File No. 201142

Committee Item No. _____7 Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

AGENDA PACKET CONTENTS LIST

Committee: Budget & Finance Committee

| Date October 21, 2020 |
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Board of Supervisors Meeting

Cmte Board

| | Motion Resolution Ordinance Legislative Digest Budget and Legislative Analyst Report Youth Commission Report Introduction Form Department/Agency Cover Letter and/or Report MOU Grant Information Form Grant Budget Subcontract Budget Contract/Agreement Form 126 – Ethics Commission Award Letter Application Public Correspondence | | | |
|---|---|--|--|--|
| OTHER (Use back side if additional space is needed) | | | | |
| | Notice of Public Hearing Affidavit of Publication on City Website | | | |
| Completed | by: Linda Wong Date October 15, 2020 | | | |

| Completed by: | Linua wong | | <u>Uctober 15, 2020</u> |
|---------------|------------|-------|-------------------------|
| Completed by: | Linda Wong | Date_ | |
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FILE NO. 201142

RESOLUTION NO.

1 2 [Execution of Tax-Exempt Loan - California Municipal Finance Authority - Pacific Primary School - Not to Exceed \$3,700,000]

Resolution approving, in accordance with Section 147(f) of the Internal Revenue Code 3 4 of 1986, as amended ("Code"), the execution of a tax-exempt loan or loans by the 5 California Municipal Finance Authority ("Authority") in one or more series pursuant to 6 a plan of financing and in an aggregate principal amount not to exceed \$3,700,000 7 ("Authority Loan"), the proceeds of which will be loaned by the Authority ("Borrower 8 Loan") to Pacific Primary School, a California nonprofit public benefit corporation and 9 an organization described in, and exempt from tax under, Section 501(c)(3) of the 10 Code ("Borrower"), to (i) prepay and refinance in full all of the outstanding principal amount of ABAG Finance Authority for Nonprofit Corporations 2013 Tax-Exempt Loan 11 12 (Pacific Primary), originally issued in the principal amount of \$4,100,000 the proceeds 13 of which were used to redeem in full all of the then outstanding principal amount of 14 ABAG Finance Authority for Nonprofit Corporations Variable Rate Demand Revenue 15 Bonds (Pacific Primary) Series 2008, originally issued in the principal amount of 16 \$4,550,000 the proceeds of which were used for the construction, acquisition, 17 improvement, capital maintenance, equipment acquisition and other related capital expenditures at the Borrower's facilities located at 1500 and 1501 Grove Street, San 18 19 Francisco, California and (ii) pay certain expenses incurred in connection with the delivery of the Borrower Loan (collectively, the "Project"). 20

21

WHEREAS, The California Municipal Finance Authority ("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 and County of San Francisco ("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 financing, including tax-exempt financing, for certain projects and purposes; and

7

WHEREAS, The City is a member of the Authority; and

8 WHEREAS, Pacific Primary School, a California nonprofit public benefit corporation 9 ("Borrower"), and an organization described in, and exempt from tax under, Internal Revenue 10 Code Section 501(c)(3), as amended ("Code"), has requested that the Authority obtain a loan or loans, in one or more series pursuant to a plan of financing and in an aggregate principal 11 12 amount not to exceed \$3,700,000 ("Authority Loan") and loan the proceeds of the Authority 13 Loan to the Borrower ("Borrower Loan") to (i) prepay and refinance in full all of the outstanding principal amount of ABAG Finance Authority for Nonprofit Corporations 2013 Tax-Exempt 14 15 Loan (Pacific Primary), originally issued in the principal amount of \$4,100,000 the proceeds of 16 which were used to redeem in full all of the then outstanding principal amount of ABAG 17 Finance Authority for Nonprofit Corporations Variable Rate Demand Revenue Bonds (Pacific 18 Primary) Series 2008, originally issued in the principal amount of \$4,550,000 the proceeds of 19 which were used for the construction, acquisition, improvement, capital maintenance, 20 equipment acquisition and other related capital expenditures at the Borrower's facilities 21 located at 1500 and 1501 Grove Street, San Francisco, California and (ii) pay certain expenses incurred in connection with the delivery of the Borrower Loan (collectively, the 22 23 "Project"); and

24 WHEREAS, The Project is located within the territorial limits of the City and concerns 25 the refinancing of facilities of the Borrower at its Campus, located at 1500 and 1501 Grove 1 Street, San Francisco, California; and

WHEREAS, The execution of the Authority Loan 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

5 WHEREAS, Interest on the Authority Loan relating to the Project may qualify for tax 6 exemption under Section 103 of the Code only if the Authority Loan relating to the Project is 7 approved by an "applicable elected representative" of the City in accordance with Section 8 147(f) of the Code; and

9 WHEREAS, The Board of Supervisors of the City (the "Board") is the elected legislative 10 body of the City and is therefore an "applicable elected representative" required to approve 11 the Authority Loan relating to the Project within the meaning of Section 147(f) of the Code and 12 is the "governing body" of the City required to approve the Authority Loan and the Project in 13 accordance with Section 4 of the Agreement; and

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

WHEREAS, On September 14, 2020, the City caused a public notice to appear on its
website, stating that a public hearing with respect to the execution of the Authority Loan and
the Project would be held by telephone at a toll-free number on September 21, 2020; and

WHEREAS, The Office of Public Finance held the public hearing described above on
September 21, 2020, and an opportunity was provided for persons to comment on the
execution of the Authority Loan in one or more series and the plan of financing for the Project,
and the Office of Public Finance has forwarded any comments received by such date to this
Board; and

WHEREAS, The Authority Loan will be a limited obligation 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, or the
 taxing power, if any, of, the City or the Authority; and

5 WHEREAS, It is intended that this resolution shall constitute the approval of the 6 execution of the Authority Loan relating to the Project as a tax-exempt obligation required by 7 Section 147(f) of the Code and the approval of the Authority Loan and the Project required by 8 Section 4 of the Agreement; and

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

11 FURTHER RESOLVED, That this Board hereby approves the execution of the 12 Authority Loan by the Authority for the purpose of financing the Project; and, be it 13 FURTHER RESOLVED, That it is the purpose and intent of this Board that this 14 Resolution constitute approval of the execution of the Authority Loan by the Authority in one or 15 more series and of the plan of financing of the Project, as the applicable elected 16 representative of the governmental unit having jurisdiction over the area in which the Project 17 is located, for purposes of and in accordance with (a) Section 147(f) of the Code as applicable 18 to the execution of the Authority Loan relating to the Project as a tax-exempt obligation and

19 (b) Section 4 of the Agreement; and, be it

FURTHER RESOLVED, That the approval by the City of the execution of the Authority Loan by the Authority relating to the Project 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 Authority Loan; and neither the City nor any department, official or officer thereof shall have any responsibility or liability whatsoever with respect to the Authority Loan or the Project; and, be it

1 FURTHER RESOLVED, That neither the Authority Loan nor the Borrower Loan shall 2 constitute a debt or obligation in any respect of the City, and the faith and credit of the City is 3 not pledged to the repayment of the Authority Loan or the Borrower Loan, and the payment of the principal, prepayment premium, if any, and interest on the Authority Loan or the Borrower 4 5 Loan shall be solely the responsibility of the Authority or the Borrower, respectively; and, be it 6 FURTHER RESOLVED, That the adoption of this Resolution shall not obligate the City 7 or any department of the City to (i) provide financing to the Authority or the Borrower for the 8 repayment of the Authority Loan or the Borrower Loan or to make any loan to or for the benefit 9 of the Authority or the Borrower for purposes of such financing; (ii) make any contribution or advance any funds to the Authority or the Borrower; or (iii) approve any application or request 10 for, or take any other action in connection with, any environmental, General Plan, zoning or 11 12 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

- 17 FURTHER RESOLVED, That this Resolution shall take effect immediately upon its18 adoption.
- 19 APPROVED AS TO FORM:
- 20 DENNIS J. HERRERA CITY ATTORNEY
- 21
- 22 By: <u>/s/ Mark D. Blake</u> Mark D. Blake 23 Deputy City Attorney
- 24 n:\financ\as2020\1300182\01481445.docx
- 25

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 REFINANCING OF CERTAIN FACILITIES FROM THE SALE OF TAX-EXEMPT OBLIGATIONS

NOTICE IS HEREBY GIVEN that on September 21, 2020, a public hearing required by Section 147(f) of the Internal Revenue Code of 1986, as amended ("Code"), will be held with respect to the proposed execution by the California Municipal Finance Authority ("Authority") of a tax-exempt loan or loans in one or more series with one or more banking institutions pursuant to a plan of financing and in an aggregate principal amount not to exceed \$3,700,000 ("Authority Loan"). The proceeds of the Authority Loan will be loaned by the Authority to Pacific Primary School, a nonprofit public benefit corporation ("Borrower"), duly organized and validly existing under the laws of the State of California and an organization described in, and exempt from tax under, Section 501(c)(3) of Code ("Borrower Loan"). The Borrower Loan will be used to (i) prepay and refinance in full all of the outstanding principal amount of ABAG Finance Authority for Nonprofit Corporations 2013 Tax-Exempt Loan (Pacific Primary), originally issued in the principal amount of \$4,100,000, the proceeds of which were used to redeem in full all of the then outstanding principal amount of ABAG Finance Authority for Nonprofit Corporations Variable Rate Demand Revenue Bonds (Pacific Primary) Series 2008, originally issued in the principal amount of \$4,550,000, the proceeds of which were used for the construction, acquisition, improvement, capital maintenance, equipment acquisition and other related capital expenditures at the Borrower's facilities located at 1500 and 1501 Grove Street, San Francisco, California and (ii) pay certain expenses incurred in connection with the delivery of the Borrower Loan (collectively, the "Project").

The Project is located within the territorial limits of the City and County of San Francisco ("City") and is owned and operated by the Borrower.

The Public Hearing will be held via teleconference, accessible by dialing the following toll free telephone number, and then entering the access code:

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

Access Code: 8883457#

The hearing will commence promptly at 3:00 p.m. on September 21, 2020, and the line will be held open for public comment until at least 3:10 p.m., at which time the Public Hearing will be concluded unless there are additional public comments to be heard. The public hearing is being conducted by the City to comply with the public approval requirements of Section 147(f) of the Code applicable to the Authority Loan executed by the Authority to finance the Project.

The Authority Loan is payable solely from certain revenues duly pledged therefor and generally representing amounts paid by the Borrower pursuant to the Borrower Loan. Neither the full faith and credit nor the taxing power, if any, of the 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 Authority Loan or the Borrower Loan, nor shall the City, the Authority and its members, the State, or any other political corporation, subdivision or agency of the State, nor any official or officer of any of the foregoing, be liable or obligated to pay the principal of, premium, if any, or interest on the Authority Loan or the Borrower Loan.

Those wishing to comment on the proposed refinancing of the Project may call the tollfree number to comment at the public hearing or submit written comments, which must be received prior to the Public Hearing, to the City, c/o Office of Public Finance, City Hall Room 316, 1 Dr. Carlton B. Goodlett Pl., San Francisco, CA 94102. The Office of Public Finance will forward any comments received to the Board of Supervisors for their consideration and the Board of Supervisors will consider the information obtained at the public hearing and take appropriate action that it may deem warranted.

DATED: September 14, 2020

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

[Larry Wolfson] , 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-notices#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-notices

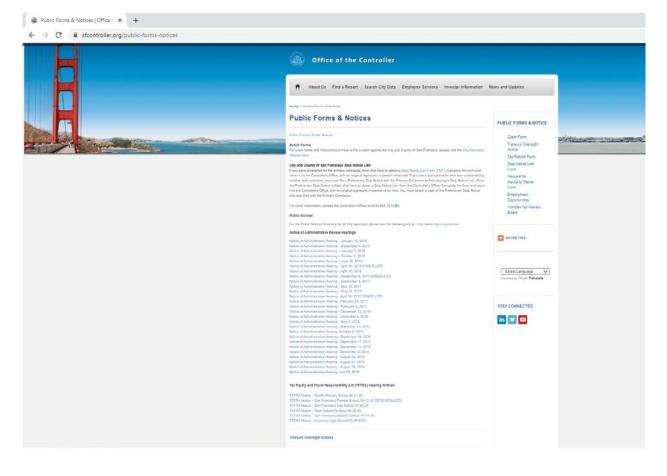
The Notice was posted on _____[09/14/2020] ____, and was maintained continuously on the website until _____[09/21/2020] _____. A copy of a screen shot of the notice is attached as <u>Exhibit A.</u>

Executed on _____ [09/22/2020] in San Francisco, California.

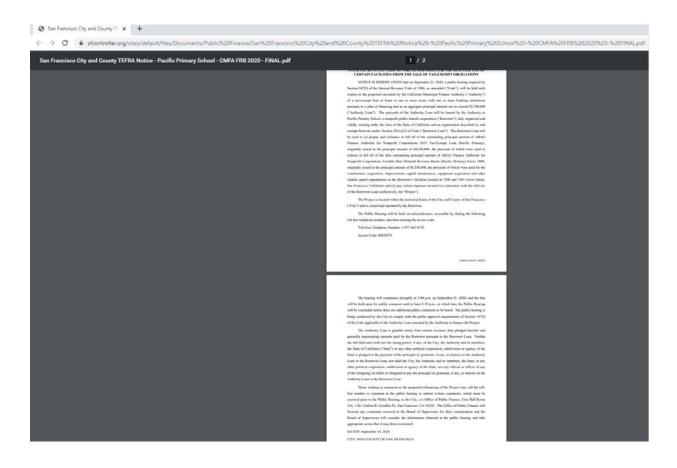
[signed]

[Larry Wolfson]

Exhibit A – Screen Shot of Posted TEFRA Notice



3 | AFFIDAVIT OF PUBLICATION ON CITY WEBSITE





OFFICE OF THE CONTROLLER CITY AND COUNTY OF SAN FRANCISCO

Ben Rosenfield Controller

Todd Rydstrom Deputy Controller

Anna Van Degna Director of Public Finance

September 28, 2020

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 execution of a tax-exempt loan or loans by the California Municipal Finance Authority ("Authority Loan"), the proceeds of which will be loaned by the Authority ("Borrower Loan") to Pacific Primary School, a California nonprofit public benefit corporation (the "Borrower"), to finance and/or refinance certain capital facilities owned and operated by the Borrower as summarized below. I respectfully request introduction of the resolution at the meeting of the Board of Supervisors on Tuesday, September 29, 2020.

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 Monday, September 21, 2020, notice of which was published on the City's public notices page on September 14, 2020. No public comments were heard or received through the public hearing process, but any received timely by the Office of Public Finance will be forwarded to the relevant Board Committee for consideration when this item is heard. The action by the Board will acknowledge that the hearing was duly held and that the financing is proceeding. The Obligations will be issued in an aggregate principal amount not to exceed \$3.7 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

Pacific Primary was founded in 1974, by a group of parents and Mary Nordland Bodo, raising funds from parents, foundations, and other parties to acquire and remodel its site at 1500 Grove Street. The school has a strong commitment to the creative arts with dedicated specialists in music, movement and the expressive arts, with a belief that the number one priority is creating a "childhood" for each child that is filled with discovery, play, love of learning and connections with others. The teachers provide an emotional climate that is safe, loving, secure, and mutually respectful, which allows for creativity, meaningful learning, connection and the cultivation of the joy of learning. Diversity, equity, and inclusion have always been at the heart of Pacific Primary School's mission, with the goal of allowing children to feel confident and welcoming about differences and providing them with the ability to welcome change and growth, and create connections. Per the school's website, Pacific Primary has an enrollment of 155 children, with 47 staff members.

The Project

The proceeds of the Authority Loan of the Obligations will be loaned to the Borrower for the following purposes: (i) prepay and refinance in full all of the outstanding principal amount of ABAG Finance Authority for Nonprofit Corporations 2013 Tax-Exempt Loan (Pacific Primary), originally issued in the principal amount of \$4,100,000, the proceeds of which were used to redeem in full all of the then outstanding principal amount of ABAG Finance Authority for Nonprofit Corporations Variable Rate Demand Revenue Bonds (Pacific Primary) Series 2008, originally issued in the principal amount of \$4,550,000, the proceeds of which were used for the construction, acquisition, improvement, capital maintenance, equipment acquisition and other related capital expenditures at the Borrower's facilities located at 1500 and 1501 Grove Street, San Francisco, California and (ii) pay certain expenses incurred in connection with the delivery of the Borrower Loan (collectively, the "Project").

Financing Information

Assuming all required approvals are obtained, the Authority expects to issue the Loans in an amount not to exceed \$3.7 million. Bond Counsel on the transaction is Hawkins Delafield & Wood 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 Bonds may be issued on a tax-exempt basis. Your assistance with this matter is greatly appreciated. Please contact me at (415) 554-4862, if you any questions or require additional information. Thank you.

Sincerely,

Vishal Trivedi

Bond Analyst, Office of Public Finance

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 Vouth 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 APPROVAL Execution of Tax-Exempt Loan by the California Municipal Finance Authority for the Benefit of Pacific Primary School, a California nonprofit public benefit corporation—Not to Exceed \$3,700,000 |
| The text is listed: |
| Resolution Approving in accordance with Section 147(f) of the Internal Revenue Code of 1986, as amended ("Code"), the execution of a tax-exempt loan or loans by the California Municipal Finance Authority ("Authority") one or more series pursuant to a plan of financing and in an aggregate principal amount not to exceed \$3,700,000 ("Authority Loan"), the proceeds of which will be loaned by the Authority ("Borrower Loan") to Pacific Primary School, a California nonprofit public benefit corporation and an organization described in, and exempt from tax under, Section 501(c)(3) of the Code ("Borrower"), to (i) prepay and refinance in full all of the outstanding principal amount of ABAG Finance Authority for Nonprofit Corporations 2013 Tax-Exempt Loan (Pacific Primary), origina issued in the principal amount of \$4,100,000, the proceeds of which were used to redeem in full all of the then outstanding principal amount of ABAG Finance Authority for Nonprofit Corporations Variable Rate Demand Revenue Bonds (Pacific Primary) Series 2008, originally issued in the principal amount of \$4,550,000, the proceed |

of which were used for the construction, acquisition, improvement, capital maintenance, equipment acquisition and other related capital expenditures at the Borrower's facilities located at 1500 and 1501 Grove Street, San Francisco,

California and (ii) pay certain expenses incurred in connection with the delivery of the Borrower Loan (collectively, the "Project").

Signature of Sponsoring Supervisor:

For Clerk's Use Only