

# Item 18

## MOTION

I MOVE that the matter of the Motion (Bonin - Rodriguez) relative to issuing one or more series of tax-exempt bonds, in an aggregate principal amount not to exceed \$32,500,000 for the purpose of financing, and refinancing the acquisition, construction, improvement, renovation, furnishing, and equipping of educational facilities located at 11350 Palms Boulevard, 3485 Sawtelle Boulevard and 3431-3501 Sawtelle Boulevard in Council District 11, Item No. 18 on today's Council Agenda (C.F. 12-1315), BE AMENDED to adopt the attached Resolution in lieu of the Resolution attached to the file.

PRESENTED BY: \_\_\_\_\_

MIKE BONIN  
Councilmember, 11<sup>th</sup> District

SECONDED BY: \_\_\_\_\_

NURY MARTINEZ  
Councilmember, 6th District

May 26, 2020

abg

## TEFRA RESOLUTION

### **RESOLUTION OF THE COUNCIL OF THE CITY OF LOS ANGELES APPROVING THE INCURRENCE OF A TAX-EXEMPT LOAN OR LOANS BY THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$32,500,000 FOR THE PURPOSE OF FINANCING AND/OR REFINANCING THE ACQUISITION, CONSTRUCTION, IMPROVEMENT, RENOVATION, FURNISHING AND EQUIPPING OF EDUCATIONAL FACILITIES AND CERTAIN OTHER MATTERS RELATING THERETO**

**WHEREAS**, Windward School, a nonprofit public benefit corporation (the “Borrower”), and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) has requested that the California Municipal Finance Authority (the “Authority”) participate in a plan of finance involving the incurrence of one or more tax-exempt loans in an aggregate principal amount not to exceed \$32,500,000 (collectively, the “Loan”).

**WHEREAS**, the Borrower will use the proceeds of the Loan as follows: (i) to refinance the Borrower’s obligations under a loan agreement related to the \$25,000,000 California Municipal Finance Authority 2012 Tax-Exempt Loan (Windward School) (the “2012 Loan”), the proceeds of which were used by the Borrower to (A) refinance the Borrower’s obligations under a loan agreement related to the \$20,000,000 City of Los Angeles Adjustable Rate Certificates of Participation (Windward School) 2007 Series A (the “Series 2007A Certificates”) the proceeds of which were used by the Borrower to: (1) current refund the outstanding amount of California Statewide Communities Development Authority Certificates of Participation (Windward School), dated as of December 1, 1999, the proceeds of which were used for the construction, renovation and equipping of an academic building, visual arts center and pavilion, the Riverwalk Bridge and Promenade and an expanded athletic center with renovated playing fields, (2) construct and equip a new center for teaching and learning and the science/math center, (3) renovate the gymnasium, (4) construct a new surface parking lot and improve landscaping and lighting, (5) construct and equip a new art gallery, (6) relocate the waterline, and (7) pay various costs related to the Series 2007A Certificates; (B) finance and/or refinance the acquisition, construction, improvement, renovation, furnishing and equipping of educational facilities at the Borrower’s campus located at 11350 Palms Boulevard, Los Angeles, California and 3485 Sawtelle Boulevard, Los Angeles, California (collectively, the “Campus”); (C) pay the termination payment with respect to an interest rate swap related to the Series 2007A Certificates; and (D) pay costs of issuance and other related costs of the 2012 Loan; (ii) finance or refinance the acquisition, construction, improvement, renovation, furnishing and/or equipping of educational facilities and related administrative and support facilities located adjacent to the Campus between 3431 and 3501 Sawtelle Boulevard, Los Angeles, California; (iii) finance or refinance the construction and equipping of educational facilities located or to be located on the Campus and to consist of the renovation and expansion of classroom, theater, and administration facilities, construction of a new pedestrian bridge, reconfiguration of the existing Palms parking lot, and renovation of an apartment building located at 3485 Sawtelle Boulevard, Los Angeles, California currently owned by the Borrower to accommodate staff, faculty and students; (iv) finance the purchase of that portion of the real property upon which the Campus is situated that is currently leased by the Borrower from the City of Santa Monica; and (v) pay costs of issuance and other costs related to the issuance of the Obligation (collectively, the “Project”). The Project will be owned by the Borrower

and used for the educational purposes thereof. The Project is located entirely within the territorial limits of the City; and

**WHEREAS**, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the “Code”), the incurrence of the Loan by the Authority must be approved by the City because the Project is to be located within the territorial limits of the City; and

**WHEREAS**, the Council of the City (the “City Council”) is the elected legislative body of the City and is one of the “applicable elected representatives” required to approve the Loan under Section 147(f) of the Code; and

**WHEREAS**, the Authority has requested that the City Council approve the incurrence of the Loan by the Authority in order to satisfy the public approval requirement of Section 147(f) of the Code and the requirements of Section 4 of the Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of January 1, 2004 (the “Agreement”), among certain local agencies, including the City; and

**WHEREAS**, a public hearing was held by the City Council on \_\_\_\_\_, 2020, at the meeting which commenced at \_\_\_\_\_ .m., at 200 North Spring Street, Room 340, Los Angeles, California 90012, following duly published notice thereof in a newspaper of general circulation in the City of Los Angeles, on \_\_\_\_\_, 2020, and all persons desiring to be heard have been heard; and

**WHEREAS**, the Borrower has represented that financing and refinancing the Project through the Authority on a tax-exempt basis will result in demonstrable savings in effective interest rate; and

**WHEREAS**, the City Council now desires to approve the incurrence of the Loan by the Authority;

**NOW, THEREFORE, BE IT RESOLVED**, by the City Council as follows:

Section 1. The foregoing resolutions are true and correct.

Section 2. The City Council hereby approves the incurrence of the Loan by the Authority. It is the purpose and intent of the City Council that this resolution constitute approval of the Loan for the purposes of: (a) Section 147(f) of the Code by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Project is to be located, in accordance with said Section 147(f), and (b) Section 4 of the Agreement; *provided, however*, that this Resolution shall not constitute an approval by the City Council of the Project for any other purpose.

Section 3. The officers of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing transaction approved hereby.

Section 4. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the City Council this \_\_\_ day of \_\_\_\_\_, 2020.

I certify that the foregoing Resolution was adopted by the City Council of the City of Los Angeles at its meeting on \_\_\_\_\_, 2020.

By \_\_\_\_\_  
Title \_\_\_\_\_