

SAN FRANCISCO
MUNICIPAL TRANSPORTATION AGENCY
BOARD OF DIRECTORS

RESOLUTION No. 12-154

WHEREAS, The City and County of San Francisco (City), a municipal corporation, owns the Fifth & Mission Garage (Garage) located at 833 Mission Street, San Francisco, California; and

WHEREAS, The City of San Francisco Downtown Parking Corporation (Corporation), a non-profit 501(c)2 corporation, was formed in 1955 for the sole purpose of assisting the City in designing and constructing the Garage by financing the cost through the sale of bonds of the Corporation secured by a lease of the Garage from the City to the Corporation; and

WHEREAS, The City leased the Garage to the Corporation under a lease agreement dated October 28, 1957, which lease was subsequently replaced with another lease agreement dated April 1, 1992, and recorded on February 18, 1993 (Lease); and

WHEREAS, On or about June 15, 2002, the Corporation issued certain parking revenue bonds (Bonds) in the amount of \$13,550,000 to refinance existing bonds issued by the Corporation to finance the construction and maintenance of the premises, and the indenture documents for said Bonds (Indenture) were recorded on July 16, 2002; and

WHEREAS, Section 2 of the Lease provides that the Lease shall terminate upon the Corporation's payment of the debt incurred under the Bonds, and Article X of the Indenture sets out the requirements for the discharge and defeasance (payment) of the Bonds; and

WHEREAS, On June 18, 2012 the Corporation's Board of Directors executed a Lease Amendment with the SFMTA to modify and continue the term of the Lease on an interim basis until an agreement to terminate the Lease and set up an Advisory Committee was in place; and

WHEREAS, The parties agreed to terminate the existing lease and create an advisory body within 180 days of the Lease Amendment; and

WHEREAS, The SFMTA and the Corporation will develop Bylaws for an Advisory Committee; and

WHEREAS, In July 2012, the City, by and through the SFMTA, paid the remaining balance owing on the Bonds as part of and as material requirement of issuing new revenue bonds that are secured in part by revenues of the premises; and

WHEREAS, Because the Bonds issued by the Corporation have been fully paid, the Corporation's Board of Directors therefore wishes to be relieved of its obligations and liability as the leaseholder of the Garage; and

WHEREAS, The Corporation Board of Directors unanimously approved the attached Lease Termination Agreement at its Board meeting on October 31, 2012; and

WHEREAS, Upon termination of the Lease, the SFMTA will assume existing agreements with contractors, vendors and service providers deemed necessary for continued operation of the Garage; and

WHEREAS, The termination of the Lease will result in complete oversight of the Garage under the SFMTA, eliminating redundancy and Corporation oversight expenses; now, therefore, be it

RESOLVED, That the San Francisco Municipal Transportation Agency Board of Directors approves the termination of the lease agreement between the Downtown Parking Corporation and City and County of San Francisco, and be it

FURTHER RESOLVED, That the San Francisco Municipal Transportation Agency Board of Directors authorizes the Director of Transportation to execute a Termination Agreement with the City of San Francisco Downtown Parking Corporation for the Fifth & Mission Garage on terms substantially similar to the enclosed agreement, and execute agreements with vendors, consultants, and commercial tenants of the Fifth & Mission Garage to effect assignment of their respective contracts and subleases to the San Francisco Municipal Transportation Agency; and be it

FURTHER RESOLVED, That the San Francisco Municipal Transportation Agency Board of Directors requests the Board of Supervisors' approval of the termination of the Lease.

I hereby certify that the foregoing resolution was adopted by the San Francisco Municipal Transportation Agency Board of Directors at its meeting of December 4, 2012

R. Bowmer

Secretary to the Board of Directors
San Francisco Municipal Transportation Agency