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

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

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

WHEREAS, The Corporation plans to use the proceeds of the Loan for the following purposes: (1) redeem in full all of the outstanding $4,550,000 ABAG Finance Authority for Nonprofit Corporations Variable Rate Demand Revenue Bonds (Pacific Primary) Series 2008, the proceeds of which were used for the construction, acquisition, improvement, capital maintenance, equipment acquisition and other related capital expenditures at the School's facilities located at 1500 and 1501 Grove Street, San Francisco, California (together, the "Campus"), (2) pay and/or reimburse miscellaneous capital expenditures related to the
acquisition, construction, improvement and equipping of the Campus, and (3) pay various costs of issuance and other related costs (collectively, the "Project"); and

WHEREAS, The issuance of the Obligation 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 subject to the issuance of the Obligation by the Authority; and

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

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

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

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

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

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

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

Supervisor Breed
BOARD OF SUPERVISORS
FURTHER RESOLVED, That this Board hereby approves the issuance of the Obligation by the Authority; and be it

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

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

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

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

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

APPROVED AS TO FORM:
DENNIS J. HERRERA
CITY ATTORNEY

BY: Mark D. Blake
Deputy City Attorney

Supervisor Breed
BOARD OF SUPERVISORS

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10/25/2013
Resolution approving the issuance of tax-exempt obligations by the Association of Bay Area Governments Finance Authority for nonprofit corporations in an aggregate principal amount not to exceed $4,500,000 to finance and refinance various capital facilities owned by Pacific Primary, a California nonprofit corporation, or an affiliate thereof; and determining other matters in connection therewith.

November 26, 2013 Board of Supervisors - ADOPTED

Ayes: 11 - Avalos, Breed, Campos, Chiu, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

I hereby certify that the foregoing Resolution was ADOPTED on 11/26/2013 by the Board of Supervisors of the City and County of San Francisco.

Angela Calvillo
Clerk of the Board

Mayor

Date Approved