[Issuance of Bonds - California Municipal Finance Authority - Institute on Aging, a California Nonprofit Public Benefit Corporation - Not to Exceed \$45,000,000]

Resolution approving, in accordance with Internal Revenue Code, Section 147(f), the issuance of revenue bonds by the California Municipal Finance Authority in an aggregate principal amount not to exceed \$45,000,000 to refinance all or a portion of certain outstanding debt obligations that originally financed and refinanced the acquisition, construction, equipping, and furnishing of facilities owned and managed by Institute on Aging, a California nonprofit public benefit corporation, in connection with the provision of health care and other support services for low-income, frail older adults.

WHEREAS, The California Municipal Finance Authority (the "Authority") is authorized pursuant to the provisions of the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California, and a Joint Exercise of Powers Agreement, dated as of January 1, 2004, among the Authority and certain local agencies, including the City, as amended from time to time (as so amended, the "Agreement"), to issue revenue bonds and other forms of indebtedness to assist nonprofit corporations to obtain tax-exempt financing for certain projects and purposes; and

WHEREAS, The City and County of San Francisco (the "City") is a member of the Authority; and

WHEREAS, Institute on Aging, a California nonprofit public benefit corporation (the "Borrower"), and an organization described in Internal Revenue Code Section 501(c)(3) ("Code"), has requested that the Authority issue revenue bonds, in one or more series, in an aggregate issue price not to exceed \$45,000,000 (the "Bonds") and loan the proceeds of the

Bonds to the Borrower (the "Loan") to: (i) refinance all or a portion of certain outstanding debt obligations that originally financed and refinanced the acquisition, construction, equipping and furnishing of facilities, including a clinic, meeting and office space and a parking garage, owned and operated by the Borrower, in connection with the provision of health care and other support services for low-income, frail older adults, and (ii) pay certain expenses incurred in connection with the issuance of the Bonds (collectively, the "Project"); and

WHEREAS, The Project, located at 3569-3575 Geary Boulevard, San Francisco, California 94118, is located within the territorial limits of the City; and

WHEREAS, The issuance of the Bonds shall be subject to the approval of and execution by the Authority of all financing documents relating thereto to which the Authority is a party; and

WHEREAS, Interest on the Bonds may qualify for tax exemption under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") only if the Bonds are approved by an "applicable elected representative" of the City in accordance with Section 147(f) of the Code; and

WHEREAS, The Board of Supervisors of the City (the "Board") is the elected legislative body of the City and is therefore an "applicable elected representative" required to approve the Bonds within the meaning of Code Section 147(f); and

WHEREAS, The Authority has requested the Board to approve the issuance of the Bonds by the Authority for the purposes of financing the Project in order to satisfy the public approval requirements of Code Section 147(f) and the requirements of Section 4 of the Agreement; and

WHEREAS, The Authority is also requesting that the Board approve the issuance of any refunding bonds hereafter issued by the Authority for the purpose of refinancing the

Bonds which financed the Project (the "Refunding Bonds"), but only in such cases where federal tax laws would not require additional consideration or approval by the Board; and

WHEREAS, On March 6, 2017, the City caused a notice to appear in the *San*Francisco Chronicle, which is a newspaper of general circulation in the City, stating that a public hearing with respect to the issuance of the Bonds would be held by the Office of Public Finance on March 20, 2017; and

WHEREAS, The Office of Public Finance held the public hearing described above on March 20, 2017, and an opportunity was provided for persons to comment on the issuance and sale of the Bonds and the plan of financing of the Project, and the Office of Public Finance has forwarded any comments received by such date to this Board; and

WHEREAS, The Bonds will be limited obligations of the Authority, payable solely from and secured solely by amounts received from or on behalf of the Borrower, and will not constitute an indebtedness or obligation, or a pledge of the faith and credit of, the City or the Authority, and

WHEREAS, It is intended that this resolution shall constitute the approval of the issuance of the Bonds required by Code Section 147(f) and the approval of the Project required by Section 4 of the Agreement; and

WHEREAS, The Director of Public Finance (the "Director") recommends approval of the issuance of the Bonds pursuant to Chapter 43, Article 9, Section 5 of the Administrative Code; now, therefore, be it

RESOLVED, That this Board hereby finds and declares the above recitals are true and correct; and, be it

FURTHER RESOLVED, That this Board hereby approves the issuance of the Bonds by the Authority for the purpose of financing the Project; and, be it

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

FURTHER RESOLVED, That the approval by the City of the issuance of the Bonds by the Authority is neither an approval of the underlying credit of the Borrower or of the proposed Project nor an approval of the financial structure of the Bonds; and neither the City, nor any department thereof, shall have any responsibility or liability whatsoever with respect to the Bonds or the Project; and, be it

FURTHER RESOLVED, That the Bonds shall not constitute a debt or obligation in any respect of the City, and no resources of the City shall be available or pledged to 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 Borrower; and, be it

FURTHER RESOLVED, That the adoption of this Resolution shall not obligate the City or any department of the City to (i) provide financing to the Borrower for the repayment of the Loan or to issue the Bonds for purposes of such financing; (ii) make any contribution or advance any funds to the Authority; or (iii) 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 regulatory action sought in connection with the Project; and, be it

FURTHER RESOLVED, That the Controller and the Director and any other proper officers of the City 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 this Resolution shall take effect immediately upon its adoption.

APPROVED AS TO FORM:

DENNIS J. HERRERA

CITY ATTORNEY

By: _____/ \/\ Mark D. Blake

Deputy City Attorney

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City and County of San Francisco Tails

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

Resolution

File Number:

170303

Date Passed: April 18, 2017

Resolution approving, in accordance with Internal Revenue Code, Section 147(f), the issuance of revenue bonds by the California Municipal Finance Authority in an aggregate principal amount not to exceed \$45,000,000 to refinance all or a portion of certain outstanding debt obligations that originally financed and refinanced the acquisition, construction, equipping, and furnishing of facilities owned and managed by Institute on Aging, a California nonprofit public benefit corporation, in connection with the provision of health care and other support services for low-income, frail older adults.

April 06, 2017 Budget and Finance Sub-Committee - RECOMMENDED

April 18, 2017 Board of Supervisors - ADOPTED

Ayes: 11 - Breed, Cohen, Farrell, Fewer, Kim, Peskin, Ronen, Safai, Sheehy, Tang and Yee

File No. 170303

I hereby certify that the foregoing Resolution was ADOPTED on 4/18/2017 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor

Date Approved