

1 [Issuance of Tax-Exempt Obligations - Pacific Primary - Not to Exceed \$4,500,000]

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3 **Resolution approving the issuance of tax-exempt obligations by the Association of Bay**
4 **Area Governments Finance Authority for nonprofit corporations in an aggregate**
5 **principal amount not to exceed \$4,500,000 to finance and refinance various capital**
6 **facilities owned by Pacific Primary, a California nonprofit corporation, or an affiliate**
7 **thereof; and determining other matters in connection therewith.**

8
9 WHEREAS, Pacific Primary, a California nonprofit corporation (the "Corporation") has
10 requested that the ABAG Finance Authority for Nonprofit Corporations, a joint exercise of
11 powers agency established pursuant to the laws of the State of California (the "Authority")
12 issue from time to time tax-exempt obligations (the "Obligation"), in an aggregate principal
13 amount not expected to exceed \$4,500,000, for the purpose of making one or more loans
14 (collectively, the "Loan") to the Corporation pursuant to a plan of financing for various capital
15 facilities as more fully described below; and

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

18 WHEREAS, The Corporation plans to use the proceeds of the Loan for the following
19 purposes: (1) redeem in full all of the outstanding \$4,550,000 ABAG Finance Authority for
20 Nonprofit Corporations Variable Rate Demand Revenue Bonds (Pacific Primary) Series 2008,
21 the proceeds of which were used for the construction, acquisition, improvement, capital
22 maintenance, equipment acquisition and other related capital expenditures at the School's
23 facilities located at 1500 and 1501 Grove Street, San Francisco, California (together, the
24 "Campus"), (2) pay and/or reimburse miscellaneous capital expenditures related to the

1 acquisition, construction, improvement and equipping of the Campus, and (3) pay various
2 costs of issuance and other related costs (collectively, the "Project"); and

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

6 WHEREAS, The Project is located wholly within the City; and

7 WHEREAS, The interest on the Obligation may qualify for tax exemption under Section
8 103 of the Internal Revenue Code of 1986, as amended (the "Code") only if the Obligation is
9 approved in accordance with Section 147(f) of the Code; and

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

13 WHEREAS, The Authority has requested the Board to approve the issuance of the
14 Obligation in order to satisfy the public approval requirements of Section 147(f) of the Code;
15 and

16 WHEREAS, On October 14, 2013, the City caused a notice to appear in the *San*
17 *Francisco Chronicle*, which is a newspaper of general circulation in the City, stating that a
18 public hearing with respect to the issuance of the Obligation would be held by the City's Office
19 of Public Finance on October 28, 2013; and

20 WHEREAS, The Office of Public Finance held the public hearing described above on
21 October 28, 2013, and an opportunity was provided for persons to comment on the issuance
22 of the Obligation and the financing and refinancing of the Project; now, therefore be it

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

1 FURTHER RESOLVED, That this Board hereby approves the issuance of the
2 Obligation by the Authority; and be it

3 FURTHER RESOLVED, That it is the purpose and intent of this Board that this
4 Resolution constitutes approval of the issuance of the Obligation by the applicable elected
5 representative of the governmental unit having jurisdiction over the area in which the Project
6 is located for the purposes of and in accordance with Section 147(f) of the Code; and, be it

7 FURTHER RESOLVED, That the approval of the issuance of the Obligation by the City
8 is neither an approval of the underlying credit issues of the proposed Project nor an approval
9 of the financial structure of the Obligation; and be it

10 FURTHER RESOLVED, That the Obligation shall not constitute a debt or obligation of
11 the City and the payment of the principal, prepayment premium, if any, and purchase price of
12 and interest on the Obligation shall be solely the responsibility of the Corporation; and be it

13 FURTHER RESOLVED, That adoption of this Resolution shall not obligate (i) the City
14 to provide financing to the Corporation for the acquisition, rehabilitation and development of
15 the Project or to issue the Obligation for purposes of such financing; or (ii) the City, or any
16 department of the City, to approve any application or request for, or take any other action in
17 connection with, any environmental, General Plan, zoning or any other permit or other
18 regulatory action sought in connection with the Project; and be it

19 FURTHER RESOLVED, That this Resolution shall take effect immediately upon its
20 adoption.

21 APPROVED AS TO FORM:
22 DENNIS J. HERRERA
23 CITY ATTORNEY

24 BY: _____
25 Mark D. Blake
Deputy City Attorney