

1 [Airport Commission Capital Plan Bonds - \$4,358,694,227 - Airport Commission Commercial
2 Paper Notes - \$100,000,000]

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4 **Resolution approving the issuance of up to an additional \$4,358,694,227 aggregate**
5 **principal amount of San Francisco International Airport Second Series Revenue Bonds**
6 **to finance and refinance Airport Capital Plan projects; approving the issuance and re-**
7 **issuance from time to time of up to an additional \$100 million aggregate principal**
8 **amount of San Francisco International Airport Subordinate Commercial Paper Notes**
9 **for any lawful Airport purpose; and ratifying, approving and confirming certain**
10 **resolutions of the Board and the Airport Commission related to the foregoing.**

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13 WHEREAS, The Airport Commission of the City and County of San Francisco (the
14 "Airport Commission"), by its Resolution No. 91-0210, adopted on December 3, 1991 (as
15 supplemented and amended, the "1991 Resolution"), provided for the issuance of San
16 Francisco International Airport Second Series Revenue Bonds (the "Bonds") for any lawful
17 purpose of the Airport Commission; and

18 WHEREAS, The 1991 Resolution provides that the Airport Commission may issue
19 Bonds from time to time as the issuance thereof is authorized by the Airport Commission; and

20 WHEREAS, The Airport Commission, by its Resolution No. 08-0035, adopted on
21 February 19, 2008, as supplemented and amended, including by Resolution No. 10-0307,
22 adopted on October 5, 2010, Resolution No. 12-0050, adopted on March 20, 2012, Resolution
23 No. 14-0024, adopted on February 18, 2014, and Resolution No. 15-0182, duly adopted on
24 September 22, 2015 (collectively, the "Prior Capital Plan Bond Resolutions"), authorized the
25 issuance from time to time of up to \$5,016,725,000 aggregate principal amount of Bonds (the

1 "Capital Plan Bonds") for the purpose of financing and refinancing the development,
2 construction, acquisition and equipping of certain capital projects undertaken by the Airport
3 (the "Capital Plan") which are approved by the Airport Commission, of which an aggregate
4 principal amount of \$2,727,605,000 remains to be issued; and

5 WHEREAS, The Airport Commission, by its Resolution No. 16-0274, adopted on
6 November 1, 2016 (the "Nineteenth Supplemental Resolution"), authorized the issuance of up
7 to an additional \$2.775 billion aggregate principal amount of Capital Plan Bonds; and

8 WHEREAS, The Nineteenth Supplemental Resolution is intended to establish a
9 financing mechanism for the Capital Plan and does not constitute approval of or a
10 commitment to fund any particular project, which are approved by separate action of the
11 Airport Commission and/or the Board of Supervisors (the "Board"); and

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

19 WHEREAS, This Board by its prior resolutions, including by Resolutions Nos. 1006-92,
20 583-98, 224-99, 811-00, 800-03, 174-06, 229-08, 50-11, 349-12, 125-14 and 433-15
21 (collectively, the "Prior Board Revenue Bond Resolutions"), approved, among other things, the
22 1991 Resolution, the Prior Capital Plan Bond Resolutions and the issuance of the Capital Plan
23 Bonds in an aggregate principal amount of not to exceed \$3,433,030,773, of which an
24 aggregate principal amount of \$1,143,910,773 remains to be issued; and

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1 WHEREAS, The Airport Commission now seeks approval by this Board of (i) the
2 remaining \$1,583,694,227 aggregate principal amount of Capital Plan Bonds which the Airport
3 Commission has previously authorized but which have not yet been approved by this Board,
4 and (ii) the additional \$2.775 billion aggregate principal amount of Capital Plan Bonds
5 authorized by the Airport Commission pursuant to the Nineteenth Supplemental Resolution,
6 for a total requested approval by this Board of an additional \$4,358,694,227 aggregate
7 principal amount of Capital Plan Bonds; and

8 WHEREAS, The Airport Commission, by its Resolution No. 97-0147, adopted on
9 May 20, 1997, as supplemented and amended, including by Resolution No. 97-0148, adopted
10 on May 20, 1997, Resolution No. 99-0299, adopted on September 21, 1999, Resolution No.
11 09-0088, adopted on May 5, 2009, and Resolution No. 10-0307 adopted on October 5, 2010
12 (as supplemented and amended, collectively, the "Prior CP Resolutions"), authorized the
13 issuance and re-issuance from time to time of up to \$400 million aggregate principal amount
14 of San Francisco International Airport Subordinate Commercial Paper Notes ("Commercial
15 Paper") to provide interim funding for any lawful purpose of the Airport Commission; and

16 WHEREAS, This Board by its prior resolutions, including by Resolutions Nos. 620-97
17 and 113-02 (collectively, the "Prior Board CP Resolutions"), approved the issuance and re-
18 issuance from time to time by the Airport Commission of such Commercial Paper; and

19 WHEREAS, The Airport Commission, by its Resolution No. 16-0275, adopted on
20 November 1, 2016 (the "2016 CP Resolution"), authorized the issuance and re-issuance from
21 time to time of up to an additional \$100 million aggregate principal amount of Commercial
22 Paper, for a new maximum authorized aggregate principal amount of \$500 million of
23 Commercial Paper outstanding at any time; and

24 WHEREAS, Under the 2016 CP Resolution, proceeds of Commercial Paper shall not
25 be used for construction costs of any project unless the required environmental review, if any,

1 for such project has been completed and the Airport Commission has determined to proceed
2 with such project and CEQA findings have been adopted as required by law; provided, that
3 Commercial Paper proceeds may also be used to fund planning and development costs
4 necessary to prepare other projects for environmental review and the necessary approvals;
5 and

6 WHEREAS, The Nineteenth Supplemental Resolution and the 2016 CP Resolution
7 have been submitted to this Board and are on file with the Clerk of the Board of Supervisors in
8 File No. _____, which file is hereby declared to be a part of this resolution as if set forth
9 fully herein; and

10 WHEREAS, This Board desires to ratify, approve and confirm the Prior Board Revenue
11 Bond Resolutions and the Prior Board CP Resolutions, each as modified and amended
12 thereby and hereby; and

13 WHEREAS, This Board also desires to ratify, approve and confirm the 1991
14 Resolution, including the Prior Capital Plan Bond Resolutions and the Prior CP Resolutions,
15 as adopted by the Airport Commission, each as modified and amended; and

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

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

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

4 WHEREAS, A notice of public hearing with respect to the Airport Bonds to be issued by
5 the Airport Commission in an aggregate principal amount not to exceed \$8.02 billion (the
6 "TEFRA Notice"), was published on November 21, 2016, not less than fourteen (14) days prior
7 to the public hearing, in a newspaper of general circulation available to the residents of the
8 City; and

9 WHEREAS, A public hearing was held on December 5, 2016, pursuant to such notice
10 and an opportunity was provided for interested persons to present arguments for and against
11 the issuance of such Airport Bonds and the nature and location of the projects to be financed
12 and refinanced with the proceeds thereof; and

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

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

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

19 FURTHER RESOLVED, That (i) the issuance by the Airport Commission of Capital
20 Plan Bonds in an additional aggregate principal amount of up to \$4,358,694,227, and (ii) the
21 issuance and re-issuance from time to time of Commercial Paper in an additional aggregate
22 principal amount of up to \$100 million, for a new maximum authorized aggregate principal
23 amount of \$500 million of Commercial Paper outstanding at any time, each are hereby
24 approved in accordance with Section 4.115 of the Charter; and, be it

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1 FURTHER RESOLVED, That the Nineteenth Supplemental Resolution and the 2016
2 CP Resolution, as adopted by the Airport Commission, are hereby approved; and, be it

3 FURTHER RESOLVED, That the Airport Commission shall not approve the sale of
4 Capital Plan Bonds or use Commercial Paper proceeds to fund construction of any specific
5 Capital Plan project unless and until (1) the required environmental review, if any, for such
6 project has been completed, (2) the Airport Commission has determined to proceed with such
7 project, and (3) CEQA findings have been adopted as required by law; provided, that Capital
8 Plan Bonds and Commercial Paper may also be used to fund planning and development
9 costs necessary to prepare other projects for environmental review and the necessary
10 approvals; and, be it

11 FURTHER RESOLVED, That the Capital Plan Bonds shall be sold prior to June 30,
12 2023; and, be it

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

16 FURTHER RESOLVED, That the Prior Board Revenue Bond Resolutions and the Prior
17 Board CP Resolutions, each as modified and amended, including by this resolution, are
18 hereby ratified, approved and confirmed; and, be it

19 FURTHER RESOLVED, That the 1991 Resolution, including the Prior Capital Plan
20 Bond Resolutions and the Prior CP Resolutions, as adopted by the Airport Commission, each
21 as modified and amended, are hereby ratified, approved and confirmed; and, be it

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

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

17 FURTHER RESOLVED, That the approvals contained in this resolution shall extend to
18 any amendments to the 1991 Resolution, including the Prior Capital Plan Bond Resolutions,
19 the Prior CP Resolutions, the Nineteenth Supplemental Resolution and the 2016 CP
20 Resolution, and to all resolutions of the Airport Commission supplemental thereto, as well as
21 to such additional resolutions that the Airport Commission may adopt for the purposes of
22 implementing the issuance, sale and delivery of any Airport Bonds, provided, that in each
23 case such amendment or additional resolution is consistent with the parameters set forth
24 herein; and, be it

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

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