling the revenue bonds; and

WHEREAS, The SFMTA has been presented with the form of certain documents related to the revenue bonds, including the Fourth Supplement, the Purchase Contract, the Preliminary Official Statement, and the Continuing Disclosure Certificate (all as defined below, and collectively, the "Financing Documents"), and the SFMTA has examined each document and desires to approve, authorize and direct the execution of such documents and the consummation of such financing; and

WHEREAS, The provisions of the Financing Documents do not conflict with the requirements of the Code; now, therefore, be it

RESOLVED, By the Board of Supervisors of the City and County of San Francisco, as follows:

Section 1. Recitals. All of the recitals herein are true and correct.

Section 2. Approval and Authorization of SFMTA Revenue Bonds. The issuance by the Board of Directors of the SFMTA Revenue Bonds in one or more series for the purposes of acquiring, constructing, improving and developing facilities under the jurisdiction of the SFMTA funding a reserve fund, paying costs of issuance and other incidental costs, is approved as required by Section 43.13.4 of the Code. The total principal amount of the SFMTA Revenue Bonds issued from time to time shall not exceed the aggregate principal amount of $207,000,000, which includes up to $45,000,000 for the Mission Bay Component (as defined below in Section 11); and up to $162,000,000 for other projects, such as the light rail vehicle procurement, the Van Ness Transit Improvement Project, and for various financing costs.

Section 3. No Conflicts with the Code. The SFMTA Revenue Bonds shall be issued pursuant to the terms of the Financing Documents as each shall be approved as to form by the City Attorney, which approval shall be conclusively evidenced by the signature of the City Attorney on each such agreement; provided, that the terms of the Financing Documents shall not conflict with the requirements of the Code.

Section 4. Maximum Interest Rate. Pursuant to Section 43.13.4(b) of the Code, the maximum interest rate for the SFMTA Revenue Bonds shall not exceed 12% per annum.

Section 5. Approval of the Fourth Supplement and Authorization of the Trustee. The form of a fourth supplement to indenture of trust (the "Fourth Supplement") between the SFMTA and U.S. Bank, as trustee or such other trustee selected by the Director of Transportation of the SFMTA or her/his designee (collectively, the "Director"), copies of which are on file with the Clerk of the Board under File No. 160465 is approved, with such changes, additions, and modifications as the Director may make or approve in accordance with Section 9 hereof.

Section 6. Approval of Bond Purchase Contract relating to the SFMTA Revenue Bonds. The form of a bond purchase contract relating to the SFMTA Revenue Bonds (the "Bond Purchase Contract"), a copy of which is on file with the Clerk of the Board under File No.

160465 is approved, with such changes, additions, and modifications as the Director may make or approve in accordance with Section 9 hereof.

Section 7. Approval of the Official Statement in Preliminary and Final Form. The form of an official statement relating to the SFMTA Revenue Bonds (the "Official Statement"), a copy of which is on file in preliminary form with the Clerk of the Board under File No. 160465 is approved, with such changes, additions and modifications as the Director may make or approve in accordance with Section 9 hereof.

Section 8. Approval of the Continuing Disclosure Certificate. The form of a continuing disclosure certificate of the City (the "Continuing Disclosure Certificate"), a copy of which is on file with the Clerk of the Board under File No. 160465 is approved, with such changes, additions, and modifications as the Director may make or approve in accordance with. Section 9 hereof.

Section 9. Modifications, Changes and Additions; Additional Agreements. The approvals contained herein shall extend to any amendments to the Fourth Supplement, the Bond Purchase Contract, the Official Statement, the Continuing Disclosure Certificate and all agreements of the Board of Directors supplemental thereto, as well as to such additional agreements as the Board of Directors may adopt or the SFMTA may execute for the purpose of implementing the issuance, sale and delivery of the SFMTA Revenue Bonds. The Director's approval of such modifications, changes or additions, made upon consultation with the City Attorney, shall be conclusively evidenced by the execution and delivery by the Director of the Financing Documents; provided however any such amendments or modifications shall be in accordance with the grant of authorization contained in this Resolution.

Section 10. Modification of Financial Covenants. Notwithstanding anything to the contrary in this resolution, the Director, with the advice of the financial advisors to the SFMTA, may modify the financial covenants set forth in the Financial Documents, including but not limited to budget and revenue covenants, additional debt covenants and the definition of "Pledged Revenues" to the extent such revisions are deemed necessary or desirable by the Director for the issuance of the SFMTA Revenue Bonds based on advice from the SFMTA's financial advisors.

Section 11. CEQA. This Board makes the following findings in compliance with the California Environmental Quality Act, California Public Resources Code Sections 21000 et seq. (CEQA), the CEQA Guidelines, 15 Cal. Administrative Code Sections 15000 et seq., (CEQA Guidelines), and San Francisco Administrative Code Chapter 31 (Chapter 31). The following three projects proposed to be funded with this Bond have been reviewed as required by CEQA.

A. Light Rail Vehicle (LRV) Procurement. As set forth in Resolution No. 16-044 of the SFMTA Board of Directors, dated April 5, 2016, the Department of City Planning has determined that a portion of the LRV Procurement is statutorily exempt under CEQA and the proposed LRVs for the Central Subway Project were reviewed as part of the Central Subway Final Supplemental EIS/EIR, certified by the Planning Commission on August 7, 2008, which findings and conclusions were adopted by the SFMTA Board of Directors on August 19, 2008; by Resolution No. 08-150, the SFMTA Board of Directors found that since the certification of the Central Subway Final Supplemental EIS/EIR, there have been no substantial project changes, no substantial changes in project circumstances, and no new information that would change the conclusions set forth in the Central Subway Final Supplemental EIS/EIR requiring additional environmental review under CEQA.

B. Van Ness Transit Improvement Project (also known as the Van Ness BRT Project). As set forth in Resolution No. 16-044 of the SFMTA Board of Directors, dated April 5, 2016, on September 10, 2013, the San Francisco County Transportation Authority (Authority) Board certified the Van Ness BRT Final EIS/EIR, and on September 17, 2013, the SFMTA Board of

Directors adopted Resolution No. 13-214, approving the Van Ness BRT Project and adopting the CEQA Findings and Statement of Overriding Considerations for the Van Ness BRT Final EIS/EIR, and subsequently affirmed, after considering a memorandum and an addendum to the Final EIS/EIR prepared by the Authority, that no additional environmental review is required under Public Resources Code section 21166 with respect to the Van Ness BRT Project for the proposed Bond issuance.

C. Mission Bay Component. As set forth in Resolution No. 16-044 of the SFMTA Board of Directors, dated April 5, 2016, the San Francisco Commission on Community Investment and Infrastructure (CCII) certified the Final Subsequent Environmental Impact Report (FSEIR) for the Golden State Warriors (GSW) Event Center and Mixed Use Development at Mission Bay Blocks 29-32 (referred to herein as the "Mission Bay Component"), as being in compliance with CEQA and made CEQA findings; on November 3, 2015, under Resolution No. 15-154, the SFMTA Board adopted CEQA findings and took various approval actions with respect to the Mission Bay Component; the Board of Supervisors, acting as the legislative body to the CCII, affirmed the certification in response to an appeal of the FSEIR by Motion M15-178 on December 8, 2015; by Resolution No. 16-044, the SFMTA Board of Directors found that since the certification of the GSW FSEIR, there have been no substantial project changes, no substantial changes in project circumstances, and no new information that would change the conclusions set forth in the GSW FSEIR requiring additional environmental review under CEQA.

As to the three projects discussed in paragraphs A, B and C above, the Board of Supervisors incorporates the factual statements and affirms all findings contained in Resolution No. 16-044 of the SFMTA Board of Directors, dated April 5, 2016.

D. That except as to the three projects discussed in paragraphs A, B and C above, this Board finds that the issuance of the SFMTA Revenue Bonds by the SFMTA is not subject to CEQA because as the establishment of a government financing mechanism that does not identify individual specific projects to be constructed with the funds, it is not a project as defined by CEQA and the CEQA Guidelines and that the SFMTA shall consult with the City Attorney as to necessary CEQA findings and determinations with respect to any project prior to the expenditure of bond proceeds. Further, this Board incorporates and adopts the findings of the SFMTA Board of Directors in Resolution No.16-044 that the City will not proceed with any such project until it is fully compliant with CEQA and the City retains absolute discretion with respect to any such specific project to modify the project to mitigate specific impacts, select feasible alternatives to avoid impacts, reject the project due to significant environmental impacts, or approve the project notwithstanding significant environmental impacts on a finding that the economic and social benefits of the project outweigh the adverse environmental impacts.

Section 12. The Controller, the Director, the Clerk of the Board, the City Attorney and any and all other officers of the City are hereby authorized to approve and make such modifications, changes or additions to the forms of Fourth Supplement, the Bond Purchase Contract, the Official Statement, and the Continuing Disclosure Certificate, upon consultation with the City Attorney, as may be necessary or desirable in the interests of the SFMTA, and which changes do not materially increase the obligations of the SFMTA under the Fourth Supplement, the Bond Purchase Contract, the Official Statement, and the Continuing Disclosure Certificate. Approval of such modifications, changes or additions shall be conclusively evidenced by the execution and delivery by the Controller, the Director, or the Clerk of the Board, as the case may be, of the applicable document. Any such actions are solely intended to further the purposes of this Resolution, and are subject in all respects to the terms of the Resolution. No such actions shall increase the risk to the SFMTA or require the SFMTA to spend any resources not otherwise granted herein. Final versions of any such documents shall be provided to the Clerk of the Board for inclusion in the official file within 30 days of execution (or as soon thereafter as final documents are available) by all parties.

Section 13. The Board finds and declares that the proposed Bond issuance is (i) in conformity with the priority policies of Section 101.1(b) of the San Francisco Planning Code, (ii) in accordance with Section 4.105 of the San Francisco Charter and Section 2A.53(f) of the San Francisco Administrative Code, and (iii) consistent with the City's General Plan, and adopts the findings of the Planning Department, as set forth in the General Plan Referral Report dated April 25, 2016, a copy of which is on file with the Clerk of the Board

Section 14. All actions authorized and directed by this Resolution, consistent with any documents presented herein, and heretofore taken are hereby ratified, approved and confirmed by this Board.

Section 15. All documents referenced herein as being on file with the Clerk of the Board are located in File No. 160465, which is hereby declared to be a part of this Resolution as if set forth fully herein.

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

By: ______________________
MARK D. BLAKE
Deputy City Attorney
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City and County of San Francisco
Tails
Resolution

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

File Number: 160465 **Date Passed:** June 07, 2016

Resolution authorizing the sale, issuance, and execution of one or more series of San Francisco Municipal Transportation Agency Revenue Bonds, in an amount not to exceed $207,000,000, which includes up to $45,000,000 for the Mission Bay Component; and up to $162,000,000 for other projects, such as the light rail vehicle procurement, the Van Ness Transit Improvement Project, and for various financing costs; approving the form of certain financing documents including the official statement, the bond purchase contract, the fourth supplement to indenture of trust, and continuing disclosure certificate; authorizing the taking of appropriate actions in connection therewith, as defined herein; and related matters approving the forms of documents relating thereto; approving the maximum interest thereon; and finding that a portion of the proposed revenue bond issuance is not a project under the California Environmental Quality Act ("CEQA"), and adopting findings under CEQA, CEQA Guidelines, and San Francisco Administrative Code, Chapter 31, for the remaining portion of the proposed bond issuance; and related matters.

May 25, 2016 Budget and Finance Committee - RECOMMENDED

June 07, 2016 Board of Supervisors - ADOPTED

Ayes: 11 - Avalos, Breed, Campos, Cohen, Farrell, Kim, Mar, Peskin, Tang, Wiener and Yee

File No. 160465

I hereby certify that the foregoing Resolution was ADOPTED on 6/7/2016 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor

6/17/16

Date Approved