FILE NO. 260185

AMENDED IN BOARD
3/24/2026

RESOLUTION NO. 157-26

[Project Agreement - PRG-Potrero Properties LLC - Potrero Yard Modernization Project - 2500 Mariposa Street - $1,396,433,595 - Approving Bond Issuance - $900,000,000]

Resolution approving Contract No. 1334, Infrastructure Facility Project Agreement ("Project Agreement"), with PRG - Potrero Properties LLC, for the design, construction, and financing of a bus storage and maintenance facility for the Potrero Yard Modernization Project, which Project Agreement provides for 1) a 30-year term commencing after substantial completion, scheduled for 2030, and expected to end in 2060, 2) two milestone payments of $65,000,000 at or around financial close and $250,000,000 during construction, 3) a $5,000,000 development fee payable after substantial completion, 4) annual availability payments commencing approximately one year after anticipated substantial completion and continuing through the end of the term, projected to start at approximately $33,000,000 with an estimated cumulative total of approximately $980,000,000 5) potential delay event or termination compensation, all as provided in the Project Agreement and for a not to exceed amount of $1,396,433,595 expressed in nominal dollars; affirming the Planning Department's determination under the California Environmental Quality Act; and approving, for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, the issuance by the California Municipal Finance Authority of tax-exempt obligations in an aggregate principal amount not to exceed $900,000,000 to finance the costs of the Project, and making related findings and determinations related thereto.

WHEREAS, Under Charter, Section 8A.100, the San Francisco Municipal Transportation Agency ("SFMTA"), an enterprise department of the City and County of San Francisco ("City"), is responsible for managing the City's transportation system, including planning, designing, financing, constructing, delivering, and operating and maintaining transportation infrastructure; and

WHEREAS, Under Charter, Section 9.118(b) any contracts or agreements having a term in excess of 10 years, or requiring anticipated expenditures by the City $10 million dollars, or the modification or amendments to such contract or agreement having an impact of more than $500,000 shall be subject to approval of the Board of Supervisors ("Board") by Resolution; and

WHEREAS, The SFMTA owns and operates the Potrero Division bus yard located at 2500 Mariposa Street, San Francisco (Assessor's Block No. 3971, Lot No. 001) ("Project Site"), which has been in continuous operation since 1915 but no longer meets the operational, safety, seismic, or environmental needs of a modern transit system; and

WHEREAS, The SFMTA is implementing the Potrero Yard Modernization Project ("Project") to replace the existing Potrero Division bus yard with a modern, resilient, and efficient bus storage and maintenance facility ("Infrastructure Facility") designed to support the SFMTA's transition to a zero-emission fleet and to improve reliability, safety, and efficiency of transit service; and

WHEREAS, The Project contemplates the potential for the joint development of a housing component adjacent to the Infrastructure Facility at the Project Site, if feasible; and

WHEREAS, On March 16, 2021, the Board adopted Ordinance No. 38-21,signed by the Mayor on March 26, 2021 ("Procurement Ordinance"), authorizing the SFMTA to procure and contract for all or any combinations of design, construction, financing, operations, asset management, and related services (collectively, "Joint Development Services") to deliver the Project using a joint development procurement delivery method; permitting best-value selection of a developer team; and exempting agreements for such services from certain provisions of San Francisco Administrative Code, Chapters 6, 14B, and 21, while requiring compliance with prevailing wage, local business enterprise participation, and local hire policies; and

WHEREAS, The Procurement Ordinance further authorizes the SFMTA to enter into one or more agreements for Joint Development Services with the selected respondent, and any ancillary agreements appropriate to deliver the Project, without restriction on the form of agreement, but subject to any approval of the Board required under Charter, Section 9.118; and;

WHEREAS, Under the Procurement Ordinance, the SFMTA conducted a full and open competition and selected Potrero Neighborhood Collective LLC ("Lead Developer"), with Plenary Americas US Holdings Inc., a Delaware corporation ("Plenary"), as its lead equity member, as the preferred proposer and entered into a predevelopment agreement dated November 2, 2022, to advance design development, environmental review, regulatory approvals, financial analysis, and negotiation of agreements to deliver the Project ("Predevelopment Agreement"); and

WHEREAS, Based on financial and delivery analysis conducted under the Predevelopment Agreement, SFMTA staff determined that a design-build-finance structure for the Infrastructure Facility, without long-term operations and maintenance services, provides the best overall value to the SFMTA by reducing Project costs, largely preserving the SFMTA's preferred risk allocation for design and construction, while retaining public control over operations and maintenance; and

WHEREAS, To optimize the Infrastructure Facility's financing and delivery under this design-build-finance structure, the SFMTA and Lead Developer determined to incorporate a non-profit conduit borrower structure to facilitate tax-exempt financing for the Infrastructure Facility, with such entity serving as conduit borrower and counterparty to the SFMTA under the design-build-finance agreement, while the Lead Developer retains responsibility for substantially all obligations and risks associated with the design and construction of the Infrastructure Facility, pursuant to a project implementation agreement with the non-profit entity; and the Board finds that this financing and contractual structure is authorized by and consistent with the Procurement Ordinance; and

WHEREAS, In March 2024, the Planning Commission and Board of Supervisors each unanimously approved entitlement legislation, on File with the Clerk of the Board of Supervisors in File No. 260136, which is hereby declared to be a part of this resolution as if set forth fully herein, for the Potrero Yard Modernization Project, that allowed for the 465-unit affordable housing component, with each body citing the widespread and strong public community support for the innovative joint-development project; and

WHEREAS, Given current market conditions, it is financially infeasible to develop housing above the Infrastructure Facility, but SFMTA staff and the Lead Developer have retained the option of developing a housing project with approximately 104 affordable residential units and two units of ground-level commercial space, collectively comprised of approximately 2,800 square feet adjacent to the Infrastructure Facility ("Housing Project"); and

WHEREAS, The SFMTA now proposes to enter (a) an Infrastructure Facility Project Agreement ("Project Agreement") for the design, construction, and financing of the Infrastructure Facility pursuant to a design-build-finance structure, and (b) a lease disposition and development agreement ("LDDA") to continue predevelopment work on the Housing Project, provided that neither the LDDA nor the Housing Project is approved by this Resolution; and

WHEREAS, Under the Project Agreement, the contract term would commence upon its execution by both parties ("Commercial Close") and continue until 30 years after substantial completion of the Infrastructure Facility ("Substantial Completion"), which is schedule for 2030, resulting in an expected end date of 2060; and

WHEREAS, During the design and construction period, the SFMTA's payment obligations under the Project Agreement will include (a) two milestone payments ("Milestone Payments") of $65,000,000, payable on or around the close of the Infrastructure Facility financing ("Financial Close") as partial compensation for predevelopment, planning, and design work, and $250,000,000, payable during construction as partial payment and compensation for design and construction of the Infrastructure Facility; (b) a Substantial Completion Development Fee payment of $5,000,000 as compensation for Lead Developer's successful completion of construction, payable after Substantial Completion; and (c) amounts payable for termination or delay events, if applicable, all in accordance with provisions of the Project Agreement; and

WHEREAS, Commencing approximately one year after anticipated Substantial Completion and continuing through the end of the contract term, the SFMTA will make annual availability payments payable on a quarterly basis ("Availability Payments") for purposes of repayment of the Project's debt financing and ongoing Project administrative costs; these Availability Payments are currently projected to start at approximately $33 million, with an estimated cumulative amount of $980 million; and

WHEREAS, These Availability Payments are subject to upward or downward adjustment between the amounts reflected in the Project Agreement at Commercial Close and those that will be incorporated as part of a subsequent amendment to the Project Agreement at Financial Close to account for interest rate and credit spread movements between the two dates, which will affect the portion of the Availability Payments used to service Project debt, a limited portion of the Availability Payments ($426,613 in Fiscal Year 2032) used to pay certain Project administration costs following Substantial Completion will be linked to inflation; and

WHEREAS, The Project Agreement includes negotiated affordability protections, including defined limits and mechanisms intended to ensure that Availability Payments remain within agreed parameters until Financial Close, and establishes an “Affordability Event” to identify circumstances at Financial Close under which changes to Availability Payments, such as adjustments resulting from interest rate or credit spread movements, would require additional SFMTA Board of Directors consideration, all as set forth in the Project Agreement; and

WHEREAS, All payments due from the SFMTA under the Project Agreement, including any termination compensation, will be paid solely from available monies of the SFMTA in the applicable fiscal year, and no SFMTA payment obligation shall constitute a debt of the City or a pledge of its credit or taxing power or any other resources or properties of the City beyond the fiscal year for which funds have been appropriated for the benefit of the SFMTA and certified by the Controller for the benefit of the SFMTA; and

WHEREAS, Provident Resources Group Inc. (“Provident”) is a Georgia nonprofit corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (“Code”), organized under Section 501(c)(3) of the Code; and

WHEREAS, One of Provident’s charitable purposes is to lessen the burdens of government and foster economic development, which may be accomplished through various means, including, without limitation, the development, construction, acquisition, ownership, management, maintenance, operation, and disposition of public facilities, public buildings, public works, essential housing, and infrastructure of various types that serve governmental purposes, as well as the provision of services and financial assistance that enable state and local governments to carry out their functions and responsibilities; and

WHEREAS, In furtherance of its charitable mission, Provident has been asked and is willing to partner with the SFMTA to facilitate the financing and delivery of the Infrastructure Facility for the exclusive public benefit of the SFMTA; and participation by Provident is intended solely to support the financing and delivery of the Infrastructure Facility for the exclusive benefit of the public, and not for any private or proprietary purpose; and

WHEREAS, To accomplish this purpose, Provident has formed a wholly-owned subsidiary, PRG – Potrero Properties LLC, a Delaware limited liability company ("Non-Profit Entity"), which for federal income tax purposes is treated as part of Provident rather than a separate entity (a "disregarded" entity), and whose activities are deemed nonprofit activities of Provident; and

WHEREAS, Under the Project Agreement, the Non-Profit Entity will serve as the counterparty to the SFMTA primarily to facilitate the issuance of tax-exempt bonds as conduit borrower, while substantially all obligations and risks associated with the design and construction of the Infrastructure Facility will be borne by the Lead Developer ("Principal Project Company"), in accordance with that certain Project Implementation Agreement (as described below) between the Non-Profit Entity and the Principal Project Company; and

WHEREAS, The Non-Profit Entity will enter into a Project Implementation Agreement with the Principal Project Company that requires the Principal Project Company to deliver the Infrastructure Facility and assume responsibility and be accountable for performance of the design and construction obligations, consistent with the risk allocation negotiated under the Project Agreement; and

WHEREAS, Under the Project Agreement, the Non-Profit Entity will remain responsible for its obligations that are not assumed by the Principal Project Company, for enforcing its rights against Principal Project Company under the Project Implementation Agreement, and for complying with its obligations and reporting requirements under the Infrastructure Facility financing documents, with the SFMTA responsible for any possessory interest taxes assessed on the Non-Profit Entity's interest under the Project Agreement; and

WHEREAS, Non-Profit Entity has requested that the California Municipal Finance Authority ("CMFA") provide for the issuance on its behalf of one or more series of revenue bonds from time to time, pursuant to a plan of finance, in an aggregate principal amount not to exceed $900,000,000 ("Bonds"); and

WHEREAS, A portion of proceeds of the Bonds will be used to finance a portion of the costs of/or reimbursement for the design and construction of the Infrastructure Facility; and

WHEREAS, Pursuant to Section 147(f) of the Code, the issuance of the Bonds by the CMFA must be approved by the City and County of San Francisco because the Infrastructure Facility is located within the territorial limits of the City; and

WHEREAS, The Board is the elected legislative body of the City and is the applicable elected representative under Section 147(f) of the Code; and

WHEREAS, CMFA has requested that the Board approve the issuance of the Bonds by CMFA in order to satisfy the public approval requirement of Section 147(f) of the Code and the requirements of Section 4 of the Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of January 1, 2004 ("JPA Agreement"), among certain local agencies, including the City; and

WHEREAS, Pursuant to Section 147(f) of the Code, the Board has, through the Controller's Office of Public Finance, following notice duly given, held a public hearing regarding the issuance of the Bonds, and now desires to approve the issuance of the Bonds by CMFA; and

WHEREAS, On February 17, 2026, the City caused a notice to appear on its website stating that a public hearing with respect to the issuance of the Bonds would be held by the Office of Public Finance on February 24, 2026, at 11:00 a.m.; and

WHEREAS, The Office of Public Finance held the public hearing described above on February 24, 2026, at 11:00 a.m., and an opportunity was provided for persons to comment on the issuance and sale of the Bonds and the plan of financing; and

WHEREAS, The Board understands that its actions in holding this public hearing and in approving this Resolution do not obligate the City in any manner or under any circumstances for payment of the principal, interest, fees or any other costs associated with the issuance of the Bonds, and said Board expressly conditions its approval of this Resolution with that understanding; and

WHEREAS, The Potrero Yard Modernization Project was described and analyzed in a Final Environmental Impact Report ("Final EIR") that the San Francisco Planning Commission certified as adequate, accurate, and complete by Motion No. 21482 on January 11, 2024, by Motion No. 21483, the Planning Commission, based on substantial evidence in the entire recording of proceedings, also made certain findings regarding the environmental impacts of the Potrero Yard Modernization Project, rejected alternatives as infeasible, adopted the proposed mitigation monitoring and reporting program ("MMRP"), and set forth a "Statement of Overriding Considerations" explaining why the benefits of the Project outweigh the unavoidable adverse environmental effects identified in the Final EIR and that those adverse environmental effects are therefore acceptable; and

WHEREAS, By Ordinance No. 57-24 passed by the Board on March 12, 2024, and signed by the Mayor on March 22, 2024, the Board, having reviewed the Final EIR, concurred with the Planning Commission's conclusions and affirmed the Planning Commission's certification of the FEIR; in addition, in Ordinance No. 57-24, the Board adopted and incorporated by reference the CEQA findings that the Planning Commission adopted in Motion No. 21483 including the Statement of Overriding Considerations and the MMRP; and

WHEREAS, On October 25, 2024, the Planning Department issued a Memorandum to File, and issued a second Memorandum to File on February 4, 2026, which each reviewed proposed modifications to the Potrero Yard Modernization Project and found that the modified Project would not cause new significant impacts or result in a substantial increase in the severity of the impacts identified in the Final EIR, and no new or revised mitigation measures would be required; in the Memoranda to File, the Planning Department determined that no additional environmental review is necessary for the reasons set forth in the Memoranda to File; and

WHEREAS, Copies of the CEQA determinations, including the Final EIR and Memoranda to File, as well as the CEQA Findings contained in Motion No. 21482, Motion No. 21483, the Statement of Overriding Considerations, Ordinance No. 57-24, and the Memoranda to File, are on file with the Clerk of the Board in File No. 260185 and are incorporated herein by reference; the Board affirms these determinations; and

WHEREAS, On March 9, 2026, the Planning Department issued a Memorandum to File, which found that with development of the Housing Project, the remaining sites identified in the 2022 Housing Element Update are adequate to meet the requirements of California Government Code Section 65583.2 and to accommodate the City's share of the regional housing need pursuant to California Government Code Section 65584. The Board incorporates those findings as its own, and incorporates the March 9, 2026 memorandum as though fully incorporated herein; and

WHEREAS, The foregoing recitals are incorporated into this Resolution as findings of the Board; now, therefore, be it

RESOLVED, That the Board of Supervisors has reviewed and considered the Final EIR, the MMRP, the Memoranda to File, and the record as a whole, and by this reference incorporates and hereby adopts as its own the CEQA Findings contained in Motion

No. 21482, Motion No. 21483, Ordinance No. 57-24, the Statement of Overriding Considerations, and the Memoranda to File. The Board of Supervisors finds that based on the record as a whole, including the Final EIR and the Memoranda to File for the Potrero Yard Modernization Project, the Final EIR reflects the independent judgment and analysis of the Planning Department and the Board of Supervisors, is adequate and complete, and there is no substantial evidence that the proposed Infrastructure Facility at the Potrero Yard Project, given the implementation of the mitigation measures as stated in the Final EIR and the adoption of the MMRP, could have a significant effect on the environment as shown in the analysis of the Final EIR, the Board of Supervisors hereby adopts the Final EIR and the MMRP; and, be it

FURTHER RESOLVED, That the Board hereby approves the issuance by CMFA of the Bonds for the purposes of financing the Project, and that this Resolution shall constitute approval of (a) the issuance of the Bonds by the CMFA for the purposes of Section 147(f) of the Code by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Project is located, and (b) the issuance of the Bonds for the purposes of Section 4 of the JPA Agreement; and, be it

FURTHER RESOLVED, That the Bonds shall not constitute a debt or obligation of the City and the City's full faith and credit, taxing power, or other resources are not pledged for the repayment of the Bonds; the payment of the principal, prepayment premium, if any, and interest on the Bonds shall be solely the responsibility of the Non-Profit Entity, and the Non-Profit Entity shall look only to appropriated funds of the SFMTA for repayment of the Bonds in accordance with the terms of the Project Agreement; and, be it

FURTHER RESOLVED, That the approval by the Board of the issuance and sale of the Bonds by CMFA is neither an approval of the underlying credit issues of the Infrastructure Facility nor an approval of the financial structure of the Bonds, and that the adoption of this

Resolution shall not obligate the City to provide financing to the Non-Profit Entity for the construction, renovation, improvement, equipping and/or furnishing of the Project, or to issue the Bonds for purposes of such financing or obligate the City, or any department of the City, to approve any application or request for, or take any other action in connection with any environmental, General Plan, zoning or any other permit or other action necessary for the construction, renovation, improvement, equipping and/or furnishing of the Infrastructure Facility; and, be it

FURTHER RESOLVED, That the Director of Transportation, the Controller, and the Director of the Office of Public Finance and any other proper officers of the City, acting individually or collectively, in consultation with the City Attorney, are hereby authorized and directed to execute such other agreements, documents and certificates, and to perform such other acts as may be necessary or advisable to effect the purposes of this Resolution; and, be it

FURTHER RESOLVED, That the Board hereby approves, pursuant to Charter, Section 9.118(b), Contract No. SFMTA 1334, Infrastructure Facility Project Agreement, with PRG - Potrero Properties LLC, for the design, construction, and financing of a bus storage and maintenance facility for the Potrero Yard Modernization Project, such agreement providing for: (a) a 30-year term commencing after Substantial Completion, scheduled for 2030, and expected to end in 2060; (b) two milestone payments of $65,000,000 at or around Financial Close and $250,000,000 during construction; (c) a $5,000,000 development fee, payable after Substantial Completion; annual availability payments commencing approximately one year after anticipated substantial completion and continuing through the end of the term, projected to start at approximately $33 million, with an estimated cumulative total of approximately $980 million; and (d) potential delay event or termination compensation, all as provided in the Project Agreement and for a not-to-exceed amount of $1,396,433,595, expressed in nominal dollars; and, be it

FURTHER RESOLVED, That Board hereby authorizes the Director of Transportation ("Director"), at their discretion and in consultation with the City Attorney, to: (a) take all actions and execute any amendments, agreements, certificates, instruments, understandings, and documents contemplated by the Project Agreement or that the Director determines are necessary or appropriate to implement and carry out the transactions and purposes of the Project Agreement, including but not limited to lender direct agreements, continuing disclosure agreements, certificates, and other ancillary documents related to the financing and delivery of the Infrastructure Facility; and (b) execute any additions, amendments, or other modifications to the Project Agreement that the Director determines are in the best interests of the City or necessary or appropriate to implement and carry out the purposes and intent of the Project Agreement and this Resolution, provided that such additions, amendments, or modifications do not materially increase the City's obligations or materially reduce the rights or benefits of the City, including materially changing the risk allocation in the Project Agreement the effect of which would cause the City or the SFMTA to assume materially more risks related to the Project; provided further that, for clarity, additions, amendments, or modifications that adjust the amount, timing, or calculation of Availability Payments that do not constitute an Affordability Event, including adjustments resulting from interest rate movements, credit spread movements, or other formula-based or risk-allocated mechanisms contemplated in the Project Agreement, are within the authority delegated to the Director of Transportation under this Resolution; and, be it

FURTHER RESOLVED, That this Resolution shall take effect upon its enactment; Enactment occurs when the Mayor signs the Resolution, the Mayor returns the Resolution unsigned or does not sign the Resolution within ten days of receiving it, or the Board of Supervisors overrides the Mayor's veto of the Resolution; and, be it

FURTHER RESOLVED, That given the significant reduction of affordable housing units in the Potrero Yard Modernization Project after the multi-year engagement process with the community, the Board of Supervisors urges MOHCD to identify funding sources to construct the infrastructure needed to enable future housing development opportunities as part of the Potrero Yard Modernization Project; and, be it

FURTHER RESOLVED, That the Board of Supervisors urges SFMTA to identify additional sites and collaborate with MOHCD to deliver 465 units of affordable housing to the community as provided in the entitlement legislation in 2024.

City and County of San Francisco
Tails
Resolution

City Hall
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102-4689

File Number: 260185 **Date Passed:** March 24, 2026

Resolution approving Contract No. 1334, Infrastructure Facility Project Agreement ("Project Agreement"), with PRG - Potrero Properties LLC, for the design, construction, and financing of a bus storage and maintenance facility for the Potrero Yard Modernization Project, which Project Agreement provides for 1) a 30-year term commencing after substantial completion, scheduled for 2030, and expected to end in 2060, 2) two milestone payments of $65,000,000 at or around financial close and $250,000,000 during construction, 3) a $5,000,000 development fee payable after substantial completion, 4) annual availability payments commencing approximately one year after anticipated substantial completion and continuing through the end of the term, projected to start at approximately $33,000,000 with an estimated cumulative total of approximately $980,000,000 5) potential delay event or termination compensation, all as provided in the Project Agreement and for a not to exceed amount of $1,396,433,595 expressed in nominal dollars; affirming the Planning Department's determination under the California Environmental Quality Act; and approving, for purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended, the issuance by the California Municipal Finance Authority of tax-exempt obligations in an aggregate principal amount not to exceed $900,000,000 to finance the costs of the Project, and making related findings and determinations related thereto.

March 18, 2026 Budget and Finance Committee - AMENDED, AN AMENDMENT OF THE WHOLE BEARING NEW TITLE

March 18, 2026 Budget and Finance Committee - RECOMMENDED AS AMENDED

March 24, 2026 Board of Supervisors - AMENDED, AN AMENDMENT OF THE WHOLE BEARING SAME TITLE

Ayes: 9 - Chan, Chen, Dorsey, Mahmood, Melgar, Sauter, Sherrill, Walton and Wong
Noes: 1 - Mandelman
Excused: 1 - Fielder

March 24, 2026 Board of Supervisors - ADOPTED AS AMENDED

Ayes: 10 - Chan, Chen, Dorsey, Mahmood, Mandelman, Melgar, Sauter, Sherrill, Walton and Wong
Excused: 1 - Fielder

File No. 260185

I hereby certify that the foregoing Resolution was ADOPTED AS AMENDED on 3/24/2026 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Daniel Lurie
Mayor

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Date Approved