

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

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

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

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

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

24 WHEREAS, In the Original Resolution of Issuance, the Board of Supervisors approved  
25 the form of a fiscal agent agreement and directed the Director of the Office of Public Finance

1 to return to the Board of Supervisors with a recommendation as to the method for selling one  
2 or more series of the bonds, whether competitive or negotiated, and for approval of all related  
3 sales documentation; and

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

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

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

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

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

22 FURTHER RESOLVED, That pursuant to the Mello-Roos Act, this Resolution and the  
23 Fiscal Agent Agreement, two series of special tax bonds, in an aggregate principal amount not  
24 to exceed \$152,000,000, are hereby authorized to be issued (collectively, the "Bonds");  
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1 (i) City and County of San Francisco Community Facilities District 2014-1  
2 (Transbay Transit Center) Special Tax Bonds, Series 2017A (the “2017A Bonds”), and

3 (ii) City and County of San Francisco Community Facilities District 2014-1  
4 (Transbay Transit Center) Special Tax Bonds, Series 2017B (Federally Taxable) (the  
5 “2017B Bonds”); and be it

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

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

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

23 FURTHER RESOLVED, That the Board of Supervisors hereby approves the form of  
24 the Fiscal Agent Agreement by and between the City and a fiscal agent (the “Fiscal Agent”)  
25 with respect to the Bonds, in substantially the form on file with the Clerk of the Board of

1 Supervisors. Each of the Mayor, the Controller and the Director of the Office of Public  
2 Finance, or such other official of the City as may be designated by such officials (each, an  
3 “Authorized Officer”), is hereby authorized and directed to execute and deliver, and the Clerk  
4 of the Board of Supervisors is hereby authorized and directed to attest to, the Fiscal Agent  
5 Agreement in substantially the form on file with the Clerk of the Board of Supervisors, together  
6 with such additions or changes as are approved by such Authorized Officer upon consultation  
7 with the City Attorney and the City’s bond counsel, including such additions or changes as are  
8 necessary or advisable to permit the timely issuance, sale and delivery of the Bonds. The  
9 approval of such additions or changes shall be conclusively evidenced by the execution and  
10 delivery by an Authorized Officer of the Fiscal Agent Agreement (or one or more supplements  
11 thereto). The Board of Supervisors hereby directs the Authorized Officers to name a fiscal  
12 agent for the Bonds. The terms and provisions of the Fiscal Agent Agreement, as executed,  
13 are incorporated herein by this reference as if fully set forth herein; and, be it

14           FURTHER RESOLVED, That this Board of Supervisors hereby approves the Official  
15 Statement prepared in connection with the Bonds in the form on file with the Clerk of the  
16 Board of Supervisors, together with any changes therein or additions thereto deemed  
17 advisable by an Authorized Officer after consultation with the City’s disclosure counsel. The  
18 Council hereby approves and authorizes the distribution by the Underwriter (defined below) of  
19 the Bonds of the preliminary Official Statement to prospective purchasers of the Bonds, and  
20 authorizes and directs an Authorized Officer on behalf of the City to deem the preliminary  
21 Official Statement “final” pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934  
22 (the “Rule”) prior to its distribution to prospective purchasers of the Bonds. The execution of  
23 the final Official Statement, which shall include then current financial information regarding the  
24 CFD and such other changes and additions thereto deemed advisable by an Authorized  
25 Officer and such information permitted to be excluded from the preliminary Official Statement

1 pursuant to the Rule, shall be conclusive evidence of the approval of the Official Statement by  
2 the City; and, be it

3 FURTHER RESOLVED, That this Board of Supervisors hereby approves the form of  
4 the continuing disclosure undertaking (the "Continuing Disclosure Undertaking") with respect  
5 to the Bonds in the form thereof attached to the Official Statement on file with the Clerk of the  
6 Board of Supervisors. An Authorized Officer is hereby authorized and directed to complete  
7 and execute the Continuing Disclosure Undertaking on behalf of the City with such changes,  
8 additions or deletions as may be approved by the Authorized Officer in consultation with the  
9 City's disclosure counsel; and, be it

10 FURTHER RESOLVED, That the form of the Bond Purchase Agreement (the  
11 "Purchase Contract") providing for the sale of the Bonds by the City to Stifel, Nicolaus &  
12 Company, Incorporated, as underwriter (the "Underwriter"), on file with the Clerk of the Board  
13 is hereby approved and each of the Authorized Officers is hereby authorized to execute the  
14 Purchase Contract in the form so approved, with such additions thereto and changes therein  
15 as are necessary to conform the Purchase Contract to the dates, amounts and interest rates  
16 applicable to the Bonds as of the sale date or as are approved by an Authorized Officer upon  
17 consultation with the City Attorney and the City's bond counsel. Approval of such additions  
18 and changes shall be conclusively evidenced by the execution and delivery of the Purchase  
19 Contract by an Authorized Officer. This Board of Supervisors hereby finds that sale of the  
20 Bonds to the Underwriter at a negotiated sale pursuant to the Purchase Contract will result in  
21 a lower overall cost than would be achieved by selling the Bonds utilizing competitive bidding;  
22 and, be it

23 FURTHER RESOLVED, That the Bonds shall be prepared, executed and delivered to  
24 the Fiscal Agent for authentication, all in accordance with the terms of the Fiscal Agent  
25 Agreement and the Purchase Contract. The Fiscal Agent, an Authorized Officer and other

1 responsible officers of the City are hereby authorized and directed to take such actions as are  
2 required to cause the delivery of the Bonds upon receipt of the purchase price thereof; and,  
3 be it

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

9 FURTHER RESOLVED, That all actions heretofore taken by the officers and agents of  
10 the City (including, but not limited to, the Authorized Officers) with respect to the  
11 establishment of the CFD, the levy of the special tax and the issuance of the Bonds are  
12 hereby approved, confirmed and ratified, and the appropriate officers of the City are hereby  
13 authorized and directed to do any and all things and take any and all actions and execute any  
14 and all certificates, agreements and other documents, which they, or any of them, may deem  
15 necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds  
16 in accordance with this Resolution, any determination authorized by this Resolution, and any  
17 certificate, agreement, and other document described in the documents herein approved. All  
18 actions to be taken by an Authorized Officer, as defined herein, may be taken by such  
19 Authorized Officer or any designee, with the same force and effect as if taken by the  
20 Authorized Officer; and, be it

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

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

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7 By: \_\_\_\_\_  
8       Mark D. Blake  
9       Deputy City Attorney

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