Resolution approving a Credit Agreement for an amount not to exceed \$171,000,000 from Goldman Sachs Bank USA to the Transbay Joint Powers Authority and making certain public benefit findings for the Transbay Transit Center program under California Government Code, Section 6586.5.

WHEREAS, The Transbay Joint Powers Authority (the "TJPA") is a public entity duly established and organized under the laws of the State of California, which was created pursuant to a joint exercise of powers agreement (the "Joint Powers Agreement") entered into by and among the City and County of San Francisco (the "City"), the Alameda-Contra Costa Transit District, and the Peninsula Corridor Joint Powers Board; and

WHEREAS, The Joint Powers Agreement charges the TJPA with development, design, construction, operation, management, and maintenance of the Transbay Transit Center Program (the "Transbay Program"), which includes: (1) the design and construction of a temporary terminal and then the permanent Transbay Transit Center, including bus ramps and bus storage facility ("Phase 1"); (2) the extension of Caltrain commuter rail service from its current San Francisco terminus at Fourth and Townsend Streets to a new underground terminus beneath the Transbay Transit Center ("Phase 2"); and (3) activities related to implementation of the Redevelopment Plan for the Transbay Redevelopment Project Area; and

WHEREAS, The Transbay Program will be located within the geographical boundaries of the City; and

WHEREAS, The TJPA has entered into a TIFIA Loan Agreement for a loan in an amount up to \$171,000,000 with the United States Department of Transportation, acting by
and through the Federal Transit Administration under the Transportation Infrastructure
Finance and Innovation Act of 1998, Sections 1501 et seq. of Public Law 105-178 (as
amended by the Public Law 105-206 and Public Law 109-59) (the "TIFIA Loan"), to finance a
portion of the costs of Phase 1; and

WHEREAS, Under the TIFIA Loan Agreement, the TIFIA Loan will not be disbursed
until certain conditions precedent are met including, among other things, the sale of certain
real estate parcels (the "TIFIA Loan Conditions"); and

WHEREAS, The TJPA needs funds to enter into contracts and pay construction costs
prior to the time the TIFIA Loan Conditions can be met; and

WHEREAS, The TJPA has negotiated with Goldman Sachs Bank USA for an interim
loan in an amount up to $171,000,000 (the "Bridge Financing") under the terms of that certain
Credit Agreement between the TJPA and Goldman Sachs Bank USA in substantially the form
on file with the Clerk of the Board of Supervisors in File No. 141189 and incorporated herein
by reference, which the TJPA intends to repay with the proceeds of the TIFIA Loan upon
satisfaction of the TIFIA Loan Conditions; and

WHEREAS, The TJPA intends to enter the Bridge Financing in accordance with
California Government Code, Sections 6584-6599.3 known as the Marks-Roos Local Bond
Pooling Act of 1985 (the "Bond Act"); and

WHEREAS, Under Section 6586.5 of the Bond Act, the local agency within whose
boundaries a public capital improvement is located is required to approve debt financing and
make a finding of significant public benefit in accordance with the criteria specified in Section
6586 of the Bond Act after holding a public hearing; and

WHEREAS, In order to satisfy the requirements set forth in Section 6586.5 of the Bond
Act, the TJPA has requested that the Board of Supervisors: (i) cause a public hearing to be
held, after giving the notice required by the Bond Act; (ii) make a finding of significant public
benefit in accordance with the criteria specified in Section 6586 of the Bond Act; and

(iii) approve the TJPA's entering into the Bridge Financing under the terms of the Credit Agreement; and

WHEREAS, The City caused a notice to be published on December 3, 2014, in a newspaper of general circulation in the City and County of San Francisco for the public hearing required under Section 6586.5 of the Bond Act with respect to the proposed Bridge Financing, and such hearing was held by the Board sitting as a Committee of the Whole on December 9, 2014; now, therefore, be it

RESOLVED, That the Board approves the form of Credit Agreement for the Bridge Financing from Goldman Sachs Bank USA in accordance with Section 6586.5 of the Bond Act; and, be it

FURTHER RESOLVED, That the Board finds that the TJPA's execution of the Credit Agreement will result in significant public benefits to the City because it will, among other things, allow the TJPA to undertake construction of Phase 1 in a timely fashion, resulting in the creation of significant construction jobs and employment benefits in the City, and result in more efficient delivery of improved public transit services to the City's residential and commercial development through the timely completion of a new Transbay Transit Center at First and Mission Streets; and, be it

FURTHER RESOLVED, That this Resolution does not make any representation to Goldman Sachs Bank USA regarding the ability of the TJPA to timely repay the Bridge Financing or otherwise comply with the terms of the Credit Agreement, or to commit the credit or resources of the City to make any expenditure, incur any indebtedness or in any way obligate itself in any way whatsoever under the TJPA's Credit Agreement; and, be it

FURTHER RESOLVED, That this approval by the City of the Bridge Financing under the terms of the Credit Agreement is neither an approval of the underlying credit issues of the

Supervisor Kim
BOARD OF SUPERVISORS
Transbay Program nor an approval of the financing structure of the Bridge Financing; and, be it

FURTHER RESOLVED, That the officers and employees of the City are hereby authorized and directed, jointly and severally, to do any and all things necessary or advisable to effectuate the purposes of this Resolution, and all actions previously taken by such officers and employees with respect to those purposes, are hereby ratified and approved.
Resolution approving a Credit Agreement for an amount not to exceed $171,000,000 from Goldman Sachs Bank USA to the Transbay Joint Powers Authority and making certain public benefit findings for the Transbay Transit Center program under California Government Code, Section 6586.5.

December 09, 2014 Board of Supervisors - ADOPTED

Ayes: 10 - Avalos, Breed, Campos, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

I hereby certify that the foregoing Resolution was ADOPTED on 12/9/2014 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor

Date Approved