

1 [Airport Commission Capital Plan Bonds - \$3,000,000,000]

2 **Resolution approving the issuance of up to an additional \$3,000,000,000 aggregate**
3 **principal amount of San Francisco International Airport Second Series Revenue Bonds**
4 **to finance and refinance Airport Capital Plan projects; and ratifying and confirming**
5 **certain Resolutions of the Board and the Airport Commission related to the foregoing.**
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7 WHEREAS, The Airport Commission of the City and County of San Francisco (the
8 “Airport Commission”), by its Resolution No. 91-0210, adopted on December 3, 1991 (as
9 supplemented and amended, the “1991 Resolution”), provided for the issuance of San
10 Francisco International Airport Second Series Revenue Bonds (the “Bonds”) for any lawful
11 purpose of the Airport Commission; and
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13 WHEREAS, The 1991 Resolution provides that the Airport Commission may issue
14 Bonds from time to time as the issuance thereof is authorized by the Airport Commission; and

15 WHEREAS, The Airport Commission, by its Resolution No. 08-0035, adopted on
16 February 19, 2008, as supplemented and amended, including by Resolution No. 10-0307,
17 adopted on October 5, 2010, Resolution No. 12-0050, adopted on March 20, 2012, Resolution
18 No. 14-0024, adopted on February 18, 2014, Resolution No. 15-0182, adopted on September
19 22, 2015, Resolution No. 16-0274, adopted on November 1, 2016 and Resolution No. 17-
20 0045, adopted on March 7, 2017 (collectively, the “Prior Capital Plan Bond Resolutions”),
21 authorized the issuance from time to time of up to \$7,826,725,000 aggregate principal amount
22 of Bonds (the “Capital Plan Bonds”) for the purpose of financing and refinancing the
23 development, construction, acquisition and equipping of certain capital projects undertaken by
24 the Airport (the “Capital Plan”) which are approved by the Airport Commission, of which an
25 aggregate principal amount of \$1,563,235,000 remains to be issued; and

1 WHEREAS, The Airport Commission, by its Resolution No. 19-0260, adopted on
2 October 16, 2019 (the “Twenty-Third Supplemental Resolution”), authorized the issuance of
3 up to an additional \$3,000,000,000 aggregate principal amount of Capital Plan Bonds; and

4 WHEREAS, The Twenty-Third Supplemental Resolution is intended to establish a
5 financing mechanism for the Capital Plan and does not constitute approval of or a
6 commitment to fund any particular project, which projects are approved by separate action of
7 the Airport Commission and/or the Board of Supervisors (the “Board”); and

8 WHEREAS, Under the Twenty-Third Supplemental Resolution, the Airport Commission
9 may not authorize the sale of Capital Plan Bonds for construction costs of any project unless
10 and until the required environmental review, if any, for such project has been completed and
11 the Airport Commission has determined to proceed with such project, and California
12 Environmental Quality Act (“CEQA”) findings have been adopted as required by law; provided,
13 that Capital Plan Bonds may also be used to fund planning and development costs necessary
14 to prepare other projects for environmental review and the necessary approvals; and

15 WHEREAS, This Board by its prior resolutions, including by Resolutions Nos. 1006-92,
16 583-98, 224-99, 811-00, 800-03, 174-06, 229-08, 50-11, 349-12, 125-14, 433-15, 156-17 and
17 269-17 (collectively, the “Prior Board Revenue Bond Resolutions”), approved, among other
18 things, the 1991 Resolution, the Prior Capital Plan Bond Resolutions and the issuance of the
19 Capital Plan Bonds in an aggregate principal amount of not to exceed \$7,826,725,000, of
20 which an aggregate principal amount of \$1,563,235,000 remains to be issued; and

21 WHEREAS, The Airport Commission now seeks approval by this Board of an additional
22 \$3,000,000,000 aggregate principal amount of Capital Plan Bonds authorized by the Airport
23 Commission pursuant to the Twenty-Third Supplemental Resolution; and

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1 WHEREAS, The Twenty-Third Supplemental Resolution has been submitted to this
2 Board and is on file with the Clerk of the Board of Supervisors in File No. _____, which file
3 is hereby declared to be a part of this resolution as if set forth fully herein; and

4 WHEREAS, This Board desires to ratify and confirm the Prior Board Revenue Bond
5 Resolutions, each as modified and amended thereby and hereby; and

6 WHEREAS, This Board also desires to ratify and confirm the 1991 Resolution,
7 including the Prior Capital Plan Bond Resolutions, as adopted by the Airport Commission,
8 each as modified and amended; and

9 WHEREAS, Section 4.115 of the Charter provides that the Airport Commission has the
10 exclusive authority to plan and issue Airport revenue bonds (collectively, including Bonds,
11 Commercial Paper and Airport Special Facility Bonds, "Airport Bonds") for Airport-related
12 purposes, subject to the approval, amendment, or rejection of this Board of each issue; and

13 WHEREAS, The interest on certain of the Airport Bonds may qualify for exclusion from
14 gross income for federal income tax purposes under Section 103(a) of the Internal Revenue
15 Code of 1986, as amended (the "Code") only if such Airport Bonds are approved as set forth
16 in this resolution in accordance with Section 147(f) of the Code; and

17 WHEREAS, This Board is the elected legislative body of the City and County of San
18 Francisco (the "City") and is the applicable elected representative authorized to approve the
19 Airport Bonds for purposes of Section 147(f) of the Code; and

20 WHEREAS, A notice of public hearing with respect to the Airport Bonds to be issued by
21 the Airport Commission in an aggregate principal amount not to exceed \$8,956,789,550 (the
22 "TEFRA Notice"), was published on October 9, 2019, not less than seven (7) days prior to the
23 public hearing, in a newspaper of general circulation available to the residents of the City; and

24 WHEREAS, A public hearing was held on October 18, 2019, pursuant to such notice
25 and an opportunity was provided for interested persons to present arguments for and against

1 the issuance of such Airport Bonds and the nature and location of the projects to be financed
2 and refinanced with the proceeds thereof; and

3 WHEREAS, A summary of such arguments, if any, has been presented to and is on file
4 with the Clerk of the Board; now, therefore, be it

5 RESOLVED, That this Board hereby declares that each of the foregoing recitals is true
6 and correct and is a representation of this Board; and, be it

7 FURTHER RESOLVED, That capitalized terms used but not otherwise defined in this
8 resolution shall have the meanings set forth in the 1991 Resolution; and, be it

9 FURTHER RESOLVED, That the issuance by the Airport Commission of Capital Plan
10 Bonds in an additional aggregate principal amount of up to \$3,000,000,000 is hereby
11 approved in accordance with Section 4.115 of the Charter; and, be it

12 FURTHER RESOLVED, That the Twenty-Third Supplemental Resolution, as adopted
13 by the Airport Commission, is hereby approved; and, be it

14 FURTHER RESOLVED, That the Airport Commission shall not approve the sale of
15 Capital Plan Bonds to fund construction of any specific Capital Plan project unless and until
16 (1) the required environmental review, if any, for such project has been completed, (2) the
17 Airport Commission has determined to proceed with such project, and (3) CEQA findings have
18 been adopted as required by law; provided, that Capital Plan Bonds may also be used to fund
19 planning and development costs necessary to prepare other projects for environmental review
20 and the necessary approvals; and, be it

21 FURTHER RESOLVED, That the Capital Plan Bonds shall be sold prior to
22 June 30, 2026; and, be it

23 FURTHER RESOLVED, That this Board, as an appropriate applicable elected
24 representative, hereby approves the Airport Bonds described in the TEFRA Notice for
25 purposes of, and in accordance with, Section 147(f) of the Code; and, be it

1 FURTHER RESOLVED, That the Prior Board Revenue Bond Resolutions, each as
2 modified and amended, including by this resolution, are hereby ratified and confirmed; and, be
3 it

4 FURTHER RESOLVED, That the 1991 Resolution, including the Prior Capital Plan
5 Bond Resolutions, as adopted by the Airport Commission, each as modified and amended,
6 are hereby ratified and confirmed; and, be it

7 FURTHER RESOLVED, That all actions heretofore taken by the officers, agents and
8 employees of the Airport Commission and the City to carry out the intents and purposes of
9 this resolution, as consistent with this resolution, are hereby ratified, approved and confirmed;
10 and, be it

11 FURTHER RESOLVED, That the Airport Commission and its proper officers, agents
12 and employees and those of the City are hereby authorized to execute and deliver such
13 certificates, documents and agreements as are contemplated by or required under the 1991
14 Resolution, any existing Airport Bond-related agreement or contract, the applicable bond
15 purchase agreement and any other applicable Airport Bond-related agreement or contract
16 authorized hereby (the "Contemplated Documents"), to carry out the intents and purposes of
17 this resolution and the transactions contemplated hereby, and to take such other actions or
18 execute such other certificates, documents and agreements, in consultation with the City
19 Attorney, as may be necessary or desirable to carry out the intents and purposes of this
20 resolution and the transactions contemplated hereby (the "Other Documents"); provided, that
21 any such other actions or execution of any such Other Documents are intended solely to
22 further the purposes of this resolution, and are subject in all respects to the terms of this
23 resolution; and provided further, that no such actions or execution of such Other Documents
24 shall increase the risk to the Airport Commission or the City or require the Airport Commission
25 or the City to expend any resources not otherwise authorized hereby; and, be it

1 FURTHER RESOLVED, That the approvals contained in this resolution shall extend to
2 any amendments to the 1991 Resolution, including the Prior Capital Plan Bond Resolutions
3 and the Twenty-Third Supplemental Resolution, and to all resolutions of the Airport
4 Commission supplemental thereto, as well as to such additional resolutions that the Airport
5 Commission may adopt for the purposes of implementing the issuance, sale and delivery of
6 any Airport Bonds; provided, that in each case such amendment or additional resolution is
7 consistent with the parameters set forth herein; and, be it

8 FURTHER RESOLVED, That should the application of any provision of this resolution
9 to any particular facts or circumstances be found by a court of competent jurisdiction to be
10 invalid or unenforceable, then (a) the validity of other provisions of this resolution shall not be
11 affected or impaired thereby, and (b) such provision shall be enforced to the maximum extent
12 possible so as to effect the intents and purposes of this resolution.

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