

File No. 220897

Committee Item No. 7

Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget and Finance Committee Date September 14, 2022

Board of Supervisors Meeting Date _____

Cmte Board

- Motion
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- Legislative Digest
- Budget and Legislative Analyst Report
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- Introduction Form
- Department/Agency Cover Letter and/or Report
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- Application
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OTHER (Use back side if additional space is needed)

- TEFRA Hearing Notice 7/1/2022
- TEFRA Affidavit of Publication 4/1/2021
- _____
- _____
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- _____

Completed by: Brent Jalipa Date September 8, 2022

Completed by: Brent Jalipa Date _____

1 [Issuance and Sale of Revenue Obligations - California Enterprise Development Authority -
2 The Urban School of San Francisco - Not to Exceed \$10,000,000]

3 **Resolution approving for purposes of Internal Revenue Code, Section 147(f), the**
4 **Issuance and Sale of Revenue Obligations by the California Enterprise Development**
5 **Authority, in an aggregate principal amount not to exceed \$10,000,000 to finance and/or**
6 **reimburse the cost of construction, installation, rehabilitation, equipping and/or**
7 **furnishing of educational and related facilities owned and operated by, or leased and**
8 **operated by The Urban School of San Francisco, a California nonprofit public benefit**
9 **corporation, located at 1530 Page Street.**

10
11 WHEREAS, The California Enterprise Development Authority (“Authority”) is authorized
12 pursuant to the provisions of California Government Code Section 6500 et seq. and the terms
13 of a Joint Powers Agreement, dated as of June 1, 2006 (“Agreement”), among certain public
14 agencies throughout the State of California, to issue revenue bonds and other forms of
15 indebtedness to assist nonprofit corporations to obtain tax-exempt financing for appropriate
16 projects and purposes; and

17 WHEREAS, The Urban School of San Francisco (“Borrower”), a California nonprofit
18 public benefit corporation and an organization described in Section 501(c)(3) of the Internal
19 Revenue Code of 1986 (“Code”), has requested that the Authority issue revenue obligations
20 qualifying as “qualified 501(c)(3) bonds” in an aggregate principal amount not to exceed
21 \$10,000,000 (“Obligations”) to (i) finance, and/or reimburse the Borrower for, capital
22 expenditures, including the construction, installation, rehabilitation, equipping and/or
23 furnishing of educational and related facilities, including a new approximately 18,300 square-
24 foot Performing Arts and Community Center, located at 1530 Page Street, San Francisco,
25 California 94117 (“Project”), all of which is or will be owned or leased and operated by, and

1 used in an integrated operation of, the Borrower, and (ii) pay various transaction costs and
2 related costs; and

3 WHEREAS, The Project is located within the boundaries of the City and County of San
4 Francisco (“City”), which is a member of the Authority; and

5 WHEREAS, Pursuant to Section 147(f) of the Code and the Treasury Regulations
6 promulgated thereunder, the issuance of the Obligations by the Authority may qualify for tax
7 exemption under Section 103 of the Code only if the Obligations are approved by an
8 “applicable elected representative” of both the governmental unit issuing the Obligations, or
9 on behalf of which the Obligations are to be issued, and a governmental unit having
10 jurisdiction over the geographic area in which the Project is located, after a public hearing held
11 following reasonable public notice; and

12 WHEREAS, The issuance and delivery of the Obligations shall be subject to the
13 approval of and execution by the Authority; and

14 WHEREAS, The Authority has requested that the Board of Supervisors of the City and
15 County of San Francisco (“Board”) approve the issuance and sale of the Obligations in order
16 to satisfy the requirements of Section 147(f) of the Code and the Treasury Regulations
17 promulgated thereunder, the Board being an applicable elected representative of the
18 governmental unit on behalf of which the Obligations are to be issued and having jurisdiction
19 over the geographic area in which the Project is located within the meaning of Section 147(f)
20 of the Code and the Treasury Regulations promulgated thereunder; and

21 WHEREAS, On July 1, 2022, the City caused a notice to appear on its website, stating
22 that a telephonic public hearing with respect to the issuance of the Obligations would be held
23 by the Office of Public Finance on July 8, 2022; and

1 WHEREAS, The Office of Public Finance of the City has held the public hearing
2 described above on July 8, 2022, and an opportunity was provided for persons to comment on
3 the issuance and sale of the Obligations and the plan of financing of the Project; and

4 WHEREAS, The Obligations will be limited obligations of the Authority, payable solely
5 from and secured solely by amounts received from or on behalf of the Borrower, and will not
6 constitute an indebtedness or obligation, or a pledge of the faith and credit of, or the taxing
7 power, if any, of the City or the Authority, except to the limited extent described herein; and

8 WHEREAS, It is intended that this Resolution shall constitute approval of the issuance
9 of the Obligations for purposes of Section 147(f) of the Code and the Treasury Regulations
10 promulgated thereunder; now, therefore, be it

11 RESOLVED, That this Board finds that all of the recitals set forth above are true and
12 correct; and, be it

13 FURTHER RESOLVED, That the Board, as an applicable elected representative of the
14 governmental unit on behalf of which the Obligations will be issued and having jurisdiction
15 over the geographic area in which the Project is or will be located, hereby approves the
16 issuance of the Obligations by the Authority. It is the purpose and intent of the Board that this
17 Resolution constitute both “issuer” approval and “host” approval of the issuance of the
18 Obligations by the City for purposes of Section 147(f) of the Code and the Treasury
19 Regulations promulgated thereunder; and, be it

20 FURTHER RESOLVED, That the approval by the Board of the issuance and sale of the
21 Obligations is neither an approval of the underlying credit issues of the Project nor an
22 approval of the financial structure of the Obligations, and that the adoption of this Resolution
23 shall not obligate (i) the City to provide financing to the Borrower for the construction,
24 installation, rehabilitation, equipping and/or furnishing of the Project or to issue the Obligations
25 for purposes of such financing, or (ii) the City, or any department of the City, to approve any

1 application or request for, or take any other action in connection with any environmental,
2 General Plan, zoning or any other permit or other action necessary for the construction,
3 installation, rehabilitation, equipping and/or furnishing of the Project; and, be it

4 FURTHER RESOLVED, That this Resolution shall take effect from and after its
5 adoption and approval.

6 APPROVED AS TO FORM:
7 DAVID CHIU, City Attorney

8 By: /s/ MARK D. BLAKE
9 MARK D. BLAKE
Deputy City Attorney

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CITY AND COUNTY OF SAN FRANCISCO

**NOTICE OF PUBLIC HEARING PURSUANT TO
SECTION 147(f) OF THE INTERNAL REVENUE CODE OF
1986, AS AMENDED, FOR THE FINANCING OF CERTAIN
FACILITIES FROM THE ISSUANCE OF TAX-EXEMPT
OBLIGATIONS**

NOTICE IS HEREBY GIVEN that at 4:00 p.m. on Friday, July 8, 2022, a telephonic public hearing (“Public Hearing”) will be held by the City and County of San Francisco’s Controller’s Office of Public Finance for the proposed issuance of tax-exempt obligations qualifying as “qualified 501(c)(3) bonds,” in one or more series (“Obligations”), by the California Enterprise Development Authority (“Authority”), in an aggregate principal amount not to exceed \$10,000,000, the interest on which is intended to be federally tax-exempt and exempt from State of California personal income taxes. The Public Hearing is intended to comply with the public approval requirement of Section 147(f) of the Internal Revenue Code of 1986, as amended (“Code”), and the Treasury Regulations promulgated thereunder.

The Public Hearing will be accessible by telephonic access only. The Office of Public Finance will open the hearing promptly at 4:00 p.m. and close the hearing at 4:10 p.m. unless additional time is needed to ensure that all public comments are received. The toll-free number and access code for the Public Hearing are as follows:

Toll-Free Number: 1-877-402-9753

Access Code: 8883457#

Proceeds of the Obligations will be loaned by a financial institution to the Authority, which will simultaneously loan such proceeds to The Urban School of San Francisco, a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Code (“Borrower”), pursuant to a loan agreement or similar financing arrangement (“Loan Agreement”). The Borrower intends to use the proceeds of the Obligations, together with other funds of the Borrower, (i) to finance, and/or reimburse the Borrower for, capital expenditures, including the construction, installation, rehabilitation, equipping and/or furnishing of educational and related facilities, including a new approximately 18,300 square-foot Performing Arts and Community Center, located at 1530 Page Street, San Francisco, California 94117 (the “Project”), and (ii) to pay various transaction costs and related costs.

The Project is and will be owned or leased and operated by, and used in an integrated operation of, the Borrower.

The Obligations will be issued in one or more series, and will be paid entirely from payments by the Borrower under the Loan Agreement. Neither the full faith and credit nor the taxing power, if any, of the City and County of San Francisco (“City”), the Authority and its members, the State of California (“State”) or any other political corporation, subdivision or agency of the State is pledged to the payment of the principal of, premium, if any, or interest on the Obligations, nor shall the City, the Authority and its members, the State, or any other political corporation, subdivision or agency of the State be liable or obligated to pay the principal of, premium, if any, or interest on the Obligations.

Members of the public wishing to comment on the proposed issuance of the Obligations, the nature or location of the Project, or the plan of the proposed financing for the Project may dial into the Public Hearing using the toll-free number and access code set forth above, or may submit written comments, which must be received prior to the Public Hearing, to the City's Office of Public Finance as follows: PublicFinance@sfgov.org.

Date: July 1, 2022

CITY AND COUNTY OF SAN FRANCISCO



OFFICE OF THE CONTROLLER
CITY AND COUNTY OF SAN FRANCISCO

Ben Rosenfield
Controller

Todd Rydstrom
Deputy Controller

AFFIDAVIT OF PUBLICATION ON CITY WEBSITE

Peter Trinh, the undersigned, hereby certifies that the attached Notice of TEFRA Hearing (Notice) was published on the Public Forms & Notices page maintained by the Controller's Office at the following Web address:

<https://sfcontroller.org/public-forms-notice#TEFRA>

The TEFRA section of the Controller's Public Forms & Notices page is listed on the City's primary public website for Public Notices at the following web address:

<https://sfgov.org/public-notice>

The Notice was posted on 07/01/2022, and was maintained continuously on the website until 07/8/2022. A copy of a screen shot of the notice is attached as Exhibit A.


Executed on 07/19/2022 in San Francisco, California.


Peter Trinh

Peter Trinh

Exhibit A – Screen Shots of Posted TEFRA Notice

The screenshot shows a web browser window with the address bar displaying <https://sfcontroller.org/node/72#TEFRA>. The page content is titled "Tax Equity and Fiscal Responsibility Act (TEFRA) Hearing Notices". Below the title is a list of 18 TEFRA notices, each with a link to the notice and a date. The first notice is "TEFRA Notice – SF University High School 07-25-22". The second notice, "TEFRA Notice – Urban School 07-08-22", is highlighted in blue. The list continues with notices for California College of the Arts, Progress Foundation, The Brandeis School, City & County of San Francisco IRFD No. 1 (Treasure Island), National Center for International Schools, Chinese Hospital Association, Chinese American International School, Presidio Hill School, Hebrew Home for the Aged Disabled, Front Porch Communities and Services, Alta Vista School, Pacific Primary School, San Francisco Friends School (RESCHEDULED), San Francisco Day School, Town School for Boys, San Francisco Waldorf School, and University High School.

Office of the Controller | City Hall Room 316, 1 Dr. Carlton B. Goodlett Pl., San Francisco, CA 94102 | (415) 554-7500 | controller@sfgov.org |  Service 24x7


City and County of San Francisco

3 | AFFIDAVIT OF PUBLICATION ON CITY WEBSITE

Microsoft Word - FRB - Urban 2022 - TEFRA Notice v0PF

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CITY AND COUNTY OF SAN FRANCISCO

NOTICE OF PUBLIC HEARING PURSUANT TO SECTION 147(f) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, FOR THE FINANCING OF CERTAIN FACILITIES FROM THE ISSUANCE OF TAX-EXEMPT OBLIGATIONS

NOTICE IS HEREBY GIVEN that at 4:00 p.m. on Friday, July 8, 2022, a telephonic public hearing ("Public Hearing") will be held by the City and County of San Francisco's Controller's Office of Public Finance for the proposed issuance of tax-exempt obligations qualifying as "qualified 501(c)(3) bonds," in one or more series ("Obligations"), by the California Enterprise Development Authority ("Authority"), in an aggregate principal amount not to exceed \$10,000,000, the interest on which is intended to be federally tax-exempt and exempt from State of California personal income taxes. The Public Hearing is intended to comply with the public approval requirement of Section 147(f) of the Internal Revenue Code of 1986, as amended ("Code"), and the Treasury Regulations promulgated thereunder.

The Public Hearing will be accessible by telephonic access only. The Office of Public Finance will open the hearing promptly at 4:00 p.m. and close the hearing at 4:30 p.m., unless additional time is needed to ensure that all public comments are received. The toll-free number and access code for the Public Hearing are as follows:

Toll-Free Number: 1-877-402-9753

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Proceeds of the Obligations will be loaned by a financial institution to the Authority, which will simultaneously loan such proceeds to The Urban School of San Francisco, a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Code ("Borrower"), pursuant to a loan agreement or similar financing arrangement ("Loan Agreement"). The Borrower intends to use the proceeds of the Obligations, together with other funds of the Borrower, (i) to finance, and/or reimburse the Borrower for, capital expenditures, including the construction, installation, rehabilitation, equipping and/or furnishing of educational and related facilities, including a new approximately 18,300 square-foot Performing Arts and Community Center, located at 1530 Page Street, San Francisco, California 94117 (the "Project"), and (ii) to pay various transaction costs and related costs.

The Project is and will be owned or leased and operated by, and used in an integrated operation of, the Borrower.

The Obligations will be issued in one or more series, and will be paid entirely from payments by the Borrower under the Loan Agreement. Neither the full faith and credit nor the taxing power, if any, of the City and County of San Francisco ("City"), the Authority and its members, the State of California ("State") or any other political corporation, subdivision or agency of the State is pledged to the payment of the principal of, premium, if any, or interest on the Obligations, nor shall the City, the Authority and its members, the State, or any other political corporation, subdivision or agency of the State be liable or obligated to pay the principal of, premium, if any, or interest on the Obligations.

MEMORANDUM

Members of the public wishing to comment on the proposed issuance of the Obligations, the nature or location of the Project, or the plan of the proposed financing for the Project may dial into the Public Hearing using the toll-free number and access code set forth above, or may submit written comments, which must be received prior to the Public Hearing, to the City's Office of Public Finance as follows: PublicFinance@sf.gov.

Date: July 1, 2022

CITY AND COUNTY OF SAN FRANCISCO



OFFICE OF THE CONTROLLER

CITY AND COUNTY OF SAN FRANCISCO

Ben Rosenfield
Controller

Todd Rydstrom
Deputy Controller

Anna Van Degna
Director of Public Finance

July 22, 2022

Supervisor Dean Preston
City Hall, Room 244
City and County of San Francisco Board of Supervisors
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102

Dear Supervisor Preston:

Thank you for agreeing to introduce the Board of Supervisors resolution approving, for the purposes of the Internal Revenue Code, the issuance of tax-exempt obligations, in one or more series, (the "Obligations") by the California Enterprise Development Authority (the "Authority") on behalf of The Urban School of San Francisco, a California nonprofit corporation (the "Corporation"), to finance and/or refinance certain capital facilities owned and operated by the Corporation as summarized below. I respectfully request introduction of the resolution at the meeting of the Board of Supervisors on Tuesday, July 26, 2022.

Pursuant to the Tax Equity and Fiscal Responsibility Act (TEFRA), to facilitate the tax exemption of interest on the Bonds the City is required to conduct a public hearing and to approve the financing by the Authority. The Office of Public Finance held such hearing on Thursday, July 8, 2022, notice of which was published on the City's Public Notices website on July 1, 2022. No public comments were heard or received through the public hearing process. The action by the Board will acknowledge that the hearing was duly held and that the financing is proceeding. The Bonds will be issued in an aggregate principal amount not to exceed \$10 million. I have performed a limited due diligence review of information pertaining to the project and proposed financing that I have summarized below.

The Borrower

Founded in 1966, The Urban School of San Francisco is an innovative, independent high school, seeking students from diverse backgrounds in order to build a strong, inclusive community and prepare students for lives in a multicultural society. The School seeks to ignite a passion for learning, inspiring its students to become self-motivated, enthusiastic participants in their education – both in high school and beyond. Its values include learning framed as a joyful act of discovery, improved by reflection, evaluation, evolution, and innovation, within and beyond the classroom. The school honors the uniqueness of the individual, and seeks to allow students to grow in an environment characterized by trust, honesty, and mutual respect. According to its website, the Urban School has a total enrollment of 420 students, 89% of whom reside in San Francisco.

The Project

Proceeds of the Obligations will be loaned by a financial institution to the Authority, which will simultaneously loan such proceeds to The Urban School of San Francisco, a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Code ("Borrower"), pursuant to a loan agreement or similar financing arrangement ("Loan Agreement"). The Borrower intends to use the proceeds of the Obligations, together with other funds of the Borrower, (i) to finance, and/or reimburse the Borrower for,

capital expenditures, including the construction, installation, rehabilitation, equipping and/or furnishing of educational and related facilities, including a new approximately 18,300 square-foot Performing Arts and Community Center, located at 1530 Page Street, San Francisco, California 94117 (the “Project”), and (ii) to pay various transaction costs and related costs.

Financing Information

Assuming all required approvals are obtained, the Authority expects to issue the Obligation in an amount not to exceed \$10 million. Bond counsel on the transaction is Norton Rose Fulbright LLP.

Public Approval Process

The City and County of San Francisco is a participating member of the Authority, a joint powers authority. The Authority is authorized to issue bonds, notes, certificates of participation, or other forms of indebtedness, including refunding previously issued debt. As noted above, federal tax law requires that the governing body of the jurisdiction in which the project is located approve the financing and the project after providing the opportunity for a duly-noticed public hearing before the Obligation may be issued on a tax-exempt basis. Your assistance with this matter is greatly appreciated. Please contact me at vishal.trivedi@sfgov.org if you any questions or require additional information. Thank you.

Sincerely,

Vishal Trivedi

Office of Public Finance

Print Form

Introduction Form

By a Member of the Board of Supervisors or Mayor

Time stamp
or meeting date

I hereby submit the following item for introduction (select only one):

- 1. For reference to Committee. (An Ordinance, Resolution, Motion or Charter Amendment).
- 2. Request for next printed agenda Without Reference to Committee.
- 3. Request for hearing on a subject matter at Committee.
- 4. Request for letter beginning : "Supervisor [] inquiries"
- 5. City Attorney Request.
- 6. Call File No. [] from Committee.
- 7. Budget Analyst request (attached written motion).
- 8. Substitute Legislation File No. []
- 9. Reactivate File No. []
- 10. Topic submitted for Mayoral Appearance before the BOS on []

Please check the appropriate boxes. The proposed legislation should be forwarded to the following:

- Small Business Commission
- Youth Commission
- Ethics Commission
- Planning Commission
- Building Inspection Commission

Note: For the Imperative Agenda (a resolution not on the printed agenda), use the Imperative Form.

Sponsor(s):

Supervisor Dean Preston

Subject:

TEFRA Resolution---Approving Issuance by the California Enterprise Development Authority of Revenue Obligations and TEFRA Hearing for The Urban School of San Francisco---Not to Exceed \$10,000,000

The text is listed:

Resolution Approving for Purposes of Internal Revenue Code Section 147(f) the Issuance and Sale of Revenue Obligations by the California Enterprise Development Authority, in an aggregate principal amount not to exceed \$10,000,000, to finance and/or reimburse the cost of construction, installation, rehabilitation, equipping and/or furnishing of educational and related facilities owned and operated by, or leased and operated by, The Urban School of San Francisco, a California nonprofit public benefit corporation.

Signature of Sponsoring Supervisor: 

For Clerk's Use Only