

1 [California Enterprise Development Authority Issuance of Tax-Exempt Bonds - Brandeis
2 School of San Francisco - Not to Exceed \$10,000,000]

3 **Resolution approving in accordance with Internal Revenue Code of 1986, as amended,**
4 **Section 147(f) thereof, the issuance of tax-exempt revenue obligations by the California**
5 **Enterprise Development Authority in an aggregate principal amount not to exceed**
6 **\$10,000,000 to refinance various capital facilities owned by the Brandeis School of San**
7 **Francisco.**

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9 WHEREAS, The Brandeis School of San Francisco (formerly Brandeis Hillel Day
10 School), a nonprofit corporation, duly organized and existing under the laws of the State of
11 California (the "Borrower") has requested that the California Enterprise Development Authority,
12 a joint exercise of powers agency established pursuant to the laws of the State of California
13 (the "Authority") issue its revenue obligations (the "Obligations") in an aggregate principal
14 amount not expected to exceed \$10,000,000, for the purpose of making a loan (the "Loan") to
15 the Borrower which will refinance various capital facilities as more fully described below; and

16 WHEREAS, Proceeds of the Obligations are to be loaned to the Borrower pursuant to a
17 loan agreement (the "Loan Agreement"); and

18 WHEREAS, The Borrower plans to use the proceeds of the Loan for the following
19 purposes: (i) to refinance the Borrower's indebtedness in the amount of approximately
20 \$9,750,000 under that certain Loan Agreement, dated as of October 1, 2010, by and among
21 the Borrower, the Issuer and First Republic Bank, as lender, which indebtedness was used to
22 refinance the cost incurred to acquire, construct, install, rehabilitate, equip and furnish
23 educational facilities located at 655 Brotherhood Way, San Francisco, California 94132

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1 (collectively, the "Facilities"), and (ii) pay certain costs of issuance in connection with the
2 financing (collectively, the "Project"); and

3 WHEREAS, The City and County of San Francisco (the "City") is an associate member
4 of the Authority; and

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

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

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

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

15 WHEREAS, The Authority has requested the Board to approve the issuance of the
16 Obligations in order to satisfy the public approval requirements of Section 147(f) of the Code
17 and the Act; and

18 WHEREAS, On February 29, 2016, the City caused a notice to appear in *The*
19 *Examiner*, which is a newspaper of general circulation in the City, stating that a public hearing
20 with respect to the issuance of the Obligations would be held by the City's Office of Public
21 Finance on March 14, 2016; and

22 WHEREAS, The Office of Public Finance held the public hearing described above on
23 March 14, 2016, and an opportunity was provided for persons to comment on the issuance of
24 the Obligations and the plan of finance for the Project; and

1 WHEREAS, The Director of the Office of Public Finance recommends approval of the
2 issuance of the Obligations pursuant to Chapter 43, Article 9, Section 5 of the Administrative
3 Code; now, therefore, be it

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

6 FURTHER RESOLVED, That this Board hereby approves the issuance, from time to
7 time, pursuant to a plan of finance, of the Obligations by the Authority; and, be it

8 FURTHER RESOLVED, That it is the purpose and intent of this Board that this
9 Resolution constitute approval of the issuance of the Obligations by the applicable elected
10 representative of the governmental unit having jurisdiction over the area in which the Project
11 is located for the purposes of and in accordance with Section 147(f) of the Code and the Act;
12 and, be it

13 FURTHER RESOLVED, That the approval by the City of the issuance of the
14 Obligations by the Authority is neither an approval of the underlying credit issues of the
15 proposed Project nor an approval of the financial structure of the Obligations; none of the City
16 or any department thereof, shall have any responsibility or liability whatsoever with respect to
17 the Obligations or the Project, and no recourse shall be had to the taxing power, general fund
18 or other resources of the City of the repayment of the Obligations; and, be it

19 FURTHER RESOLVED, That the Obligations shall not constitute a debt or obligation of
20 the City and the payment of the principal, prepayment premium, if any, and purchase price of
21 and interest on the Obligations shall be solely the responsibility of the Borrower; and, be it

22 FURTHER RESOLVED, The adoption of this Resolution shall not obligate (i) the City to
23 provide financing to the Borrower for the Project or to issue the Obligations for purposes of
24 such financing; (ii) levy taxes or make any contribution or advance any funds to the Authority;
25 (iii) the City or any department of the City to approve any application or request for, or take

1 any other action in connection with, any environmental, General Plan, zoning or any other
2 permit or other regulatory action sought in connection with the Project; and, be it

3 FURTHER RESOLVED, That this Resolution shall take effect immediately upon its
4 adoption.

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6 APPROVED AS TO FORM:
7 DENNIS J. HERRERA
8 City Attorney

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11 By: _____

12 Mark D. Blake
13 Deputy City Attorney
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