



**San Francisco
County Transportation
Authority**

BD070924

RESOLUTION NO. 25-05

RESOLUTION AUTHORIZING BORROWING OF UP TO \$65,000,000 UNDER THE REVOLVING CREDIT AGREEMENT WITH U.S. BANK NATIONAL ASSOCIATION; THE EXTENSION OF SUCH AGREEMENT FOR UP TO SIX MONTHS; THE EXECUTION AND DELIVERY OF RELATED LEGAL DOCUMENTS; AND THE TAKING OF ALL OTHER ACTIONS NECESSARY OR DESIRABLE IN CONNECTION THEREWITH

WHEREAS, The San Francisco County Transportation Authority (the "Transportation Authority") is a county transportation authority duly organized and existing pursuant to the Bay Area County Traffic and Transportation Funding Act, being Division 12.5 of the Public Utilities Code of the State of California (Sections 131000 et seq.) (the "Act"); and

WHEREAS, Ordinance No. 153-22 (the "Ordinance") was passed on first reading by the Board of Supervisors of the City and County of San Francisco (the "Board of Supervisors") on July 12, 2022, finally passed on July 19, 2022 and approved by the Mayor of the City and County of San Francisco on July 21, 2022; and

WHEREAS, Pursuant to the Ordinance, the Board of Supervisors adopted a new county transportation expenditure plan (the "2022 Transportation Expenditure Plan") that superseded the prior transportation expenditure plan and provided for an election for the purpose of submitting to the voters a measure to enact the Ordinance ("Proposition L") that would, among other things, authorize implementation of the 2022 Transportation Expenditure Plan, continue collection of the retail transactions and use tax applicable in the City and County of San Francisco at the existing level of one-half of one percent (1/2%) (the "Sales Tax"), continue in effect the Transportation Authority as the independent agency to administer the Sales Tax and the 2022 Transportation Expenditure Plan, and authorize the Transportation Authority to issue limited tax bonds from time to time, in a total



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aggregate amount not to exceed \$1,910,000,000 secured by and payable from the proceeds of the Sales Tax; and

WHEREAS, Proposition L was approved by more than two-thirds of the electors voting on the measure to authorize enactment at the election held for such purpose on November 8, 2022; and

WHEREAS, Pursuant to Section 131109 and 131120 of the Act and the Ordinance, the Transportation Authority is authorized to issue limited tax bonds or bond anticipation notes secured by and payable from the proceeds of the Sales Tax levied by the Transportation Authority; and

WHEREAS, The Transportation Authority is party to a Revolving Credit Agreement, dated October 7, 2021 (the "Revolving Credit Agreement"), by and between the Transportation Authority and U.S. Bank National Association ("U.S. Bank") pursuant to which the Transportation Authority may borrow amounts from U.S. Bank from time to time in accordance with the terms of such Revolving Credit Agreement and may have up to a \$125,000,000 outstanding at any one time; and

WHEREAS, The Transportation Authority's obligations to repay amounts borrowed under the Revolving Credit Agreement constitute limited tax bonds and are payable from and secured by the Sales Tax as provided in the Third Amended and Restated Indenture, dated as of November 1, 2017, as supplemented and amended (the "Indenture"), by and between the Transportation Authority and U.S. Bank Trust Company, National Association, as successor Trustee, and by the Sales Tax Revenues Bank Note (Limited Tax Bond) of the Transportation Authority dated October 7, 2021 (the "Bank Note") issued pursuant to the Indenture; and

WHEREAS, The Transportation Authority presently has \$0 outstanding under the Revolving Credit Agreement and the Bank Note; and

WHEREAS, The Transportation Authority proposes to borrow up to \$65,000,000 principal amount under the Revolving Credit Agreement and the Bank Note by effecting one or more draws under the Revolving Credit Agreement (the



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“Draw(s)”) to finance a portion of the costs and estimated costs of, incidental to, or connected with, some or all of the following transportation improvements outlined in the 2022 Transportation Expenditure Plan: San Francisco Municipal Transportation Agency’s Light Rail Vehicles procurement, Motor Coaches procurement, L-Taraval Transit Enhancements, various signals and signs projects, and Van Ness Bus Rapid Transit; and BART’s Next Generation Fare Gates including, without limitation, engineering, inspection, legal, fiscal agents, financial consultant and other fees, working capital and expenses of all proceedings for the Draw(s); and

WHEREAS, Draw(s) and the related limited tax bonds shall be in minimum principal amounts or specified amounts in excess thereof, shall mature, shall be payable and shall bear interest and shall be subject to a maximum interest rate and otherwise as set forth in the Revolving Credit Agreement, the Bank Note and the Indenture, as such agreements may be modified as permitted by this Resolution; and

WHEREAS, The total estimated cost of the portion of the Project to be financed with the Draw(s) is approximately \$65,000,000; and

WHEREAS, In accordance with Government Code, Section 5852.1, the Board of Commissioners of the Transportation Authority (the “Board”) has obtained and disclosed the good faith estimates required thereby, as more fully set forth in the Staff Recommendation and such good faith estimates have been made available to the public at the meeting at which this Resolution is adopted; and

WHEREAS, The Board desires to authorize (i) the Draw(s) and (ii) the execution and delivery of all documents, instruments and agreements necessary or desirable in connection with the Draw(s), including, if and to the extent applicable, one or more requests for advance; one or more supplemental tax certificates; any amendments or modifications to or restatements of the Revolving Credit Agreement, the Indenture and the Bank Note; and other documents related thereto as deemed appropriate by an Authorized Representative (defined below) (collectively, the “Draw Documents”); and



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WHEREAS, The ability of the Transportation Authority to borrow under the Revolving Credit Facility expires October 4, 2024; and

WHEREAS, The Board desires to delegate to the Executive Director and the Chief Deputy Director of the Transportation Authority (each, an "Authorized Representative") and each of them, acting alone, to extend the Revolving Credit Facility for a period of up to six months on substantially the same terms as are in the existing Revolving Credit Facility, with such terms and to the extent determined to be desirable and practicable by an Authorized Representative, such determination to be conclusively evidenced by the execution and delivery of documents related to such extension (any such extension, the "Extension"); and

WHEREAS, The Board desires to authorize (i) the Extension if and to the extent determined to be desirable and practicable by an Authorized Representative and (ii) the execution and delivery of all documents, instruments and agreements necessary or desirable in connection with the Extension, including, if and to the extent applicable, one or more supplemental tax certificates; any amendments or modifications to or restatements of the Revolving Credit Agreement, the Indenture and the Bank Note; and other documents related thereto as deemed appropriate by an Authorized Representative (collectively, the "Extension Documents" and, together with the Draw Documents, the "Documents"); and

WHEREAS, A staff recommendation has been prepared with respect to the Draw(s) and the Extension and has been presented to the Community Advisory Committee attached hereto as Exhibit A (the "Staff Recommendation"); and

WHEREAS, At its June 26, 2024 meeting, the Community Advisory Committee was briefed on and unanimously adopted a motion of support for the Staff Recommendation; now, therefore, be it

RESOLVED, That the Board hereby finds and declares that the statements, findings and determinations set forth above are true and correct; and be it further

RESOLVED, That the Board hereby authorizes the Draw(s). The Authorized



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Representatives are, and each of them acting alone is, hereby authorized, for and in the name of and on behalf of the Transportation Authority, to determine the timing and amount of the Draw(s), up to a total aggregate principal amount of \$65,000,000, and to execute by manual or facsimile signature and deliver the Draw Documents in the form approved by the Authorized Representative executing the same as being in the best interests of the Transportation Authority, such approval to be conclusively evidenced by the execution and delivery thereof; and be it further

RESOLVED, That the Board hereby authorizes the Extension. The Authorized Representatives are, and each of them acting alone is, hereby authorized, for and in the name of and on behalf of the Transportation Authority, to determine whether to pursue an Extension and the timing, duration and terms of any such Extension, and to execute by manual or facsimile signature and deliver the Extension Documents in the form approved by the Authorized Representative executing the same as being in the best interests of the Transportation Authority, such determination and approval to be conclusively evidenced by the execution and delivery thereof; and be it further

RESOLVED, That the other officers, Board members, employees and agents are, and each of them acting alone is, hereby authorized, for and in the name of and on behalf of the Transportation Authority, to execute by manual or facsimile signature and deliver the Documents in the form approved by an Authorized Representative to the extent necessary or desirable, including to comply with the terms of the Indenture, the Revolving Credit Agreement, the Bank Note or applicable law; and be it further

RESOLVED, That the Authorized Representatives are, and each of them acting alone is, hereby authorized, for and in the name of and on behalf of the Transportation Authority, to negotiate the terms of the Documents so long as the aggregate amount of the Draw(s) does not exceed the amount set forth herein and the Extension does not extend the expiration date of the Revolving Credit Agreement by more than six months, and so long as neither the maximum outstanding amount



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nor the maximum interest rate under the Revolving Credit Agreement is increased;
and be it further

RESOLVED, That the Authorized Representatives, and all other officers, employees and agents of the Transportation Authority are, and each of them acting alone is, hereby authorized to take any and all actions and execute and deliver such documents, agreements, certificates and other instruments as an Authorized Representative deems necessary or advisable to carry out the purposes of this Resolution and the Ordinance and to consummate the Draw(s) and the Extension, and all actions heretofore taken by all officers, employees and agents of the Transportation Authority with respect to the Draw(s) an the Extension, are hereby approved, confirmed and ratified; and be it further

RESOLVED, That this Resolution shall take effect immediately upon its adoption and approval.

Attachment:

1. Exhibit A



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1455 Market Street, 22ND Floor, San Francisco, California 94103 415-522-4800 info@sfcta.org www.sfcta.org

Memorandum

AGENDA ITEM 9

DATE: June 20, 2024

TO: Transportation Authority Board

FROM: Cynthia Fong - Deputy Director for Finance and Administration

SUBJECT: 07/09/24 Board Meeting: Authorize Borrowing of up to \$65,000,000 under the Revolving Credit Agreement with U.S. Bank National Association; the Extension of Such Agreement for up to Six Months; the Execution and Delivery of Related Legal Documents; and the Taking of All Other Actions Necessary or Desirable in Connection Therewith

<p>RECOMMENDATION <input type="checkbox"/> Information <input checked="" type="checkbox"/> Action</p> <ul style="list-style-type: none"> • Authorize Borrowing of up to \$65,000,000 from the Revolving Credit Agreement with U.S. Bank National Association and an up to Six-Month Extension to Revolving Credit Agreement with U.S. Bank National Association • Authorize the Execution and Delivery of Related Legal Documents; and the Taking of All Other Actions Necessary or Desirable in Connection Therewith <p>SUMMARY</p> <p>The purpose of this memo is to brief the Board on our debt management strategy for the sales tax program and to request authorization to borrow up to \$65,000,000, from our \$125,000,000 Revolver Credit Agreement (Revolver) with U.S. Bank National Association (U.S. Bank) and to extend the term of the Revolver for up to six months. We need to draw down these funds to meet the anticipated capital reimbursement requests for the sales tax program. The Revolver is a short-term variable rate financing method and is basically a loan directly from a commercial bank. As of June 20, 2024, \$125,000,000 was available to draw upon to fund upcoming sales tax capital expenditures. Through ongoing discussions with our sponsors (particularly San Francisco Municipal</p>	<ul style="list-style-type: none"> <input type="checkbox"/> Fund Allocation <input type="checkbox"/> Fund Programming <input type="checkbox"/> Policy/Legislation <input type="checkbox"/> Plan/Study <input type="checkbox"/> Capital Project Oversight/Delivery <input checked="" type="checkbox"/> Budget/Finance <input type="checkbox"/> Contract/Agreement <input type="checkbox"/> Other: _____
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<p>Transportation Agency (SFMTA)) and financial advisor, KNN Public Finance, we have conducted cash flow analyses and anticipate the need to borrow \$65 million over the next few months from the Revolver to meet our financial commitments. We have been tracking some of the largest sales tax projects and programs in terms of the amount of funds allocated and remaining to be reimbursed, most of which are in active construction phases or reaching other milestones that will trigger large sales tax reimbursement requests. Among the major cash driver projects are the purchase of new SFMTA Light Rail Vehicles, Motor Coaches, L-Taraval Transit Enhancements, Signals and Signs, Van Ness Bus Rapid Transit, Paratransit; TJPA's The Portal; and BART's next generation fare gates. Consistent with our debt management approach, we would use the Revolver to meet short-term cash needs, providing time for us to prepare to issue long-term debt (e.g., bonds) over the next few years, if needed.</p>	
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BACKGROUND

We receive revenues from the one-half of one percent sales tax which are dedicated toward financing transportation improvements in the voter approved sales tax Expenditure Plan (Prop L, approved in 2022, which superseded Prop K, approved in 2003). In Fiscal Year (FY) 2022/23 our sales tax revenues were \$111.5 million, and we projected FY 2023/24 sales tax revenue collections at \$106.2 million in FY 2023/24 and \$108.3 million in FY 2024/25. To fund transportation projects under the Expenditure Plans, we have historically relied on pay-go sales tax revenues and interim financing under the Revolving Credit Agreement Loan (Revolver) program to fund transportation projects under the Expenditure Plans. The Revolver is an alternative variable rate financing method to traditional commercial paper notes and is a loan directly from a commercial bank. From time to time, we have utilized available funding under our interim borrowing program to fund peak capital expenditures that could not be met with available sales tax revenues.

In 2017, we issued our first and only long-term bond issuance to date - the Senior Sales Tax Revenue Bond, Series 2017, which provided approximately \$200 million in bond proceeds for projects as well as repaying amounts previously drawn under a prior revolving credit agreement and paying related costs. Following the issuance of the 2017 Senior Bonds, we have had no further long-term or short-term borrowing needs. As of June 20, 2024, \$179,640,000 of the Senior Lien Bonds were outstanding



and we will pay approximately \$21.9 million of principal and interest payments through FY 2033/34.

DISCUSSION

We anticipate drawing on the funding available under the Revolver as soon as August 2024 to meet the anticipated capital reimbursement requests for the sales tax program. Through ongoing discussions with our sponsors (particularly the San Francisco Municipal Transportation Agency or SFMTA) and analysis conducted with our financial advisor, KNN Public Finance, we have conducted the necessary cash flow review that confirms our budget assumption of needing to borrow \$65 million over the next few months from the Revolver. Further, if the pace of project delivery and reimbursements ramp up as anticipated, we may return to the Board for permission to drawdown more funds over the next 18 months.

This need to address a rapid peaking in reimbursement requests is precisely why we have a flexible debt instrument like the Revolver in place and it is why we have been closely tracking some of the largest projects (largest in terms of the amount of sales tax funds allocated and remaining to be reimbursed), most of which are in active construction phases or reaching other milestones that will trigger large sales tax reimbursement requests. Among the major cash driver projects for FYs 2023/24 and 2024/25 are the SFMTA's Light Rail Vehicles procurement, Motor Coaches procurement, Paratransit, L-Taraval Transit Enhancements, various signals and signs projects, and Van Ness Bus Rapid Transit; the Transbay Joint Powers Authority's The Portal/Caltrain Downtown Extension; and BART's Next Generation Fare Gates. Attachment 1 shows that in aggregate, if these projects were to seek the maximum reimbursement allowable per the grant agreement as amended, reimbursements could total up to an additional \$107.2 million just for these projects by the end of FY 2024/25. While we do not anticipate that this full amount is likely to be requested for reimbursement in FY2024/25, we are expecting to see a significant portion requested for reimbursement in the next six months, particularly since we are seeing more regular reimbursement requests for the SFMTA vehicle procurements.

We have begun to receive requests for third quarter reimbursements this month. Typically, capital reimbursements from sponsors ramp up over the course of the fiscal year, with the fourth quarter resulting in the highest level of capital reimbursements paid by our agency.



The Revolver expires in fall 2024 and therefore, we are in the process of procuring a replacement interim borrowing facility and anticipate bringing this item before the Community Advisory Committee (CAC) and Board in September and October 2024, respectively. Should staff need more time to finalize the replacement interim borrowing facility beyond the current Revolver stated expiration date of October 4, 2024, then the recommended authorization provides the authority for the Executive Director or Chief Deputy Director of our agency to extend the current Revolver under substantially the same terms for a period of up to six months. We expect to continue to utilize an interim borrowing program in tandem with pay-go sales tax revenues to meet our near-term transportation expenditure needs. Concurrently, we are working on a schedule that calls for our agency to be ready to potentially issue our second long-term bond within the next several years. The intrinsic flexibility of the Revolver, in combination with a long-term bond, supports our long-term financing plan to advance funds for projects to deliver the benefits sooner to the public, while minimizing financing costs. We will continue to monitor sales tax revenues and capital spending closely through a combination of cash flow needs for allocation reimbursements, progress reports, and conversations with project sponsors, particularly for our largest grant recipient, the SFMTA.

FINANCIAL IMPACT

The proposed FY 2024/25 budget already incorporates the need to borrow \$65 million under the Revolver to help pay for anticipated capital project reimbursement requests. The amount borrowed under the Revolver is assumed to bear a rate of interest equal to the sum of Securities Industry and Financial Markets Association Index (SIFMA, a tax-exempt variable rate index) plus a fixed credit spread (subject to adjustment if our credit rating changes). As of June 18th, 2024, our cost of borrowing (interest rate) under the current Revolver facility is 3.78% and its cost of maintaining the facility on an unutilized basis is 0.20%. If we identify the need for additional borrowing from the Revolver, we would seek Board approval to do so and would reflect the additional amount in the mid-year Fiscal Year 2024/25 budget amendment as well as the budget for future fiscal years, as appropriate. The outstanding loan balance is required to be paid off or transferred to a replacement interim borrowing facility at the expiration date of the current Revolver, October 4, 2024, unless certain conditions are met. The interest rate on amounts not paid by October 4, 2024 would be substantially higher.



PUBLIC NOTICE – GOVERNMENT CODE, SECTION 5852.1

The following information is made available in accordance with Government Code, Section 5852.1 to provide certain public disclosures related to the proposed borrowing. All figures represent good faith estimates based on the current U.S. Bank Revolver terms and assume i) a drawn facility up to the proposed amount of \$65 million, ii) a variable rate of interest based on the current U.S. Bank Revolver rate, iii) our current credit ratings, and iv) a borrowing term beginning in July 2024 and extending through the term of the current Revolver facility of October 4, 2024.

- 1)** True Interest Cost of the Revolver. Based on the current SIFMA variable rate index, a good faith estimate of the true interest cost of borrowing \$65,000,000 under the Revolver is 3.78%. The unutilized cost of the remaining \$60,000,000 undrawn on the Revolver is 0.20%. On a weighted average basis, the True Interest Cost of the Revolver is 1.49%.
- 2)** Finance Charge of the Revolver. The sum of all fees and charges paid to third parties (or costs associated with the issuance of the Bank Note), is \$5,250.
- 3)** Revolver Proceeds to be Received. The amount of proceeds expected to be received by the Transportation Authority for borrowings under the Revolver less the finance charge to third parties described in 2 above and any reserves or capitalized interest paid or funded with proceeds of the Revolver, is \$65,000,000. The finance charge to third parties described in #2 above is not expected to be paid from Revolver proceeds.
- 4)** Total Payment Amount. Assuming an aggregate principal amount of \$65,000,000 of borrowings under the Revolver and based on an assumed current variable rate of interest over the remaining term of the current Revolver, a good faith estimate of the total payment amount, which means the sum total of all payments the Transportation Authority will make to pay debt service on the Revolver plus the unutilized cost associated with the \$60,000,000 remaining undrawn amount, calculated to the term of the current Revolver, is \$470,500.

CAC POSITION

The CAC will consider this item at its June 26, 2024 meeting.



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Agenda Item 9

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SUPPLEMENTAL MATERIALS

- Attachment 1 - Largest Cash Flow Drivers FY23/24 - FY 24/25

Largest Cash Flow Drivers FY23/24 - FY 24/25

Transportation Sales Tax Capital Expenditures - Largest Cash Flow Drivers FY 2023/24-FY 2024/25							
	A	B	C	D	E	F	G
Name	Remaining Balance as of May 31, 2024 (Assumes Pending Invoices Paid)	Reimbursed from July 1, 2023 - May 31, 2024	Pending Invoices as of May 31, 2024	Reimbursed and Pending Invoices for FY 2023/24 as of May 31, 2024 (B + C)	Maximum Remaining Reimbursement Through FY 2024/25	Maximum FY23/24- FY24/25 Reimbursements (D + E)	Bond Eligible (for reference only)
Muni Light Rail Vehicles	\$18,680,174	\$56,066,415	\$22,885,490	\$78,951,905	\$18,680,174	\$97,632,079	Yes
Muni Motor Coaches	\$12,982,711	\$7,164,682	\$460,179	\$7,624,861	\$12,982,711	\$20,607,572	Yes
Paratransit	\$15,752,372	\$2,308,674	\$0	\$2,308,674	\$15,752,372	\$18,061,046	No
The Portal/Caltrain Downtown Extension	\$13,684,637	\$3,414,966	\$661	\$3,415,627	\$13,684,637	\$17,100,264	Not Recommended (design phase)
Signals and Signs	\$10,381,665	\$4,442,295	\$141,181	\$4,583,476	\$9,669,629	\$14,253,105	Yes
L-Taraval Transit Enhancements	\$12,473,256	\$0	\$2,822,107	\$2,822,107	\$10,855,513	\$13,677,620	Yes
Van Ness BRT	\$13,347,173	\$0	\$0	\$0	\$13,347,173	\$13,347,173	Yes
BART Fare Gates	\$12,234,736	\$0	\$290,264	\$290,264	\$12,234,736	\$12,525,000	Yes
Totals	\$109,536,724	\$73,397,033	\$26,599,882	\$99,996,915	\$107,206,945	\$207,203,860	

As of 5/31/2024