



**PUBLIC UTILITIES
REVENUE BOND OVERSIGHT COMMITTEE
CITY AND COUNTY OF SAN FRANCISCO
MINUTES - DRAFT**

**Public Utilities Commission Building
525 Golden Gate Ave., 2nd Floor
Yosemite Conference Room
San Francisco, CA 94102**

May 11, 2015 - 9:00 AM

Regular Meeting

Purpose: The purpose of the RBOC is to monitor the expenditure of revenue bond proceeds related to the repair, replacement, upgrading, and expansion of the City's water collection, power generation, water distribution, and wastewater treatment facilities.

Mission: The goal of the RBOC is to make certain public dollars are spent according to authorization and applicable laws. Its purpose is to facilitate transparency and accountability in connection with the expenditure of revenue bond proceeds. The General Public is invited and welcomed to attend RBOC meetings and to provide input.

1. Call to Order and Roll Call

Seat 1 Holly Kaufman
Seat 2 Kevin Cheng, Chair (Holdover status)
Seat 3 Vacant
Seat 4 Marina Pelosi
Seat 5 Eric Sandler
Seat 6 Christina Tang
Seat 7 Joshua Low

Chair Cheng called the meeting to order at 9:11 a.m. On the call of the roll, Member Kaufman was noted absent; all other members were noted present. There was a quorum.

2. Agenda Changes

There were no agenda changes.

3. Public Comment: Members of the public may address the Revenue Bond Oversight Committee (RBOC) on matters that are within the RBOC's jurisdiction but are not on the agenda.

Public Comment: *Speakers: None.*

4. **Approval of RBOC April 13, 2015, Minutes**

Public Comment: *Speakers: None.*

Member Sandler, seconded by Member Cheng, moved to APPROVE the April 13, 2015, RBOC Regular Meeting Minutes. The motion passed by the following vote:

Ayes: 5 - Cheng, Low, Pelosi, Sandler, Tang

Absent: 1 - Kaufman

5. **San Francisco Public Utilities Commission (SFPUC) Staff Report: Water System Improvement Program (WSIP) Update**

Dan Wade, Water System Improvement Program Director; and Charles Perl, Deputy Chief Financial Officer (SFPUC); Mark Blake, Deputy City Attorney; provided information and answered questions raised throughout the hearing.

Dan Wade provided a third quarter update on the WSIP, including program status, recent accomplishments, pre-construction update, regional staffing plan, planned vs. actual progress, active construction contracts, and director's reserve.

Public Comment: *Speakers: None.*

Member Sandler was noted absent at 10:00 a.m. and for the remainder of the meeting.

6. **San Francisco Public Utilities Commission (SFPUC) Staff Report: Capital Planning and Capital Financing Processes**

Richard Morales, Debt Manager; and Charles Perl, Deputy Chief Financial Officer (SFPUC); provided information and answered questions raised throughout the hearing, and further requested a continuance of the item to the June 8, 2015, meeting to provide for further preparation and to include a timeline of the SFPUC capital planning cycle.

Public Comment: *Speakers: None.*

By unanimous consent, the committee moved that the item be CONTINUED to the June 8, 2015, meeting. The motion passed by the following vote:

Ayes: 4 - Cheng, Low, Pelosi, Tang

Absent: 2 - Kaufman, Sandler

7. **San Francisco Public Utilities Commission (SFPUC) Staff Report: Power Bonds Update**

Richard Morales, Debt Manager; and Charles Perl, Deputy Chief Financial Officer (SFPUC); provided information and answered questions raised throughout the hearing, and further informed the Committee of the first "green bonds" sale for the SFPUC, as well as the potential impact of CleanPowerSF on future power bond needs.

Charles Perl provided further information on RBOC account funds for audit-related work and encouraged the Committee to calendar power-specific presentations from capital planning staff.

Public Comment: Speakers: None.

8. **Bay Area Water Supply and Conservation Agency (BAWSCA) Requests for Information:** Comments 6 through 10

Dan Wade, Water System Improvement Program Director (SFPUC); provided information and answered questions raised throughout the hearing, and further elaborated on the PUC response to the BAWSCA comments.

Member Tang will follow up with the Committee if there are more comments or questions.

Public Comment: Speakers: None.

9. **Revenue Bond Oversight Committee: Purpose and Mission**

Committee members discussed the current purpose and mission statements. Member Low validated the current language without amendment. The clerk will include the purpose and mission on committee agendas and minutes.

Public Comment: Speakers: None.

10. **New Audits Initiated by the Revenue Bond Oversight Committee**

Mike Brown (SFPUC); provided information and responded to questions raised throughout the hearing.

Chair Cheng requested input from Committee members on applying lessons learned and potential future audits, particularly in regard to SSIP and the power enterprise.

Member Pelosi requested the SSIP director and staff incorporate in future presentations responses to lessons learned (from the RW Block report).

Chair Cheng addressed Member Low's concern regarding the New Irvington Tunnel project and the possibility of an audit related to the redistribution of funds (from the previous meeting). Member Low responded that his concerns, for the most part, had been addressed by Dan Wade, and that he would review the RW Block report in more detail before seeing a need to request additional audits.

Public Comment: Speakers: None.

11. **Draft Report, Contract CS-363, “Construction Management Services – RBOC Evaluation of Lessons Learned, Water System Improvement Program.”**

Dan Wade, Water System Improvement Program Director (SFPUC); expressed interest in receiving the final RW Block report and following up with a formal response.

Chair Cheng requested the item be calendared for the June 8, 2015, meeting and be approved by the Committee after finalizing the report with RW Block and closing the last invoice, which will also be calendared for the next meeting.

Public Comment: Speakers: None.

By unanimous consent, the committee moved that the item be CONTINUED to the June 8, 2015, meeting. The motion passed by the following vote:

Ayes: 4 - Cheng, Low, Pelosi, Tang

Absent: 2 - Kaufman, Sandler

12. **Announcements, Comments, Questions, and Future Agenda Items**

Chair Cheng acknowledged Member Eric Sandler’s last meeting and commended his service, and further announced that a formal commendation would be presented at the July 13, 2015, meeting.

Mark Blake, Deputy City Attorney, discussed his recent meeting with the San Francisco Municipal Transportation Agency Bond Oversight Committee and the Citizens’ General Obligation Bond Oversight Committee and relayed their interest in engaging RBOC regarding the standardization of core audit report treatment and exploring where there are commonalities and overlap among the oversight bodies. Chair Cheng and Member Pelosi will work with Mark Blake to collaborate with the other bodies. A discussion item is calendared for next meeting.

The RBOC Forward Calendar (attached) was updated to reflect the items discussed at committee:

13. **Adjournment**

There being no further business, the meeting adjourned at 10:34 a.m.

N.B. The Minutes of this meeting set forth all actions taken by the Public Utilities Revenue Bond Oversight Committee on the matters stated but not necessarily the chronological sequence in which the matters were taken up.

Approved by the Revenue Bond Oversight Committee on _____.

Agenda Item Information

Each item on the agenda may include: 1) Department or Agency cover letter and/or report; 2) Public correspondence; 3) Other explanatory documents. For more information concerning agendas, minutes, and meeting information, such as these documents, please contact RBOC Committee Clerk, City Hall, 1 Dr. Carlton B. Goodlett Place, Room 244, San Francisco, CA 94102 – (415) 554-5184.

Audio recordings of the meeting of the Revenue Bond Oversight Committee are available at:

http://sanfrancisco.granicus.com/ViewPublisher.php?view_id=97

For information concerning San Francisco Public Utilities Commission please contact by e-mail RBOC@sfgov.org or by calling (415) 554-5184.

Public Comment

Public Comment will be taken before or during the Committee's consideration of each agenda item. Speakers may address the Committee for up to three minutes on that item. During General Public Comment, members of the public may address the Committee on matters that are within the Committee's jurisdiction and are not on the agenda.

Disability Access

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Language Access

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翻譯 必須在會議前最少四十八小時提出要求
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Know Your Rights Under the Sunshine Ordinance

Government's duty is to serve the public, reaching its decisions in full view of the public. Commissions, boards, councils, and other agencies of the City and County exist to conduct the people's business. This ordinance assures that deliberations are conducted before the people and that City operations are open to the people's review.

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Cell Phones, Pagers and Similar Sound-Producing Electronic Devices

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Lobbyist Registration and Reporting Requirements

Individuals and entities that influence or attempt to influence local legislative or administrative action may be required by the San Francisco Lobbyist Ordinance [SF Campaign & Governmental Conduct Code §2.100, et. seq] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the Ethics Commission at: 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102; telephone (415) 581-3100; fax (415) 252-3112; web site www.sfgov.org/ethics.



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April 13, 2015 - 9:00 AM

Regular Meeting

1. Call to Order and Roll Call

Seat 1 Holly Kaufman
Seat 2 Kevin Cheng, Chair (Holdover status)
Seat 3 Vacant
Seat 4 Marina Pelosi
Seat 5 Eric Sandler
Seat 6 Christina Tang
Seat 7 Joshua Low

The meeting was called to order at 9:12 a.m. On the call of the roll, Member Cheng was noted absent; all other members were noted present. There was a quorum.

2. Agenda Changes

There were no changes.

3. Public Comment: Members of the public may address the Revenue Bond Oversight Committee (RBOC) on matters that are within the RBOC's jurisdiction but are not on today's agenda.

Public Comment: *Speakers: None.*

4. Approval of RBOC March 9, 2015, Minutes

Public Comment: *Speakers: None.*

*Member Tang, seconded by Member Kaufman, moved to APPROVE the March 9, 2015, RBOC Regular Meeting Minutes. The motion passed by the following vote:
Ayes: 5 - Kaufman, Low, Pelosi, Sandler, Tang
Absent: 1 - Cheng*

5. **San Francisco Public Utilities Commission (SFPUC) Staff Report:** Sewer System Improvement Program (SSIP) Update

Karen Kubik, Sewer System Improvement Program Director; Alexandra Gunnell; and Mike Brown (SFPUC); Mark Blake, Deputy City Attorney; provided information and answered questions raised throughout the hearing.

Public Comment: *Speakers: None.*

6. **Revenue Bond Oversight Committee: Purpose and Mission**

Committee members discussed the current purpose and mission statements. Member Low will send an email to the clerk with updated language. The clerk will include the purpose and mission on committee agendas.

Public Comment: *Speakers: None.*

7. **Comparison of the Revenue Bond Oversight Committee with Other Oversight Committees**

Mark Blake, Deputy City Attorney; presented a comparison of oversight committees and responded to questions raised throughout the hearing.

Public Comment: *Speakers: None.*

8. **New Audits Initiated by the Revenue Bond Oversight Committee**

Member Low briefly discussed the New Irvington Tunnel project and the possibility of an audit related to the redistribution of funds.

Public Comment: *Speakers: None.*

By unanimous consent, the committee moved that the item be CONTINUED to the May 11, 2015, meeting. The motion passed by the following vote:

Ayes: 5 - Kaufman, Low, Pelosi, Sandler, Tang

Absent: 1 - Cheng

9. **Announcements, Comments, Questions, and Future Agenda Items**

The RBOC Forward Calendar (attached) was updated to reflect the following item discussed at committee:

- 1. RBOC Purpose and Mission will be included on future committee agendas.*

10. **Adjournment**

There being no further business, the meeting adjourned at 10:12 a.m.

N.B. The Minutes of this meeting set forth all actions taken by the Public Utilities Revenue Bond Oversight Committee on the matters stated but not necessarily the chronological sequence in which the matters were taken up.

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Services of the San Francisco Public Utilities Commission



WSIP Quarterly Update Q3 | FY 2014 - 2015

Revenue Bond Oversight Committee

May 11, 2015
Daniel L. Wade, WSIP Director
Infrastructure



WSIP Program Status

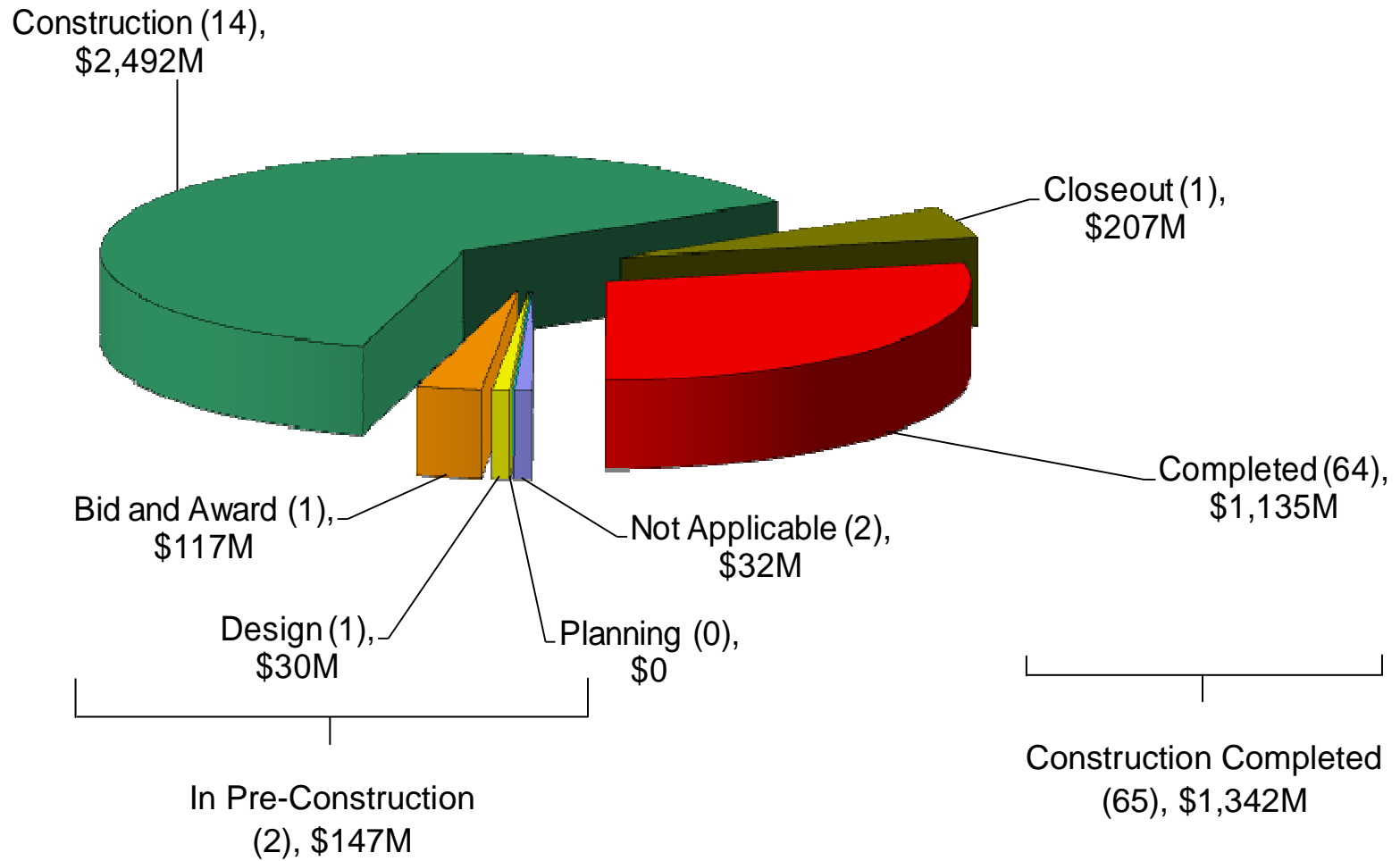
- Regional: **87.5%**
- Local: **99.2%**
- Overall WSIP: **88.6%**





WSIP Program Status

As of March 31, 2015

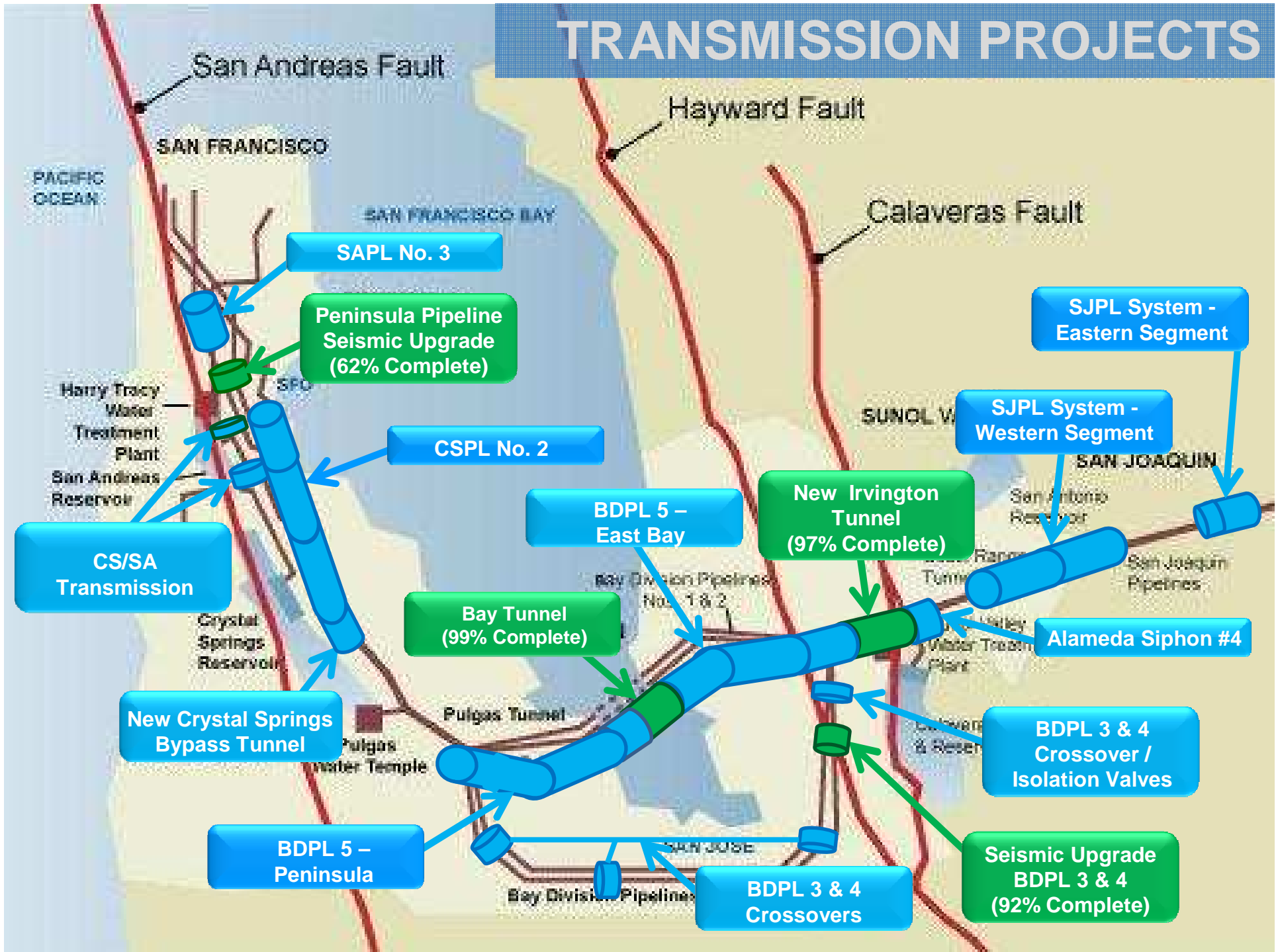




Recent Accomplishments

- Award of Regional Groundwater Storage and Recovery
- Administrative closeout of Tesla Treatment Facility
- Completed **184** of **201** system shutdowns to date
- Achieved Level of Service (LOS) on **35** of **44** Regional Projects with LOS goals to date
- Safety record exemplary based on **7.5 million** recorded hours (Lost Time Incidence Rate = **0.6** vs Industry Average of **1.5**)
- Recent Industry Awards:
 - Bay Tunnel (CMAA Project of the Year)
 - CS/SA Transmission Upgrades (APWA Silicon Valley, Project of the Year)
 - Sutro Reservoir Seismic Upgrades (APWA Nor Cal, Project of the Year)
 - Bay Tunnel, Johanna Wong (APWA, Nor Cal, Manager of the Year)
 - WSIP Program, Daniel Wade (ENR – 2014 Top 25 Newsmakers)

TRANSMISSION PROJECTS





Pre-Construction Update

- Alameda Creek Recapture
 - Design Phase in progress
 - Project Environmental Impact Report (EIR) initiated
- Regional Groundwater Storage and Recovery
 - Contract awarded to Ranger Pipelines in January 2015
 - NTP for construction issued in April 2015
- Alameda Creek Fish Passage Facilities
 - Sub-Project to Calaveras Dam Replacement
 - 95 percent Design complete
 - Constructability Review and Independent Construction Cost Estimate in progress

Calaveras Dam Replacement



Calaveras Dam Replacement



Calaveras Dam Replacement



New Irvington Tunnel



Irvington Tunnel Inspection





Irvington Tunnel Inspection

HTWTP Long-Term Improvements





HTWTP Long-Term Improvements Completion Ceremony





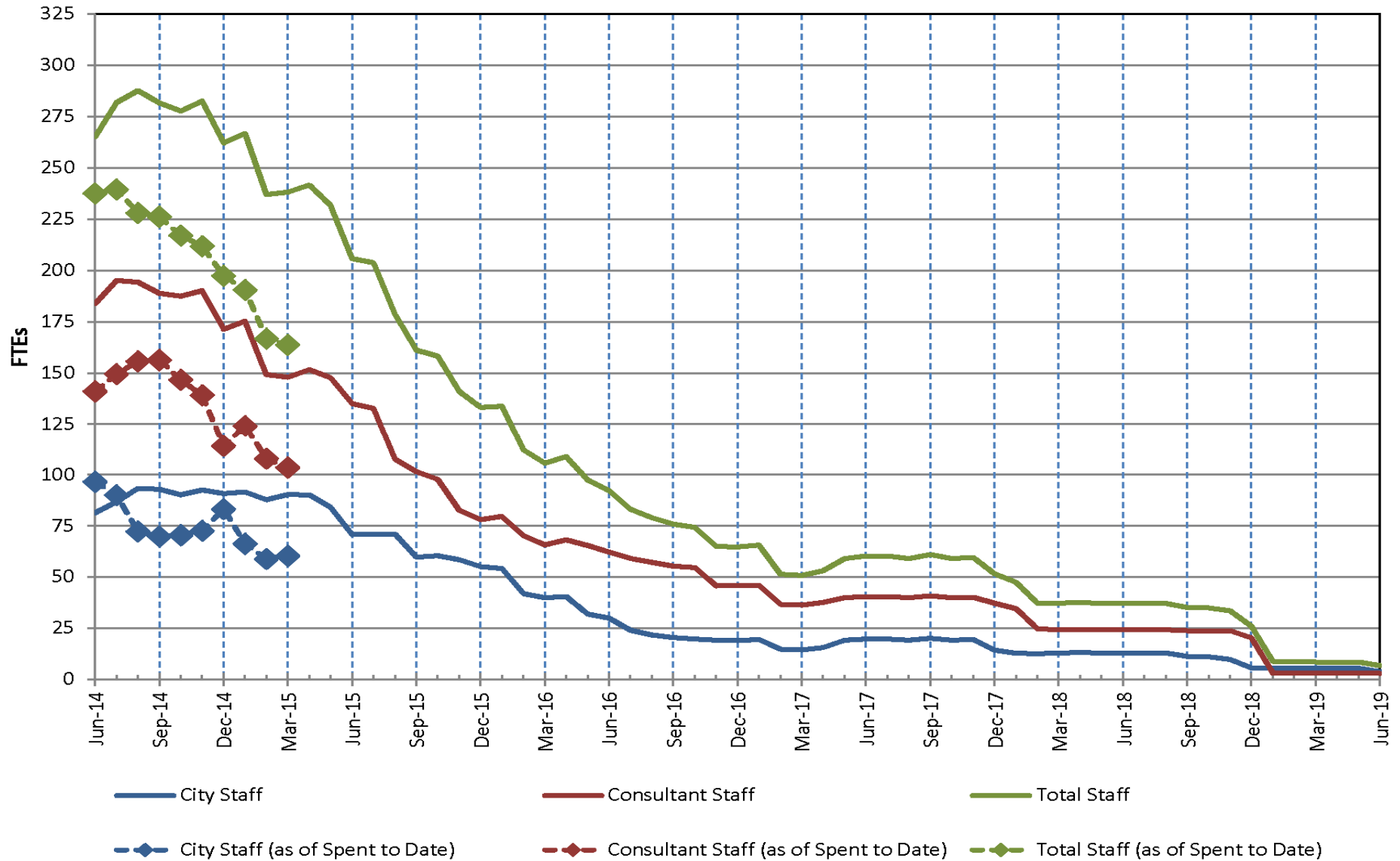
Peninsula Pipelines Seismic Upgrade

Peninsula Pipelines Seismic Upgrade



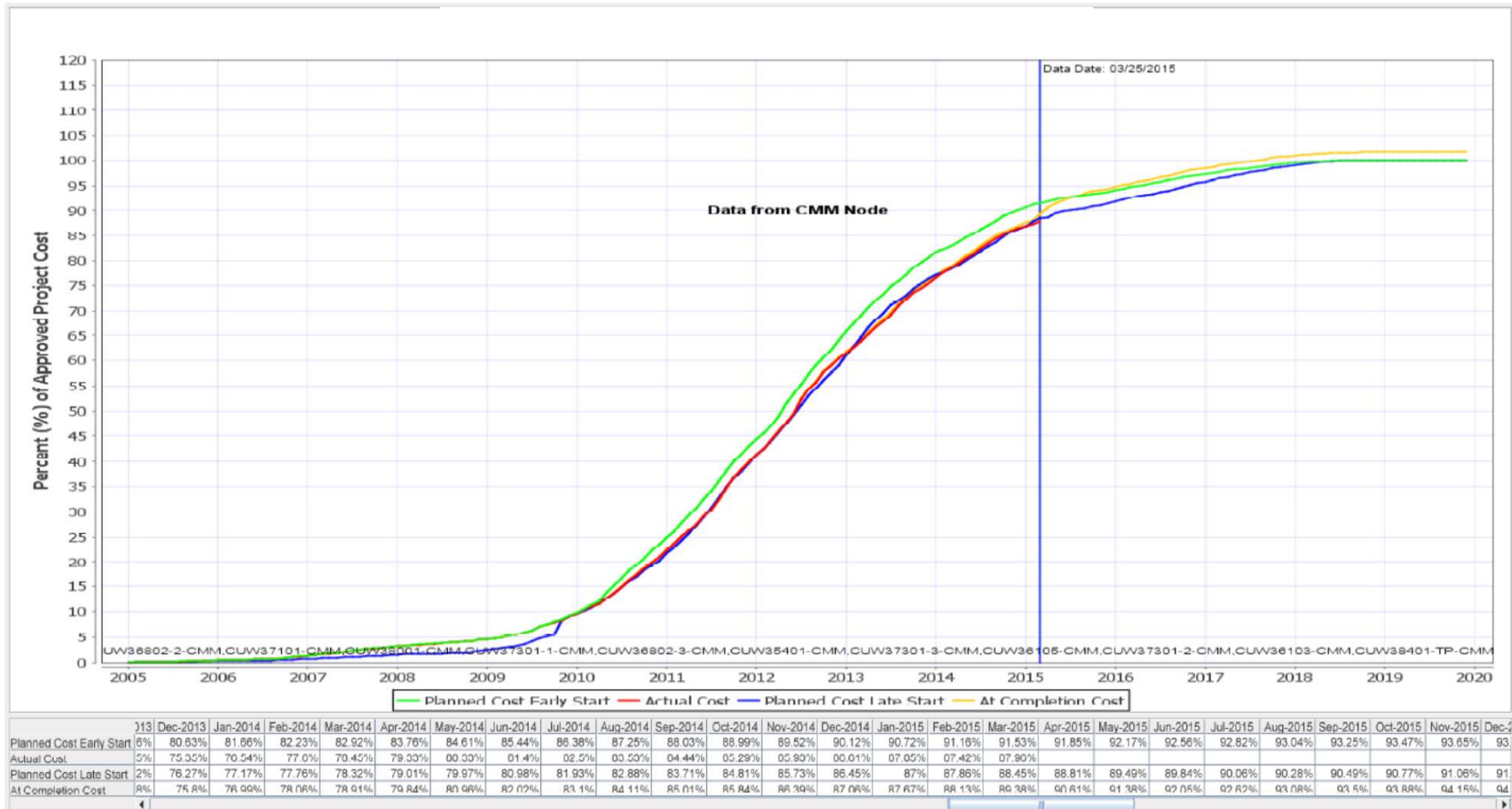


WSIP Regional Staffing Plan





Planned vs. Actual Progress – Construction Program

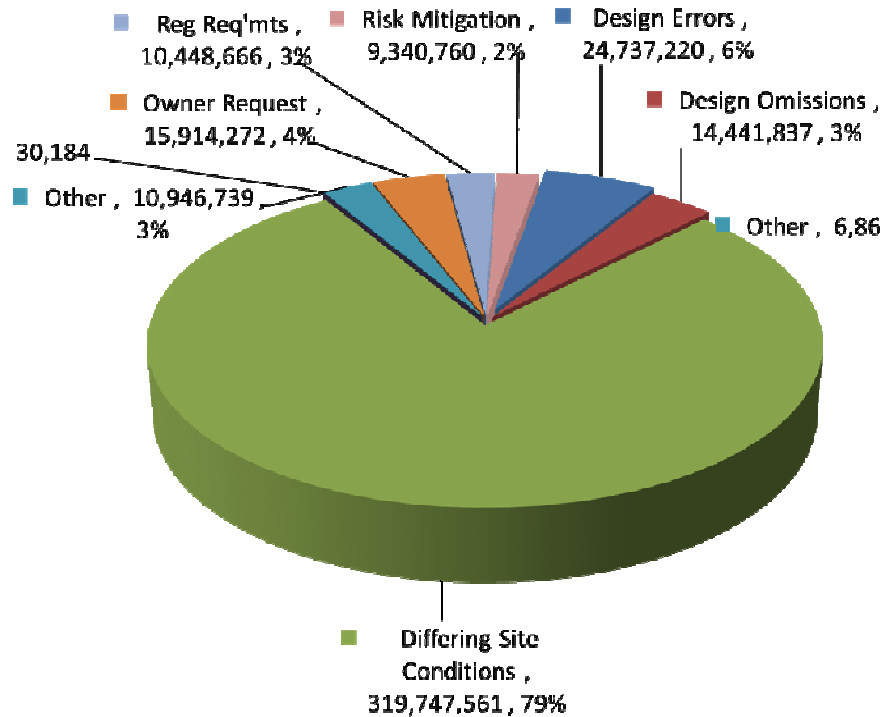




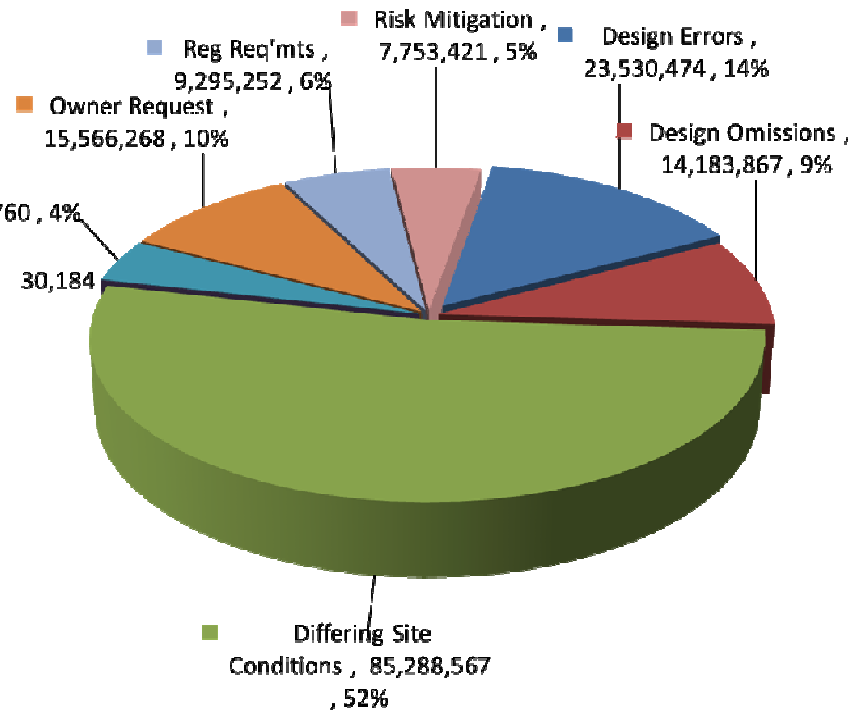
Change Order Reason

Approved Change Orders : \$406M
March 2015

WSIP Total



WSIP Total Excluding CDRP

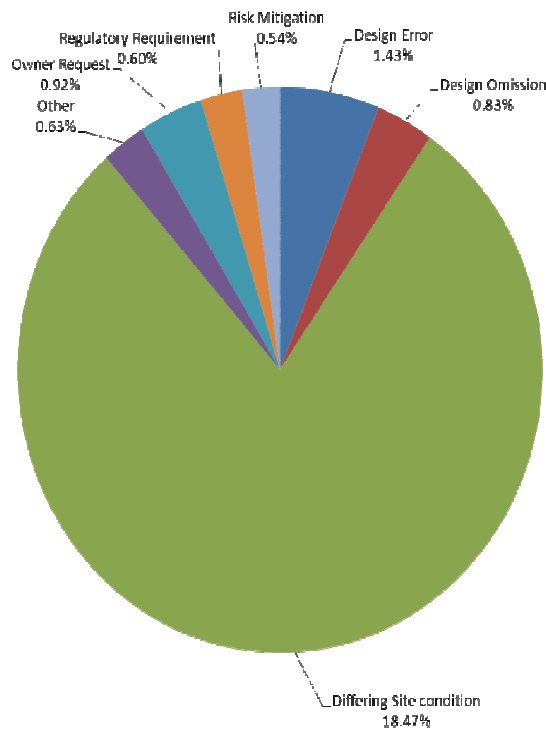




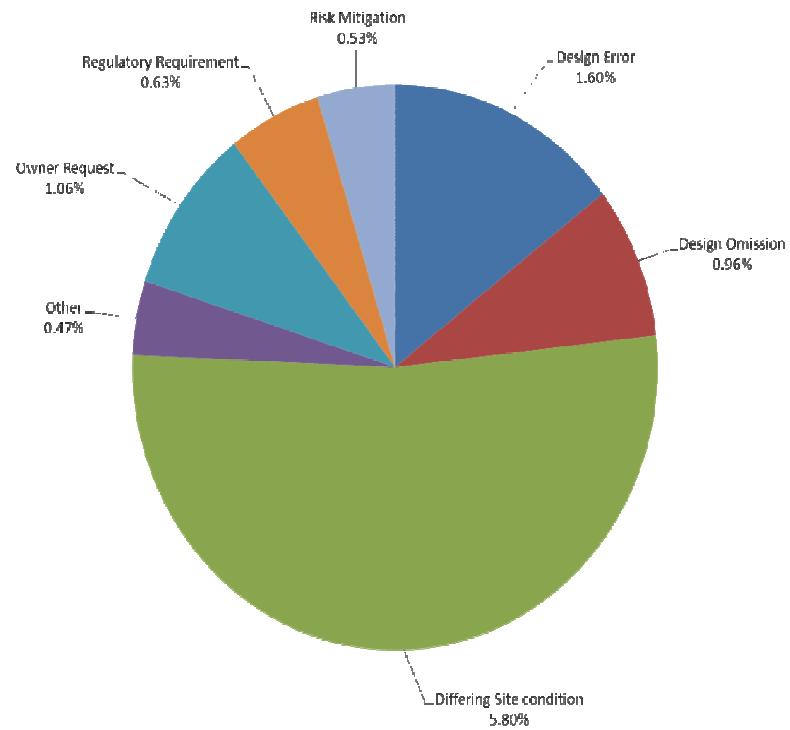
Approved Change Order Categories

As a Percent of Contract Award \$1,778 Million
March 2015

WSIP Total
23.43%



WSIP Total
Excluding CDRP
11.04%

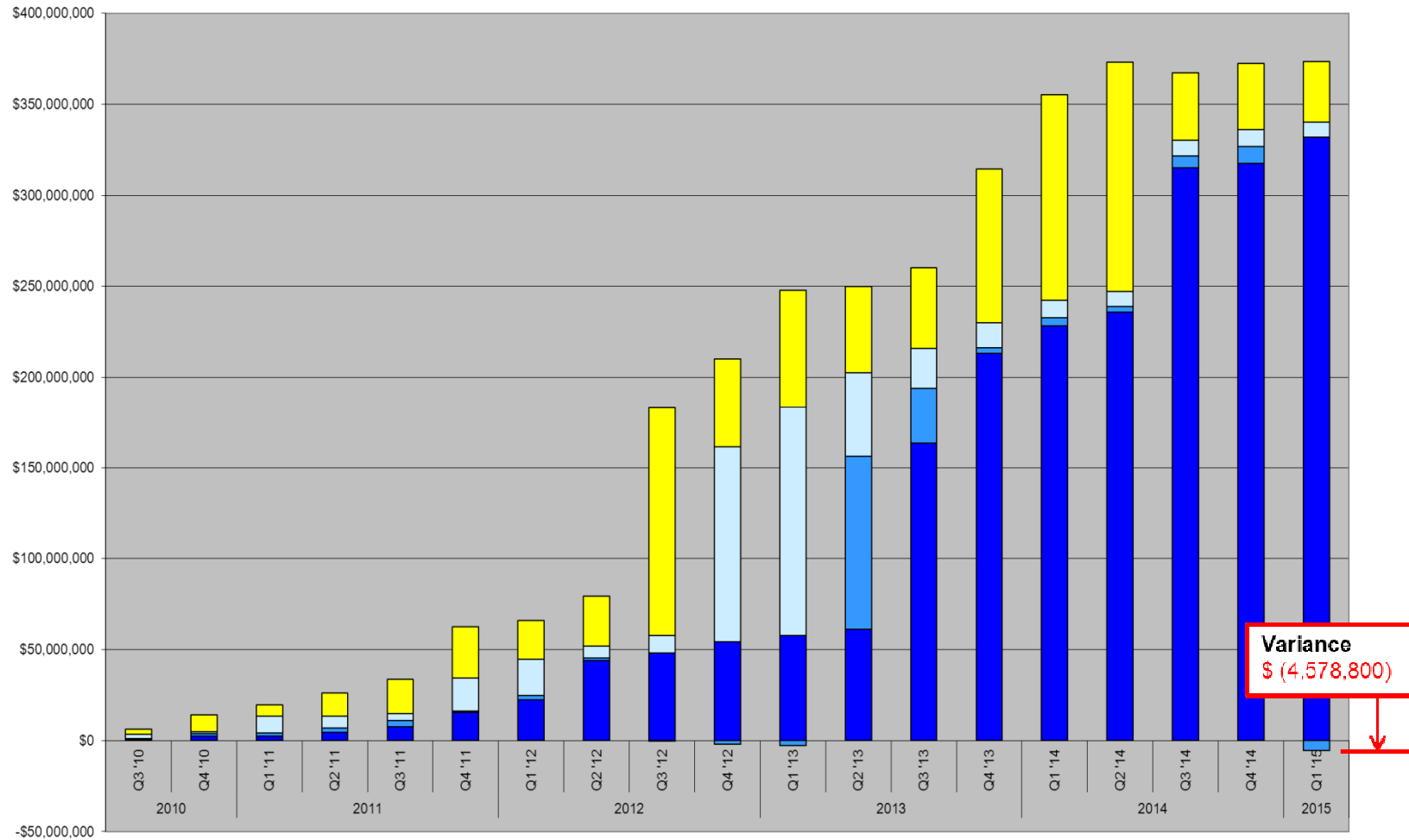




Change Order + Trends

(March 2015)

Change Orders + Trends

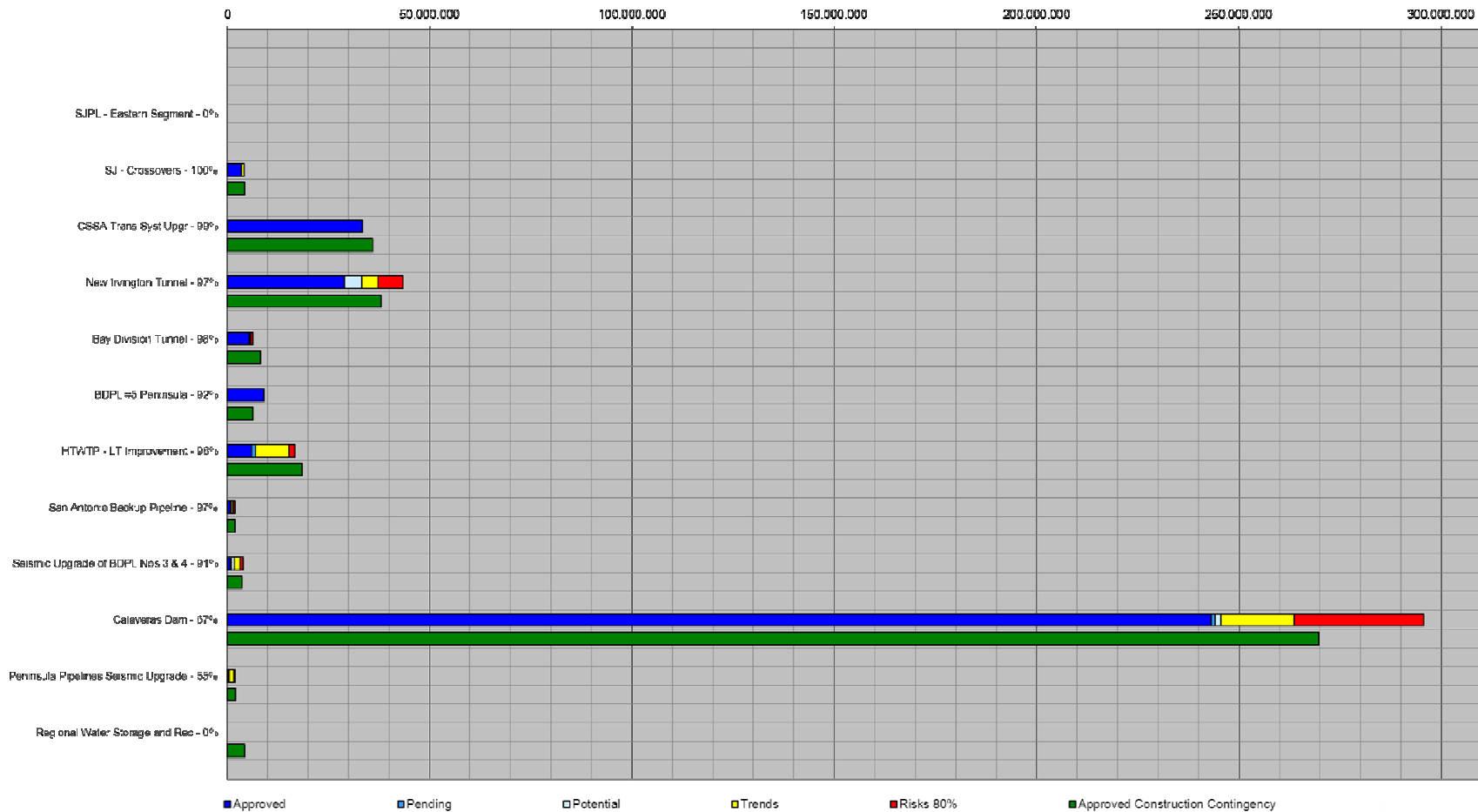




Active Construction Contracts Trends & Risks vs. Contingency

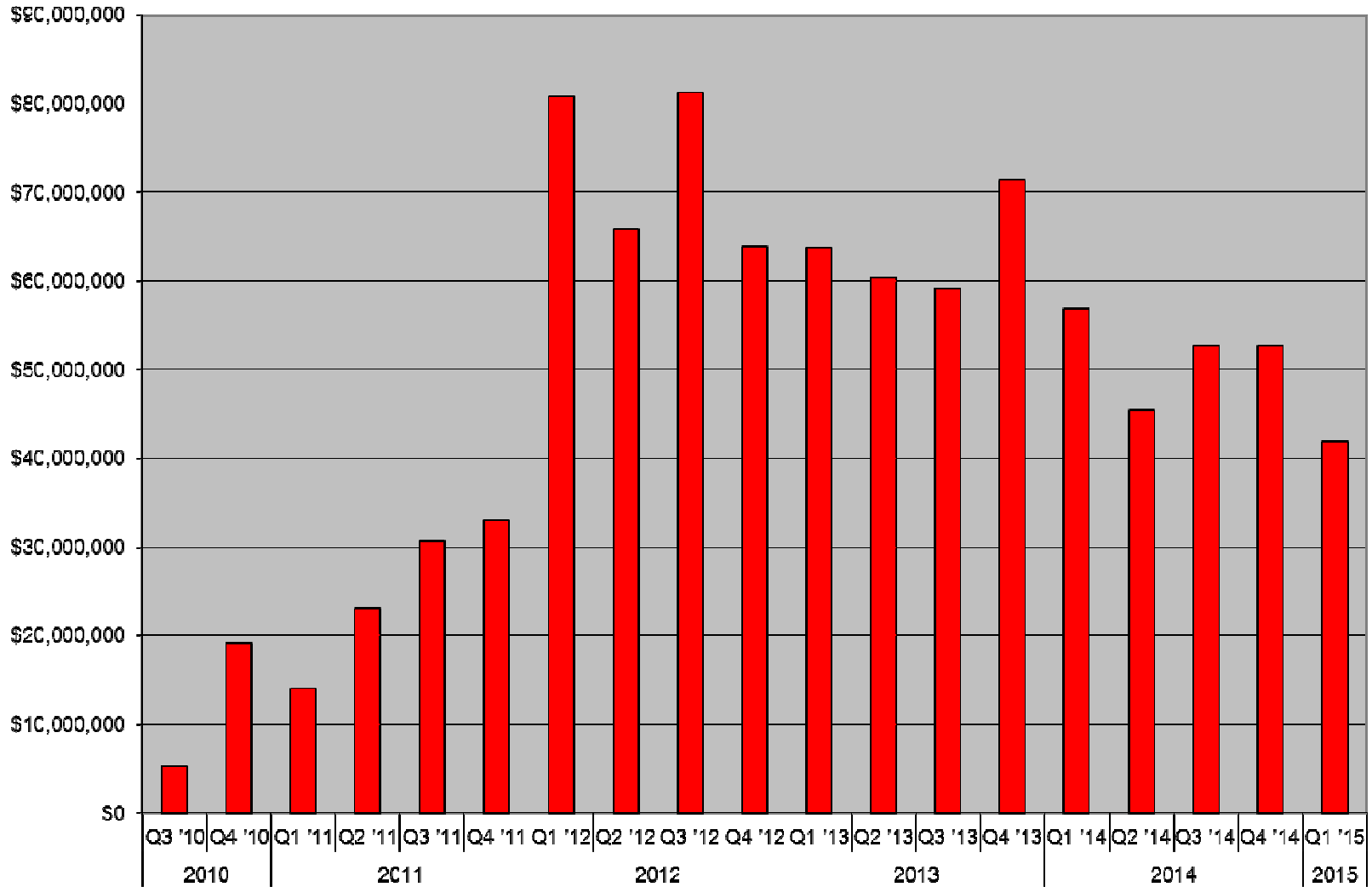
March 2015

Note: Projects are ordered by Percent Complete





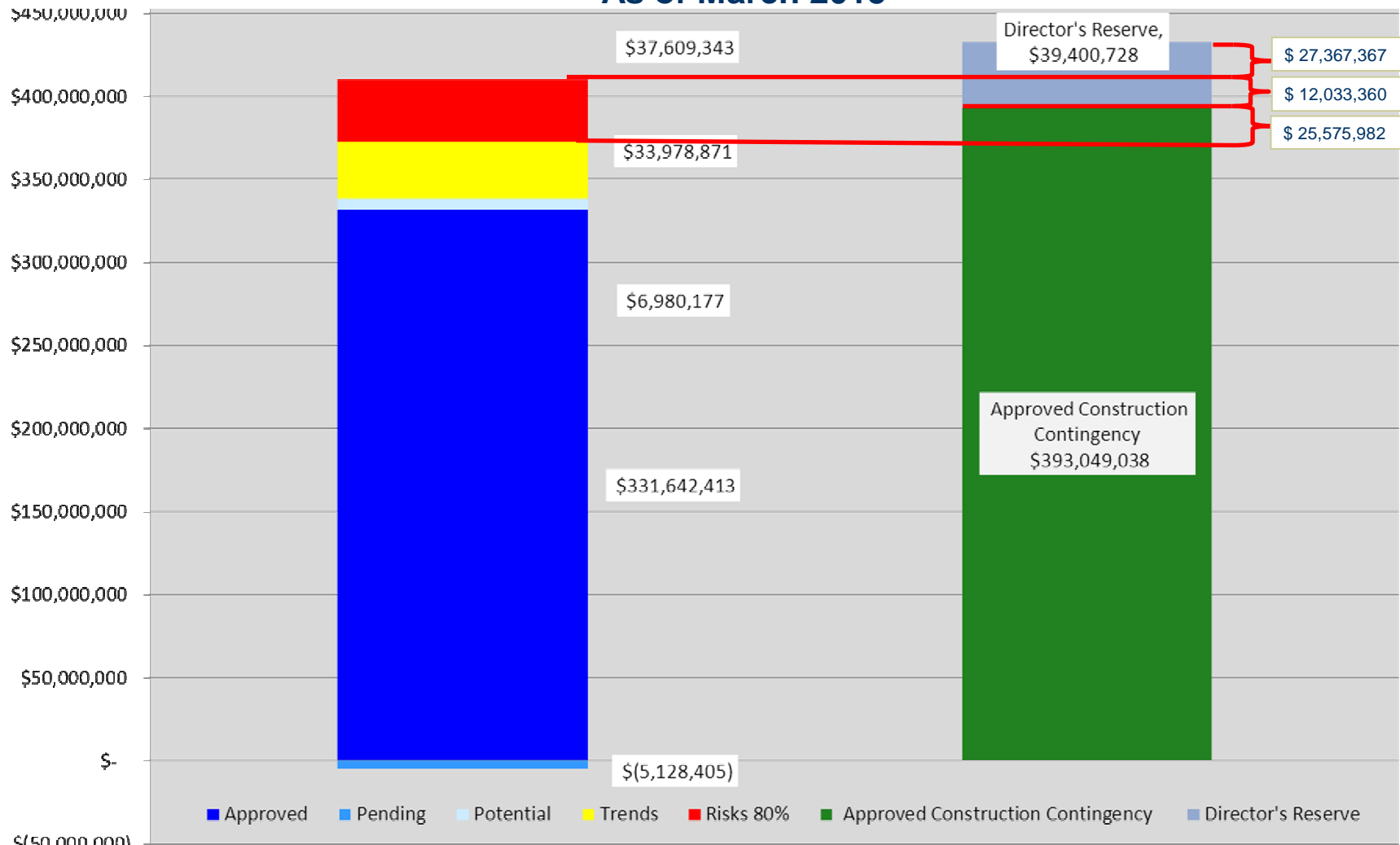
80% Risk Confidence Level





Active Regional Construction Contracts

Change Orders, Trends, and Risks vs. Contingency As of March 2015



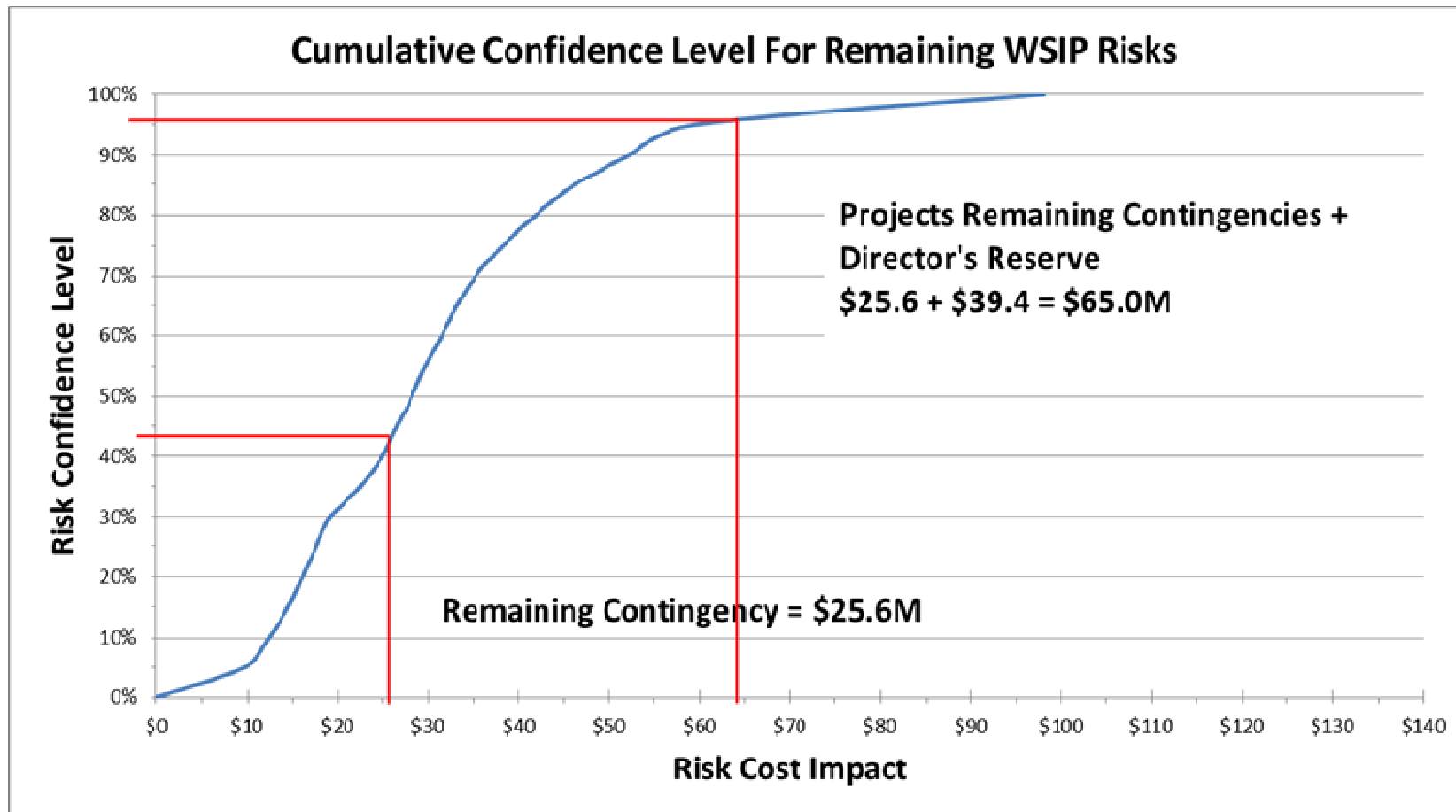


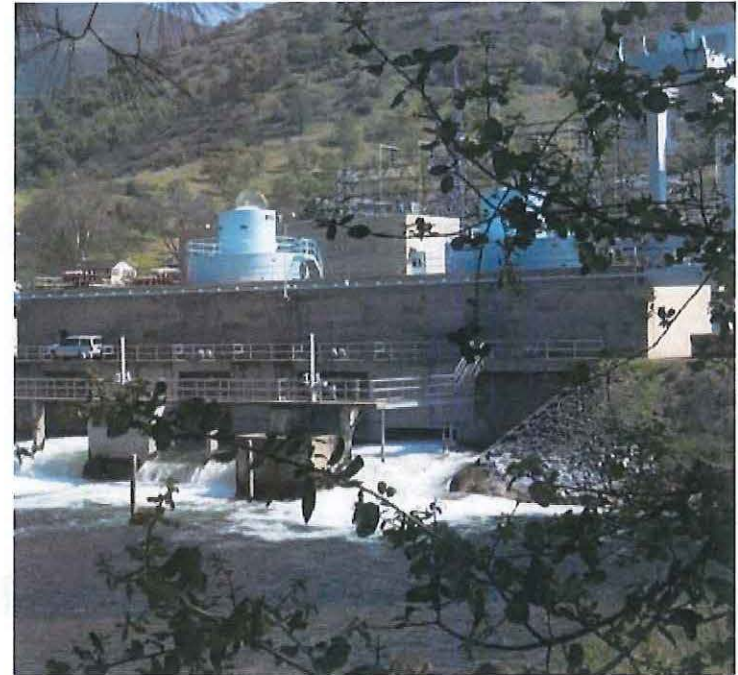
WSIP Directors Reserve

Project	Project Approved Budget (A)	Project Forecast At Completion Cost (B)	Forecast Project Cost Variance (C)	Approved Director's Reserve (D)	Projected Use(+)/Saving (-) of Director's Reserve as of Q3FY14-15 (E)	Approved Use(+)/Saving (-) of Director's Reserve as of Q3FY14-15 (F)	Projected Remaining Director's Reserve (G = D - E)
San Joaquin Region	\$346,911,671	\$346,031,131	\$880,540	\$200,000	\$0	\$0	\$200,000
Sunol Valley Region	\$1,374,222,595	\$1,374,222,595	\$0	\$14,678,096	\$2,084,976	\$0	\$12,593,120
Bay Division Region	\$666,014,509	\$661,885,445	\$4,129,064	\$4,500,000	(\$2,567,456)	\$0	\$7,067,456
Peninsula Region	\$809,507,929	\$809,507,932	(\$3)	\$11,399,824	\$285,522	\$0	\$11,114,302
San Francisco Regional Region	\$221,271,570	\$221,271,570	\$0	\$500,000	(\$424,030)	\$0	\$924,030
Support Projects	\$256,669,351	\$261,678,952	(\$5,009,601)	\$2,202,902	(\$5,298,918)	\$0	\$7,501,820
Grand Total	\$3,674,597,625	\$3,674,597,625	\$0	\$33,480,822	(\$5,919,906)	\$0	\$39,400,728



Confidence Level for Remaining Risks





Bond Sale Results

Power Series 2015A (Green Bonds) and B

May 11, 2015

Richard Morales, Debt Manager



2015 AB Power Bonds, \$39.5M

Services of the San Francisco Public Utilities Commission

- May 7 Inaugural bond sale for Power Enterprise
- Successful Sale...3.95% True Interest Cost
- Sold as two series:
 - \$32.0M Series A (Green Bonds)
 - \$7.5M Series B
- First “Green Bonds” sale for SFPUC
- New credit to bond market
- Strong ratings achieved:
 - AA-/Stable Outlook – Fitch
 - A+/Stable Outlook – S&P



2015 AB Power Bonds, \$39.5M

Services of the San Francisco Public Utilities Commission

- Negotiated bond sale – Wells Fargo underwriter
- Sold under challenging market conditions
 - Rising interest rates / large supply of bonds
- Still well-received by market
 - Oversubscribed by 40% (more investor orders than bonds offered)
- Negotiated lower yields due to strong reception
- “Socially Responsible” investors participated in “Green Bonds” - new to SFPUC
- Strong San Francisco/SFPUC name & reputation helped



2015 AB Power Bonds, \$39.5M

Services of the San Francisco Public Utilities Commission

Questions?

Public Utilities Revenue Bond Oversight Committee

Forward Calendar - 2015

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June 8, 2015 (San Joaquin Conference Room)

1. Interim annual report (covering period 10/2014–7/2015) determine contents (e.g., summary of strategic issues, sunset question, SSIP, committee mission accomplishment) and assign responsibilities for production (draft report due July 2015)
2. RW Block Lessons Learned Final Report
3. RW Block Invoice approval
4. Comparison of the Revenue Bond Oversight Committee with Other Oversight Committees
5. Bimonthly SFPUC staff update on the Sewer System Improvement Program (SSIP)
6. Capital planning and capital financing processes presentation by staff
7. Committee staffing options
8. Committee sunset preparations

July 13, 2015 (Yosemite Conference Room)

1. Draft Annual Report due
2. Bimonthly SFPUC staff update on the Water System Improvement Program (WSIP)
3. Commendation for Eric Sandler

August 10, 2015 (Yosemite Conference Room)

1. Bimonthly SFPUC staff update on the Sewer System Improvement Program (SSIP)

September 21, 2015 (Yosemite Conference Room)

(3rd Mon.)(Labor Day, Sept. 7) (Rosh Hashanah, Sept. 14-15)(Succot, Sept. 28-29)

1. Public outreach and accountability to appointing agencies
2. Bimonthly SFPUC staff update on the Water System Improvement Program (WSIP)

October 19, 2015 *(3rd Mon.)(Sh'mini Atzeret, Oct. 5)(Columbus Day, Oct. 12)*

1. Bond Finance 101
2. Bimonthly SFPUC staff update on the Sewer System Improvement Program (SSIP)

November 9, 2015

1. Bimonthly SFPUC staff update on the Water System Improvement Program (WSIP)

December 14, 2015 (*Hanukkah, Dec. 7*)

1. Bimonthly SFPUC staff update on the Sewer System Improvement Program (SSIP)

Past Meetings - 2015

February 9, 2015 (*Prez Day, Feb 16*)

1. Staff presentation concerning other PUC and City audits
2. RW Block lessons learned report
3. Discussion to address BAWSCA requests for information
4. SFPUC staff update on the Sewer System Improvement Program (SSIP) to occur every other month, starting in February
5. RBOC vacancy
6. Committee staffing options

March 9, 2015 (Yosemite Conference Room)

1. Whistleblower benchmark item to be presented by Mark Blake (or Controller's Office)
2. SFPUC WSIP staff update on contingency and cost-cutting status, Calaveras Dam project (hereafter alternating presentations with SSIP every other month)
3. RW Block Lessons Learned Final Report
4. Committee Staffing Options
5. Committee Sunset preparations
6. BAWSCA Comments 1-5
7. Public Comment: Steve Lawrence Feb. 10-13 email
8. RBOC Annual Report transmittal to Mayor and Board of Supervisors

April 13, 2015 (Yosemite Conference Room)

1. New audits initiated by RBOC
2. Detail on other oversight committees (benchmark) and their respective duties and overlap (i.e., Venn diagram)
3. Bimonthly SFPUC staff update on the Sewer System Improvement Program (SSIP)
4. RBOC Purpose and Mission

May 11, 2015 (San Joaquin Conference Room)

1. Capital planning and capital financing processes presentation by staff
2. Power bonds update
3. Bimonthly SFPUC staff update on the Water System Improvement Program (WSIP), and presentation on managing delivery costs for future projects
4. BAWSCA Comments 6-10
5. RW Block Lessons Learned Final Report
6. New audits initiated by RBOC