



**PUBLIC UTILITIES
REVENUE BOND OVERSIGHT COMMITTEE
CITY AND COUNTY OF SAN FRANCISCO
AGENDA**

REMOTE MEETING

**Listen/Public Call-In Phone Number
(415) 906-4659
Meeting ID: 697 795 296#**

July 7, 2020 - 9:00 AM

Special Meeting

Remote Access to Information and Participation

In accordance with Governor Newsom's Executive Order No. N-33-20 declaring a State of Emergency regarding the COVID-19 outbreak and Mayor London N. Breed's Proclamation declaring a Local Emergency issued on February 25, 2020, including the guidance for gatherings issued by the San Francisco Department of Public Health Officer, aggressive directives were issued to reduce the spread of COVID-19. On March 17, 2020, the Board of Supervisors authorized their Board and Committee meetings to convene remotely (via Microsoft Teams) and will allow remote public comment via teleconference.

Members of the public may participate by phone or may submit their comments by email to: victor.young@sfgov.org; all comments received will be made a part of the official record. Revenue Bond Oversight Committee agendas and their associated documents are available at: <https://www.sfwater.org/index.aspx?page=121>

Listen/Public Call-In Phone Number:
(415) 906-4659 Meeting ID: 697 795 296#

As the COVID-19 disease progresses, please visit the Board's website (www.sfbos.org) regularly to be updated on the current situation as it affects the legislative process. For more information contact Assistant Clerk Victor Young at (415) 554-7723.

Mission: The Revenue Bond Oversight Committee (RBOC) monitors the expenditure of revenue bond proceeds related to the repair, replacement, upgrade and expansion of the SFPUC's water, power and sewer infrastructure. The RBOC provides independent oversight to ensure transparency and accountability. The RBOC's goal is to ensure that SFPUC revenue bond proceeds are spent for their intended purposes in accordance with legislative authorization and other applicable laws.

1. **Call to Order, Roll Call, and Agenda Changes**

Members:

Seat 1	Vacant
Seat 2	Vacant
Seat 3	Ettore Leale
Seat 4	Tim Cronin
Seat 5	Travis George, Chair
Seat 6	Christina Tang, Vice Chair
Seat 7	Rueben Holober

2. **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.
3. **RBOC:** Audit Contract Update and Possible Approval (*Discussion and possible action*)
4. **SFPUC:** Quarterly Budget Updated (*Discussion and possible action*)
5. **SFPUC:** Water Bond Sale Update (*Discussion and possible action*)
6. **RBOC:** DRAFT Annual Report 2019 (*Discussion and possible action*)(attachment)
7. **RBOC:** 2020 Meeting Scheduled (*Discussion and possible action*)
8. **RBOC:** Recruitment and Roles of Members (*Discussion and possible action*)
9. **Approval of Minutes:** February 10, 2020, Meeting Minutes. (*Discussion and possible action*) (attachment)
10. **Announcements, Comments, Questions, and Future Agenda Items.** (*Discussion and possible action*)

Pending Issues:

1. Request that SSIP Quarterly reports include information on Stormwater Management System and details on the bidding climate and possible cost increase)
 2. Request that the SFPUC provide updates on all water projects that may not be part of SSIP or WSIP.
 3. RBOC: Acquiring consultant to examine expected performance of complete projects.
 4. SFPUC: Staff Report: Environmental Justice
 5. SFPUC: Power Enterprise and Clean Power SF Update (*Discussion and possible action*)
 6. SFPUC: Mountain Tunnel Site Tour
 7. SFPUC: State Federal Loan Updates
11. **Adjournment**

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 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.

Meeting Procedures

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.

Procedures do not permit: 1) persons in the audience to vocally express support or opposition to statements by Commissioners by other persons testifying; 2) ringing and use of cell phones, pagers, and similar sound-producing electronic devices; 3) bringing in or displaying signs in the meeting room; and 4) standing in the meeting room.

The ringing of and use of cell phones, pagers and similar sound-producing electronic devices are prohibited at this meeting. Please be advised that the Chair may order the removal from the meeting room of any person(s) responsible for the ringing or use of a cell phone, pager, or other similar sound-producing electronic devices.

LANGUAGE INTERPRETERS: Requests must be received at least 48 hours in advance of the meeting to help ensure availability. Contact Peggy Nevin at (415) 554-5184. AVISO EN ESPAÑOL: La solicitud para un traductor debe recibirse antes de mediodía de el viernes anterior a la reunion. Llame a Derek Evans (415) 554-5184. PAUNAWA: Ang mga kahilingan ay kailangang matanggap sa loob ng 48 oras bago mag miting upang matiyak na matutugunan ang mga hiling. Mangyaring tumawag kay sa (415) 554-5184.

Disability Access

Revenue Bond Oversight Committee meetings are held at the Public Utilities Commission, 525 Golden Gate Avenue, San Francisco, CA. The hearing rooms at the Public Utilities Commission are specified on the agenda and are wheelchair accessible. To request sign language interpreters, readers, large print agendas or other accommodations, please call (415) 554-5184. Requests made at least 48 hours in advance of the meeting will help to ensure availability.

翻譯 必須在會議前最少四十八小時提出要求
請電 (415) 554-7719

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.

For more information on your rights under the Sunshine Ordinance (San Francisco Administrative Code, Chapter 67) or to report a violation of the ordinance, contact by mail: Sunshine Ordinance Task Force, 1 Dr. Carlton B. Goodlett Place, Room 244, San Francisco, CA 94102; phone at (415) 554-7724; fax at (415) 554-5163; or by email at soff@sfgov.org.

Citizens may obtain a free copy of the Sunshine Ordinance by printing San Francisco Administrative Code, Chapter 67, at <http://www.sfbos.org/sunshine>.

Ethics 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, Section 2.100] to register and report lobbying activity. For more information about the Lobbyist Ordinance, please contact the San Francisco Ethics Commission at 25 Van Ness Avenue, Suite 220, San Francisco, CA 94102; telephone (415) 252-3100; fax (415) 252-3112; web site <http://www.sfgov.org/ethics>.

Under Campaign and Governmental Conduct Code, Section 1.127, no person or entity with a financial interest in a land use matter pending before the Board of Appeals, Board of Supervisors, Building Inspection Commission, Commission on Community Investment and Infrastructure, Historic Preservation Commission, Planning Commission, Port Commission, or the Treasure Island Development Authority Board of Directors, may make a campaign contribution to a member of the Board of Supervisors, the Mayor, the City Attorney, or a candidate for any of those offices, from the date the land use matter commenced until 12 months after the board or commission has made a final decision, or any appeal to another City agency from that decision has been resolved. For more information about this restriction, visit sfethics.org.

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, Section 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; website www.sfgov.org/ethics.

DRAFT

San Francisco Public Utilities Revenue Bond Oversight Committee

Annual Report 2019

DRAFT

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4th Floor
San Francisco, CA 94102

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<http://www.sfwater.org/rboc>

Background

In November 2003, the Public Utilities Revenue Bond Oversight Committee (RBOC) was formed after passage of Proposition P (November 2002), adding Sections 5A.30 through 5A.36 to the San Francisco Administrative Code.

The RBOC facilitates transparency and accountability in the expenditure of revenue bond proceeds. The public is invited and welcome to attend RBOC meetings and provide input.

Pursuant to Administrative Code, Section 5A.36, the RBOC is charged with providing independent oversight of the expenditure of public utility revenue bond proceeds for capital improvements. The committee helps ensure an uninterrupted supply of water, power, and wastewater treatment services to the City and County and San Francisco Public Utilities Commission (SFPUC) customers. Further, it helps ensure public dollars are spent in accordance with the authorizing bond resolutions and applicable laws.

After conducting an independent audit, and consulting with the City Attorney, the RBOC may determine that proceeds of a revenue bond program were not utilized for purposes authorized in accordance with the associated bond resolution or applicable law. It may be further determined that this surmounts to an illegal expenditure or waste of such revenue bonds. By majority vote, the RBOC may prohibit the issuance or sale of authorized revenue bonds that have yet to be issued or sold.

Any RBOC decision to prohibit the sale of authorized but unsold revenue bonds may be appealed to the Board of Supervisors. The SFPUC can provide evidence of corrective measures to the Board, and the Board may decide to overturn the decision by the RBOC, upon a two-thirds vote of all of its members. To date, the RBOC has not prevented any issuance of SFPUC revenue bonds.

The SFPUC continues to incur bonded indebtedness to finance capital improvements related to its two major enterprises, the Water and Sewer systems. Each of these enterprises have embarked on major system improvement programs, which are expected to be completed in 2021 and beyond, respectively. However, the provisions of Proposition P were set to expire on January 1, 2013, unless extended by an ordinance of the Board of Supervisors.

In 2012, the Board extended the sunset date to January 1, 2016, (see Ordinance No. 236-12, BOS File No. 120221). Accordingly, in 2015, the SFPUC submitted, and the Board of Supervisors approved, a resolution supporting the extension of the RBOC until January 1, 2019. On December 11, 2018, the Board of Supervisors approved Ordinance No. 309-18, BOS File No. 180123, extending the RBOC through January 1, 2025.

Mission Statement

The Revenue Bond Oversight Committee (RBOC) monitors the expenditure of revenue bond proceeds related to the repair, replacement, upgrade and expansion of the SFPUC's water, power and sewer infrastructure. The RBOC provides independent oversight to ensure transparency and accountability. The RBOC's goal is to ensure that SFPUC revenue bond proceeds are spent for their intended purposes in accordance with legislative authorization and other applicable laws.

Future Activities

Activities and topics the RBOC expects to cover in 2020 include the following:

- Work with the SFPUC staff to increase transparency and certification of compliance with bond expenditure policies.
- Initiate expenditure audits in coordination with city staff.
- Monitor completion of the Water System Improvement Program (WSIP), including the Calaveras Dam Replacement Project, and other major Water Enterprise capital projects, including Mountain Tunnel.
- Review the SFPUC's work, both planned and completed, towards the Sewer System Improvement Program (SSIP).
- Ensure the continuity of oversight through member succession planning and work with the Board of Supervisors to extend the RBOC charter.
- Improve outreach to ensure greater public awareness and input related to the SFPUC's expenditure of revenue bond proceeds.

Accomplishments in 2019

During 2019, RBOC achievement highlights include the following:

- Strategized with SFPUC and other city staff to prepare for audit process.
- Worked with SFPUC staff to modify and finalize CFO annual certification.
- Created a new fund management policy to guide the committee in its use and management of fund balances.
- Heard presentation from SFPUC regarding the effects of changes to the federal tax policy and the loss of ability to advance refund bonds.
- Monitored the outcome of bond sales and ongoing debt plans.
- Heard presentation from SFPUC regarding current state of Clean Power SF and the possibilities for the program's future expansion.
- Toured Bioregional Habitat Restoration projects.
- Reviewed progress of WSIP and SSIP with particular focus on the accuracy of budgeting and scheduling forecasts and continued attention to ensuring that lessons learned from the WSIP are applied during implementation of the SSIP.
- Worked with city attorney to extend the sunset date of the RBOC.
- Heard presentations from SFPUC staff on results of Wastewater bond sales and updates on the WIFIA loan transaction.
- Heard from SFPUC staff about financial impact of disasters on capital plan and update on CleanPowerSF.

Committee Membership

Membership

The RBOC is comprised of seven members:

- Two seats appointed by the Mayor
- Two seats appointed by the Board of Supervisors
- One seat appointed by the City Controller
- One seat appointed by the Bay Area Water User's Association (BAWUA), under the auspices of the Bay Area Water Supply and Conservation Agency (BAWSCA), and
- One seat occupied by the Budget and Legislative Analyst or his/her representative.

At a minimum, the members appointed by the Mayor and the Board shall, individually or collectively, have expertise, skills and experience in economics, the environment, construction, and project management.

The member appointed by the Controller shall have background and experience in auditing, accounting, and project finance.

Biographies of current RBOC members is included below. Please see Appendix 1 for information on past members who served during 2019.

Member Biographies



Kevin Cheng (Resigned 02/12/20)

Appointed by the Mayor

Former principal management consultant developing and executing strategy and operation work for major Fortune 500 corporations, with particular expertise in project management. Current managing partner of a San Francisco-based development company.

Ettore Leale

Appointed by the Board of Supervisors



Christina Tang (Vice-Chair)

Appointed by BAWSCA

Finance Manager for the Bay Area Water Supply and Conservation Agency (BAWSCA) representing its 26 members' collective interests in their relationship with the SFPUC on matters related to water supply, facility reliability, operations, water quality and wholesale water rates. Christina has over 14 years of experience in public finance, including direct experience in debt management. Christina received her Master of Science degree in Finance from the University of Houston, and her Master of Public Administration from the University of Illinois at Springfield. Christina is a certified Public Finance Officer designated by GFOA.



Travis George (Chair)

Appointed by the Controller

Having served in multiple roles for the East Bay Municipal Utility District, Travis has a background in both utilities and municipal finance. Before his current role, Travis worked at Moody's Investors Service where he served five years as a credit rating analyst. During his time with Moody's he rated a wide range of municipal issuers including many water, wastewater and electric utilities. Travis also previously served as an analyst for both Con Edison in New York City and Bonneville Power Administration in Portland, OR. Travis holds a bachelor's degree in Economics from Portland State University and a master's degree in Public Administration and Policy from New York University.



Jennifer Millman (Resigned 01/25/19, Reappointed June 25, 2019, Resigned ____)

Appointed by the Budget and Legislative Analyst's Office. As Senior Analyst for the San Francisco Board of Supervisors Budget & Legislative Analyst's Office, Jennifer conducts legislative and policy analysis, budget review, and performance audits. Jennifer previously worked for an environmental planning firm, where she managed the environmental review for a variety of development projects throughout California. Jennifer holds a B.S. in Environmental Economics & Policy from UC Berkeley, and an M.P.P. from the Goldman School of Public Policy at UC Berkeley.



Ashley Clark (Resigned June 25, 2019)

Appointed by the Budget and Legislative Analyst's Office (succeeding Jennifer Millman). As an Analyst for the San Francisco Board of Supervisors Budget & Legislative Analyst's Office, Ashley conducts legislative and policy analysis, budget review, and performance audits. Ashley previously worked for the Asia Foundation on their Governance and Law Unit, and for the Government of Timor-Leste as a Fulbright Public Policy Fellow. Ashley holds a B.A. in Political Science from Middlebury College, and an MPP/MA-IAS from the Goldman School of Public Policy at UC Berkeley.

Rueben Holober

Appointed by the Budget and Legislative Analyst's Office (succeeding Jennifer Millman).



Robert Leshner (Resigned 01/28/19)

Appointed by Board of Supervisors

President of Compound Labs, a software laboratory focused on bridging blockchain technology and banking institutions.

Previously, Robert led the merchant division of Postmates, after founding two venture backed technology companies. Before that, Robert was a founding employee of HPM Partners, a financial advisor with \$8bn of assets under management, where he was a member of the Investment Committee and led interest rate and fixed income analysis. Prior, he managed risk, liquidity, and issuance planning for \$60bn of funding at Discover Bank. Robert holds a B.A. in Economics from the University of Pennsylvania and is a Chartered Financial Analyst.



Tim Cronin

Appointed by Board of Supervisors

Tim Cronin is an attorney in the San Francisco office of Wilson Sonsini Goodrich & Rosati, where he advises clients on issues relating to the development, financing, and regulation of energy and infrastructure projects, with a focus on community solar and community choice aggregation.

Tim holds a bachelor's degree in Law & Society from American University and a law degree from U.C. Berkeley. Before attending law school, Tim worked at the American Council On Renewable Energy (ACORE) in Washington, DC, where he promoted international partnerships among government actors, renewable energy companies, and financiers as the organization's manager of international programs.

2019 Meeting Schedule

The RBOC held 10 meetings in 2019. Please see Appendix 2 for a summary of agenda topics.

Full agendas and minutes for each meeting are available at:

<http://www.sfwater.org/rboc>

2019 Account Summary

Pursuant to Proposition P, the RBOC receives 1/20th of 1% of gross revenue bond proceeds to fund the cost of retaining the services of “outside auditors, inspectors and necessary experts to perform independent reviews.

As of December 31, 2019, RBOC had an account balance of **\$2,189,807** with actual expenditures to-date (including encumbrances) of **\$1,083,783**. A complete accounting of RBOC funds can be found in Appendix 3.

Commented [TJG1]: Need to update

Bond Expenditure Certification

As part of its mission, the RBOC asks staff to affirm that all bond proceeds are spent “appropriately and according to authorization and applicable laws.”

Please see Appendix 4 for the “Bond Expenditure Certification” and Appendix 5 for the 2018 “Debt Overview.”

Need new affirmation letter

Meeting Schedule: 2019

Regularly scheduled meetings of the RBOC meet monthly on the following dates at 9:00 A.M. at the SFPUC Building located at 525 Golden Gate Avenue, in San Francisco, unless otherwise specified.

Meeting agendas of the RBOC will be posted on <http://www.sfwater.org> and at the SF Main Library, 5th Floor.

The public is invited to attend RBOC meetings and provide input.

- January 28, 2019
- February 19, 2019
- March 15, 2019
- April 15, 2019
- May 20, 2019
- June 17, 2019 (Cancelled)
- July 15, 2019
- August 19, 2019
- September 30, 2019
- October 21, 2019
- November 22, 2019
- December 9, 2019 (Cancelled)

Acknowledgements

The RBOC would like to express its appreciation to the SFPUC staff and others for facilitating the tasks of the committee. Specifically, the committee would like to acknowledge the following staff:

Public Utilities Commission - General Manager Harlan Kelly, CFO Eric Sandler, Deputy CFO Charles Perl, Water Enterprise Assistant General Manager Steven Ritchie, Director, Water Capital Projects and Programs Dan Wade, Acting SSIP Director Howard Fung, former SSIP Director Karen Kubick, Sheena Johnson, Richard Morales, Mike Brown, Frank McParland, Yolanda Manzone, Lenore Koutney, Kristina Cordero, and Erin Franks.

City Attorney's Office - Deputy City Attorney Mark Blake.

Controller's Office - Audit Director Tonia Lediju, Winnie Woo, Nicole Kelly, and Melissa Ng.

From the Board of Supervisors, the RBOC wishes to thank Victor Young, Assistant Clerk, for his technical and administrative support.

Appendix 1. RBOC Members 2019

Member	Appointment and Terms	Qualifications
Kevin Cheng	Mayor Appointee Appointed on 5/19/10 Term expired on 11/12/13 Resigned 02/12/20	Former management consultant developing and executing strategy and operation work for major Fortune 500 corporations, with particular expertise in project management. Current managing partner of San Francisco based development company.
Holly Kaufman Co-Chair	Mayor Appointee Appointed on 2/15/12 Term expired on 11/12/15 Resigned 03/08/18	GEO of a strategic advisory firm that designs and manages initiatives that integrate environmental and economic needs. Clients include the White House Council on Environmental Quality, Hewlett Packard, the California Wind Energy Association, the Union of Concerned Scientists and the Natural Resources Defense Council. Served in the Clinton Administration as a United Nations climate change treaty negotiator representing the Departments of State and Defense. Speaks and publishes widely on climate change, green business, clean tech, sustainability, and ecological protection issues. Vice-Chair of SF Board of Supervisors' Energy Efficiency Coordinating Committee.
Christina Tang Vice Chair	Bay Area Water Users Association Appointee Appointed on 7/1/2014 Term expired on 7/1/2018. Reappointed on February 6, 2019 term expiring on _____. (I believe the last term expiration date is wrong. Most likely 11/12/2022)	Finance Manager for the Bay Area Water Supply and Conservation Agency (BAWSCA) representing its 26 members' collective interests in their relationship with the SFPUC on matters related to water supply, facility reliability, operations, water quality and wholesale water rates. Christina has almost fourteen years of experience in financial operations with City and County governments and special district governmental entities, including debt issuance and debt management. Christina received her Master of Science degree in Finance from the University of Houston, and her Master of Public Administration from the University of Illinois at Springfield.
Travis George Co-Chair	Controller Appointee Appointed on 1/20/2017 Term expires on 11/12/2019 (serving as a holdover)	Debt Administrator for the East Bay Municipal Utility District, Travis has a background in both utilities and municipal finance. Before his current role, Travis worked at Moody's Investors Service where he served five years as a credit rating analyst. During his time with Moody's he rated a wide range of municipal issuers including many water, wastewater and electric utilities. Travis also previously served as an analyst for both Con Edison in New York City and Bonneville Power Administration in Portland, OR. Travis holds a bachelor's degree in Economics from Portland State University and a master's degree in Public Administration and Policy from New York University.

<p>Jennifer Millman</p> <p>(succeeding Jadie Wasilco)</p> <p>(succeeding Ashley Clark)</p>	<p>Budget Analyst Appointee</p> <p>Appointed on March 28, 2017 Resigned January 25, 2019</p> <p>Appointed on June 25, 2019 Resigned November 19, 2019</p>	<p>Jennifer Millman is a Senior Analyst for the San Francisco Board of Supervisors Budget & Legislative Analyst's Office, Jennifer conducts legislative and policy analysis, budget review, and performance audits. Jennifer previously worked for an environmental planning firm, where she managed the environmental review for a variety of development projects throughout California. Jennifer holds a B.S. in Environmental Economics & Policy from UC Berkeley, and an M.P.P. from the Goldman School of Public Policy at UC Berkeley.</p>
<p>Ashley Clark</p> <p>(succeeding Jennifer Millman)</p>	<p>Budget Analyst Appointee</p> <p>Appointed on January 25, 2019 Resigned June 25, 2019</p>	<p>Ashley Clark is an Analyst for the San Francisco Board of Supervisors Budget & Legislative Analyst's Office, Ashley conducts legislative and policy analysis, budget review, and performance audits. Ashley previously worked for the Asia Foundation on their Governance and Law Unit, and for the Government of Timor-Leste as a Fulbright Public Policy Fellow. Ashley holds a B.A. in Political Science from Middlebury College, and an MPP/MA-IAS from the Goldman School of Public Policy at UC Berkeley.</p>
<p>Rueben Holober</p> <p>Succeeding Jennifer Millman</p>	<p>Budget Analyst Appointee</p> <p>Appointed on November 19, 2019</p>	
<p>Robert Leshner</p> <p>Co-Chair</p>	<p>Board of Supervisors Appointee</p> <p>Appointed on 11/3/2016 Term expires on 11/12/2019 Resigned January 27, 2019</p>	<p>Robert Leshner leads the merchant division of Postmates, a technology and logistics company, after founding two venture backed technology companies. Before that, Robert was a founding employee of HPM Partners, a financial advisor with \$8bn of assets under management, where he was a member of the Investment Committee and led interest rate and fixed income analysis. Prior, he managed risk, liquidity, and issuance planning for \$60bn of funding at Discover Bank. Robert holds a B.A. in Economics from the University of Pennsylvania and is a Chartered Financial Analyst.</p>

<p>Tim Cronin</p>	<p>Board of Supervisors Appointee Appointed on 12/3/2016 Term expires on 11/12/2020</p>	<p>Tim Cronin is an attorney in the San Francisco office of Wilson Sonsini Goodrich & Rosati, where he advises clients on issues relating to the financing, development, and regulation of energy and infrastructure projects. Tim has represented developers and investors in financings involving large distributed and utility-scale renewable energy project portfolios. In addition, he provides counsel to energy and infrastructure companies with respect to customer agreements and federal, state, and local regulations as such companies seek to enter new markets and offer new distributed energy services to residential and commercial customers. Before attending law school at U.C. Berkeley, Tim worked at the American Council On Renewable Energy (ACORE) in Washington, DC, where he promoted international partnerships among government actors, renewable energy companies, and financiers as the organization's manager of international programs.</p>
<p>Ettore Leale</p>	<p>Board of Supervisors Appointee Appointed on 01/28/2020 Term expiring on 11/12/2023</p>	

Appendix 2: 2019 Meeting Summary

The RBOC held 11 meetings in 2018. Listed below is a summary of agenda topics. Full agendas and minutes for each meeting are available at: <http://www.sfwater.org/rboc>

January 28, 2019

1. RBOC 2019 Strategic Planning, development of audit objective and review of contracting process

February 19, 2019

1. RBOC Development of audit objective and procedure

March 11, 2019

1. SFPUC Sewer System Improvement Program Update

April 15, 2019

1. RBOC: Draft Request for Proposal and Audit and Technical Services

May 20, 2019

1. SFPUC Waster System Update
2. RBOC Request for Proposal ad Audit Update

July 15, 2019

1. Request for Proposal and Selection Process Update
2. SFPUC Sewer System Capital Update

August 19, 2019

1. SFPUC Water System Update
2. RBOC Request for Proposal and Audit Update

September 30, 2019

1. RBOC Request for Proposal and Selection Process Update
2. SFPUC Water System Update
3. RBOC Comparison of similar Boards and Commission duties and reports

October 21, 2019

1. SFPUC Capital Financing Plan Update
2. RBOC Audit Contract Update

November 22, 2019

1. SFPUC Site Visit – Southeast Treatment Plant

December 9, 2019

1. SFPUC Site Visit – Calaveras Dam

Appendix 3: Budget Summary need update

RBOC Account Summary December 2018

Funding Sources by Enterprise (\$)				
Series	Water	Wastewater	Power	Total
2006 A Bonds	263,462	-	-	263,462
2008 CREBS	-	-	3,163	3,163
2009 A Bonds	212,390	-	-	212,390
2009 B Bonds	217,209	-	-	217,209
2010 A Bonds	31,425	27,121	-	58,547
2010 B Bonds	208,860	96,258	-	305,118
2010 D Bonds	41,629	-	-	41,629
2010 E Bonds	172,995	-	-	172,995
2010 F Bonds	93,085	-	-	93,085
2010 G Bonds	177,501	-	-	177,501
2011 A Bonds	316,504	-	-	316,504
2011 B Bonds	15,240	-	-	15,240
2011 C Bonds	17,698	-	-	17,698
2011 QECBS	-	-	4,146	4,146
2012 NCREBS	-	-	3,300	3,300
2012A Bonds	316,351	-	-	316,351
2012B Bonds	8,433	-	-	8,433
2013B Bonds	-	183,555	-	183,555
2015A Bonds	-	-	17,979	17,979
2015B Bonds	-	-	4,227	4,227
2015 NCREBS	-	-	2,050	2,050
2016A Bonds	-	140,691	-	140,691
2016B Bonds	-	39,662	-	39,662
2016C Bonds	129,580	-	-	129,580
2017A Bonds	70,451	-	-	70,451
2017B Bonds	85,953	-	-	85,953
2017C Bonds	41,122	-	-	41,122
2018A Bonds	-	131,757	-	131,757
2018B Bonds	-	110,222	-	110,222
2018C Bonds	-	89,573	-	89,573
A Subtotal Sources	2,419,888	818,838	34,864	3,273,590
Charges Against Budget (\$)				
Actual Charges				
WSIP Expenditures & CP (2006)	59,370	-	-	59,370
Financial Review of WSIP (2007)	92,050	-	-	92,050
WSIP Sunset Reservoir (2009)	71,890	-	-	71,890
CSA Controller's Audit (2011/2012)	86,219	29,750	-	115,969
Independent Review Panel (IRP) (2011/2012)	116,010	-	-	116,010
LADWP for Independent Review Panel (2011/2012)	11,489	-	-	11,489
IBBS Consulting for Independent Review Panel (2011/2012)	47,000	-	-	47,000
CSA Audit - Final Bill Q3 12	29,625	-	-	29,625
RW Block WSIP Evaluation - (invoice for Nov 12 - Aug 14)	531,926	-	-	531,926
Facilitation Meeting for RBOC Strategic Planning Meeting 2015	970	970	970	2,911
Facilitation Meeting for RBOC Strategic Planning Meeting 2016	1,078	1,078	1,078	3,234
Facilitation Meeting for RBOC Strategic Planning Meeting 2017	770	770	770	2,309
B Subtotal Charges	1,048,398	32,568	2,818	1,083,783
A - B Available Funds Before Pending Charges	1,371,490	786,270	32,046	2,189,807
Pending Charges				
C Subtotal Pending Charges	-	-	-	-
A - B - C Available Funds After Pending Charges	1,371,490	786,270	32,046	2,189,807

Note: Funding Sources restated in 2018 to reflect gross proceeds

Appendix 4: Bond Expenditure Certificate from SFPUC

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER, ASSISTANT GENERAL
MANAGER FOR BUSINESS SERVICES FOR
THE SAN FRANCISCO PUBLIC UTILITIES COMMISSION
TO THE REVENUE BOND OVERSIGHT COMMITTEE

I, Eric Sandler, the duly authorized and acting Chief Financial Officer, Assistant General Manager for Business Services of the San Francisco Public Utilities Commission (“SFPUC”), hereby certify to the Public Utilities Revenue Bond Oversight Committee (“RBOC”) that I have reviewed such documents as I reasonably have deemed necessary for purposes of this certification, including:

1. The Financial Statements of the SFPUC, dated as of January 25, 2019, including the opinion letter of KPMG dated as of January 25, 2019;
2. The WSIP Quarterly Reports of the SFPUC related to the Water Enterprises;
3. The SSIP Quarterly Reports of the SFPUC related to the Wastewater Enterprise

Based upon a review of such documents, together with such other information that I reasonably have deemed necessary for purposes of providing this certification, I hereby advise you that no facts have come to my attention, after due inquiry, that cause me, exercising the judgment reasonably expected of my office and position, to believe that proceeds of any bond issue of the SFPUC have been wasted, not used for their authorized purposes or otherwise used illegally. For purposes of this certification, I have not undertaken to audit or to cause to be audited any outstanding bond issue of the SFPUC, and only undertake to report to the RBOC the results of the review described above, in my role as Chief Financial Officer, Assistant General Manager for Business Services of the SFPUC.

This certification is delivered to you this 3rd day of April 2019.

PUBLIC UTILITIES COMMISSION OF
THE CITY AND COUNTY OF SAN
FRANCISCO



Eric Sandler
Chief Financial Officer
Assistant General Manager/ Business
Services

Appendix 5: Debt Overview: 2018

Summary of Enterprise Debt Programs (as of January 1, 2019)

	Water	Wastewater	Power
Outstanding Debt			
Revenue Bonds	\$4.44B	\$1.51B	\$38.12M
SRF Loans	\$171.2M	\$102.1M	-
WIFIA Loan	-	\$699M	-
Tax Credit Bonds	-	-	\$11.25M
Commercial Paper (Authorized/Issued)	\$500M/\$41M	\$750M/\$290M	\$90M/\$20M
Ratings			
Long-Term	Aa3/AA-	Aa3/AA	AA/AA-
Short-Term	P-1/A-1	P-1/A-1	F-1/A-1

Need update

Appendix 5, Continued: Outstanding Revenue Bonds by Series

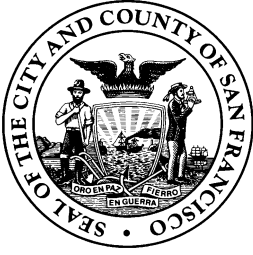
Outstanding Bonds (as of Dec 2018)	RBOC	Issue Date	Maturity Date	Original Par / Capacity (\$000s)	Outstanding Principal (\$000s)	Notes (All dollars in 000s)
WATER						
1991 Revenue Bonds, Series A	No	05/08/91	11/01/19	\$70,146	\$2,100	Water Capital – R&R
2009 Revenue Bonds, Series A	Yes	08/19/09	11/01/39	\$412,000	\$9,635	Water Capital – WSIP
2009 Revenue Bonds, Series B	Yes	09/15/09	11/01/39	\$412,000	\$9,635	Water Capital – WSIP
2010 Revenue Bonds, Series A	Yes	06/17/10	11/01/30	\$56,945	\$2,530	Water Capital - Advanced Meter Infrastructure (AMI)
2010 Revenue Bonds, Series B	Yes	06/17/10	11/01/40	\$417,720	\$384,975	Water Capital – WSIP (Build America Bonds (BABs))
2010 Revenue Bonds, Series D (NM)	Yes	08/04/10	11/01/21	\$71,360	\$30,945	Water Capital – WSIP
2010 Revenue Bonds, Series D (R)	No			\$31,365	\$16,825	Refunded part of 2002 Bonds
2010 Revenue Bonds, Series E	Yes	08/04/10	11/01/40	\$344,200	\$344,200	Water Capital – WSIP (Build America Bonds (BABs))
2010 Revenue Bonds, Series F	Yes	12/22/10	11/01/30	\$180,960	\$23,975	Water Capital – WSIP
2010 Revenue Bonds, Series G	Yes	12/22/10	11/01/50	\$351,470	\$351,470	Water Capital – WSIP (Build America Bonds (BABs))
2011 Revenue Bonds, Series A	Yes	08/04/11	11/01/41	\$602,715	\$322,480	Water Capital – WSIP
2011 Revenue Bonds, Series B	Yes	08/04/11	11/01/41	\$28,975	\$17,870	Water Capital - Hetch Hetchy Water
2011 Revenue Bonds, Series C	Yes	08/04/11	11/01/41	\$33,595	\$19,475	Water Capital - Water main improvements
2011 Revenue Bonds, Series D	No	08/04/11	11/01/28	\$55,465	\$19,135	Refunded part of 2001 and 2002 Bonds
2012 Revenue Bonds, Series A	Yes	06/07/12	11/01/43	\$591,610	\$459,455	Water Capital – WSIP
2012 Revenue Bonds, Series B	Yes	06/07/12	11/01/43	\$16,520	\$16,520	Legal settlement reimbursement, Prop A (Nov 2002)
2012 Revenue Bonds, Series C	No	06/07/12	11/01/32	\$93,750	\$78,035	Refunded part of 2002 Bonds and all remaining 2001 Bonds
2012 Revenue Bonds, Series D	No	08/07/12	11/01/19	\$24,040	\$12,215	Refunded all remaining 2002 B Bonds
						Refunded all outstanding 2006A bonds and a portion of 2009A Bonds (WSIP)
2015 Revenue Bonds, Series A	No	04/16/15	11/01/36	\$429,600	\$426,380	
2016 Revenue Bonds, Series A	No	10/20/16	11/01/39	\$763,005	\$763,005	Partially refunded 2009A, 2009B, and 2010F Bonds (WSIP)
2016 Revenue Bonds, Series B	No	10/20/16	11/01/30	\$130,815	\$104,900	Fully refunded 2006B, 2006C, and partially refunded 2010A Bonds
2016 Revenue Bonds, Series C (G)	No	12/14/16	11/01/46	\$259,350	\$248,360	Water Capital – WSIP
2017 Revenue Bonds, Series A (G)	Yes	12/13/17	11/01/47	\$121,140	\$121,140	Water Capital – WSIP
2017 Revenue Bonds, Series B	Yes	12/13/17	11/01/47	\$147,725	\$147,725	Water Capital – Non-WSIP
2017 Revenue Bonds, Series C	Yes	12/13/17	11/01/47	\$70,675	\$70,675	Water Capital - Hetch Hetchy Water
2017 Revenue Bonds, Series D (G)	No	12/28/17	11/01/35	\$350,305	\$349,470	Partially refunded 2011A, and 2012A (WSIP)
2017 Revenue Bonds, Series E	No	12/28/17	11/01/31	\$48,890	\$48,890	Partially refunded 2011C, 2011D and 2012C
2017 Revenue Bonds, Series F	No	12/28/17	11/01/31	\$8,705	\$8,705	Partially refunded 2011B
2017 Revenue Bonds, Series G (G)	No	12/28/17	11/01/24	\$33,780	\$33,780	Partially refunded 2011A (WSIP)
Total Bonds - Water				\$6,158,826	\$4,444,505	Principal: 11/1 / Interest: 5/1 & 11/1

WASTEWATER						
2010 Revenue Bonds, Series A	Yes	06/08/10	10/01/21	\$47,050	\$47,050	Wastewater Capital
2010 Revenue Bonds, Series B	Yes	06/08/10	10/01/40	\$192,515	\$192,515	Wastewater Capital - Build America Bonds (BABs)
2013 Revenue Bonds, Series A (R)	No	01/30/13	10/01/25	\$193,400	\$98,585	Refunded 2003A Bonds and SRF loans
2013 Revenue Bonds, Series B (NM)	Yes	02/27/13	10/01/42	\$331,585	\$331,585	Wastewater Capital
2016 Revenue Bonds, Series A (G)	Yes	05/24/16	10/01/46	\$240,580	\$240,580	Wastewater Capital - SSIP
2016 Revenue Bonds, Series B	Yes	05/24/16	10/01/46	\$67,820	\$67,820	Wastewater Capital - R&R
2018 Revenue Bonds, Series A (G)	Yes	08/09/18	10/01/43	\$229,050	\$229,050	Wastewater Capital - SSIP
2018 Revenue Bonds, Series B	Yes	08/09/18	10/01/43	\$185,950	\$185,950	Wastewater Capital - R&R
2018 Revenue Bonds, Series C (G)	Yes	08/09/18	10/01/48	\$179,145	\$179,145	Wastewater Capital - SSIP
Total Bonds – Wastewater				\$1,667,095	\$1,572,280	Principal: 10/1 / Interest: 4/1 & 10/1
POWER						
2015 Revenue Bonds, Series A (G)	Yes	05/20/15	11/01/45	\$32,025	\$32,025	Power Capital – Hydrogeneration and other capital
2015 Revenue Bonds, Series B	Yes	05/20/15	11/01/26	\$7,530	\$6,090	Power Capital – Power transmission
Total Bonds - Power (Senior)				\$39,555	\$38,115	Principal: 11/1 / Interest: 5/1 & 11/1
Tax Credit Bonds						
2008 Cl. Renewable Energy Bonds	Yes	11/07/08	12/15/22	\$6,325	\$2,108	Solar projects
2012 New Cl. Renewable Energy Bonds	Yes	04/25/12	04/25/28	\$6,600	\$1,000	Solar projects
2011 Qualified Energy Cons. Bonds	Yes	12/15/11	12/15/27	\$8,291	\$5,294	Solar and building efficiency projects
2015 New Cl. Renewable Energy Bonds	Yes	10/15/15	10/25/32	\$4,100	\$3,537	Solar projects
Total - CREBs, NCREBS, QECBs				\$25,316	\$11,939	Payment dates: various / investors receive a tax credit in lieu of interest payment
Total – Power				\$64,871	\$50,054	
TOTAL – SFPUC				\$7,890,792	\$6,066,839	

Appendix 5, Continued: SFPUC New Money Debt Issuance 2018

Enterprise	Debt Issuance	Amount (par)
Water	-	-
Wastewater	Bond Series 2018 ABC*	\$594,145,000
	WIFIA Loan	\$699,243,023
Power	-	-

*Wastewater Series 2018A and C sold as Green Bonds



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**

February 10, 2020 - 9:00 AM

Regular Meeting

Mission: The Revenue Bond Oversight Committee (RBOC) monitors the expenditure of revenue bond proceeds related to the repair, replacement, upgrade and expansion of the SFPUC's water, power and sewer infrastructure. The RBOC provides independent oversight to ensure transparency and accountability. The RBOC's goal is to ensure that SFPUC revenue bond proceeds are spent for their intended purposes in accordance with legislative authorization and other applicable laws.

1. Call to Order, Roll Call, and Agenda Changes

Members:

Seat 1	Vacant
Seat 2	Kevin Cheng
Seat 3	Ettore Leale
Seat 4	Tim Cronin
Seat 5	Travis George, Chair
Seat 6	Christina Tang, Vice Chair
Seat 7	Rueben Holober

Chair George called the meeting to order at 9:17 a.m. On the call of the roll, Chair George, Vice Chair Tang, and Members Cronin and Leale were noted present. Members Holober and Cheng were noted absent. A quorum was present.

There were no agenda changes.

2. 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.

Speakers:

None.

3. **RBOC: Audit Contract Update**

RBOC Administrator Young read update from the City Service Auditor into the record.

Public Comment.

None.

No actions taken.

4. **SFPUC: Water Bond Series 2019 ABC Refunding Results**

Rich Morales and Mike Brown (SFPUC) provided an update on Water Bond Series 019 ABC Refunding Results and responded to questions from the Committee.

Public Comment.

None.

No actions taken.

5. **SFPUC: Fiscal Year 2019 - Water Enterprise Green Bond Report**

Mike Brown and Rich Morales (SFPUC) presented the Water Enterprise Green Bond Report and responded to questions from the Committee.

Public Comment.

None.

No actions taken.

6. **Approval of Minutes:** October 21, 2019, Meeting Minutes.

Chair George, seconded by Vice Chair Tang, moved to adopt the October 21, 2019, meeting minutes as amended.

Public Comment:

None.

The motion passed by the following vote:

Ayes: 4 - Cronin, George, Tang, Leale

Noes: 0 - None

Absent: 2 – Cheng, Holober

7. **RBOC: Election of RBOC Chair and Vice-Chair.**

Upon discussion the RBOC move to elect Member Travis George to the position of Chair and Christina Tang to the position of Vice Chair.

Public Comment:
None.

The motion passed by the following vote:

Ayes: 4 - Cronin, George, Tang, Leale
Noes: 0 - None
Absent: 2 – Cheng, Holober

8. Announcements, Comments, Questions, and Future Agenda Items.

Pending Issues:

1. Request that SSIP Quarterly reports include information on Stormwater Management System and details on the bidding climate and possible cost increase)
2. Request that the SFPUC provide updates on all water projects that may not be part of SSIP or WSIP.
3. RBOC: Acquiring consultant to examine expected performance of complete projects.
4. SFPUC: Staff Report: Environmental Justice
5. SFPUC: Power Enterprise and Clean Power SF Update (*Discussion and possible action*)
6. SFPUC: Mountain Tunnel Site Tour
7. SFPUC: State Federal Loan Updates

9. Adjournment

There being no further business, the meeting adjourned at 10:33 a.m.

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

Approved by the RBOC: DRAFT