

1 [Issuance and Sale of Revenue Obligations - California Enterprise Development Authority -
2 San Francisco Waldorf School - Not to Exceed \$25,000,000]

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 \$25,000,000 to finance or**
6 **refinance the acquisition, construction, renovation, rehabilitation, improvement and/or**
7 **equipping of educational and related facilities to be owned and operated by San**
8 **Francisco Waldorf School Association, a California nonprofit public benefit**
9 **corporation.**

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, San Francisco Waldorf School Association (“Borrower”), a California
18 nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the
19 Internal Revenue Code of 1986, as amended (“Code”), has requested that the Authority issue
20 revenue obligations in an aggregate principal amount not to exceed \$25,000,000
21 (“Obligations”): (to refinance certain indebtedness that previously financed costs relating to
22 the acquisition, construction, renovation, rehabilitation, improvement and/or equipping of its
23 educational facilities (“Prior Project”) located at 470 West Portal Ave., San Francisco,
24 California 94127 (“High School Campus”) and at 2938 Washington Street, San Francisco,
25 California 94115 (“Lower/Middle School Campus”); (ii) to finance and/or reimburse the

1 Borrower for the cost of acquisition, construction, renovation, rehabilitation, improvement
2 and/or equipping of (a) a 10,020 square foot athletic and community center located at the
3 High School Campus, including a gymnasium, performance venue, classroom and meeting
4 space, (b) an 1,100 square foot expansion to the Lower/Middle School Campus, including
5 activity spaces, a kitchen area and communal space, and (c) an approximately 1,400 square
6 foot residential property located at 460 West Portal, San Francisco, California 94127
7 (collectively, the “New Project” and, together with the Prior Project, the “Project”), and (iii) to
8 pay various transaction costs and related costs; and

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

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

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

20 WHEREAS, The Authority has requested the Board of Supervisors of the City and
21 County of San Francisco (“Board”) to approve the issuance and sale of the Obligations in
22 order to satisfy the requirements of Section 147(f) of the Code, and the Treasury Regulations
23 promulgated thereunder, the Board being an applicable elected representative having
24 jurisdiction over the geographic area in which the Project is located within the meaning of
25 Section 147(f) of the Code, and the Treasury Regulations promulgated thereunder; and

1 WHEREAS, On June 11, 2020, the City caused a notice to appear on its website
2 stating that a public hearing with respect to the issuance of the Obligations would be held by
3 the Office of Public Finance on June 18, 2020; and

4 WHEREAS, The Office of Public Finance of the City has held the public hearing
5 described above on June 18, 2020, and an opportunity was provided for persons to comment
6 on the issuance and sale of the Obligations and the plan of financing and refinancing of the
7 Project; and

8 WHEREAS, The Obligations will be limited obligations of the Authority, payable solely
9 from and secured solely by amounts received from or on behalf of the Borrower, and will not
10 constitute an indebtedness or obligation, or a pledge of the faith and credit of, the City or the
11 Authority, except to the limited extent described herein; and

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

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

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

24 FURTHER RESOLVED, That the approval by the Board of the issuance and sale of the
25 Obligations is neither an approval of the underlying credit issues of the Project nor an

1 approval of the financial structure of the Obligations, and that the adoption of this Resolution
2 shall not obligate (i) the City to provide financing to the Borrower for the acquisition,
3 construction, renovation, rehabilitation, improvement and/or equipping of the Project, or to
4 issue the Obligations for purposes of such financing or (ii) the City, or any department of the
5 City, to approve any application or request for, or take any other action in connection with any
6 environmental, General Plan, zoning or any other permit or other action necessary for the
7 construction, renovation, rehabilitation, improvement and/or equipping of the Project; and, be
8 it

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

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12 APPROVED AS TO FORM:
13 DENNIS J. HERRERA, City Attorney

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16 By: /s/ Mark D. Blake
17 MARK D. BLAKE
18 Deputy City Attorney
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