

**CALIFORNIA EDUCATIONAL FACILITIES AUTHORITY
BOND FINANCING PROGRAM**

EXECUTIVE SUMMARY

<p>Applicant: University of the Pacific (“Pacific”) Stockton, CA San Joaquin County</p> <p>Facility Type: Private University</p> <p>New Project Site: San Francisco, CA (San Francisco County)</p> <p>Accreditation: Western Association of Schools and Colleges</p>	<p>Amount Requested: \$36,500,000</p> <p>Date Requested: April 17, 2014</p> <p>Resolution Number: 296</p>														
<p>Use of Proceeds: Bond proceeds will be used to repay and retire a variable rate line of credit with Wells Fargo Bank initially used to construct, renovate, and equip portions of the Dugoni School of Dentistry at Pacific’s San Francisco campus. In addition, a portion of bond proceeds will be used for additional construction, renovation, and equipping portions of Pacific’s San Francisco campus for other programs outside of the Dugoni School of Dentistry.</p>															
<p>Type of Issue: Direct Bank Placement</p> <p>Credit Enhancement: None</p> <p>Underlying Credit Rating: Unrated (please see Guidelines discussion, Page 3)</p> <p>Financing Team: Please see Exhibit 1 to identify possible conflicts of interest</p>															
<p>Environmental Benefits: Pacific’s Dugoni School of Dentistry project is being designed to fully comply with the stringent environmental and energy efficiency standards of the State of California and the City of San Francisco, and is expected to satisfy LEED Gold requirements.</p>															
<p>Financial Overview: A steady revenue base supported by increases in investment returns and tuition has helped Pacific post solid revenue over the past three fiscal years. Pacific’s financial strength appears sound showing a significant growth over the review period with approximately \$876.5 million in total assets for FY 2013.</p>															
<p><u>Estimated Sources of Funds:</u></p> <table> <tr> <td>Par Amount of Bond</td> <td align="right">\$36,500,000</td> </tr> <tr> <td>Borrower’s Funds</td> <td align="right"><u>218,250</u></td> </tr> <tr> <td>Total Sources</td> <td align="right"><u>\$36,718,250</u></td> </tr> </table>	Par Amount of Bond	\$36,500,000	Borrower’s Funds	<u>218,250</u>	Total Sources	<u>\$36,718,250</u>	<p><u>Estimated Uses of Funds:</u></p> <table> <tr> <td>Refinancing</td> <td align="right">\$35,000,000</td> </tr> <tr> <td>Project Fund</td> <td align="right">1,500,000</td> </tr> <tr> <td>Financing Costs</td> <td align="right"><u>218,250</u></td> </tr> <tr> <td>Total Uses</td> <td align="right"><u>\$36,718,250</u></td> </tr> </table>	Refinancing	\$35,000,000	Project Fund	1,500,000	Financing Costs	<u>218,250</u>	Total Uses	<u>\$36,718,250</u>
Par Amount of Bond	\$36,500,000														
Borrower’s Funds	<u>218,250</u>														
Total Sources	<u>\$36,718,250</u>														
Refinancing	\$35,000,000														
Project Fund	1,500,000														
Financing Costs	<u>218,250</u>														
Total Uses	<u>\$36,718,250</u>														
<p>Legal Review: No information was disclosed to question the financial viability or legal integrity of the Applicant.</p>															
<p>Staff Recommendation: Staff recommends the Authority approve Resolution No. 296 in an amount not to exceed \$36,500,000 for the University of the Pacific as an unrated Direct Bank Placement. Macias Gini & O’Connell, LLP, the Authority’s financial analyst, and Public Financial Management, the Authority’s financial advisor, concur with the Authority’s staff recommendations.</p>															

STAFF SUMMARY AND RECOMMENDATION

University of the Pacific (“Pacific”)

April 17, 2014

Resolution No. 296

- I. PURPOSE OF FINANCING:** As a part of its overall strategic plan, Pacific is seeking financing to repay and retire an existing variable rate Line of Credit (“LOC”) and position itself with a more affordable and stable rate structure. Additionally, Pacific intends to finance additional improvements to various educational programs in its San Francisco campus.

Refinancing **\$35,000,000**

Pacific plans to repay and retire an existing LOC with Wells Fargo Bank. The outstanding balance of the LOC is approximately \$35,000,000. The LOC was originally initiated to bridge the sources and uses associated with the acquisition, construction, renovation and expansion of Pacific’s San Francisco campus, the Dugoni School of Dentistry.

Project Fund..... **1,500,000**

Pacific intends to use bond proceeds to finance a portion of the construction, renovation, and equipping of other programs at its San Francisco Campus. The renovated portions of the facility will provide students with state-of-the-art equipment, new furniture, materials as well as additional space for a new Doctor of Audiology program. Pacific also intends to integrate programs based at its Stockton campus, including Music Therapy, Music Management, and Food Studies programs, to the new San Francisco campus which will offer opportunities for future students. This comprehensive renovation project will allow Pacific to expand and enhance its educational programs as well as bolster their mission to provide a superior learning experience at each of its three campus locations.

Environmental Benefits:

The Dugoni School of Dentistry project is being designed to fully comply with the stringent environmental and energy efficiency standards of the State of California and the City of San Francisco, and is expected to satisfy LEED Gold requirements.

Financing Costs **218,250**

Cost of Issuance..... \$218,250

TOTAL USES OF FUNDS **\$36,718,250**

II. GUIDELINES DISCUSSION:

University of the Pacific's Series 2014 bonds (the "Bonds") will be an unrated, direct bank placement with JPMorgan Chase Bank, N.A. ("JPMorgan"). The following guidelines have been applied to this financing:

- Must be privately placed with and transferred only to a "Qualified Institutional Buyer" as defined by SEC Rule 144A, promulgated under the Securities Act of 1933, except JPMorgan will be authorized to transfer to Qualified Affiliates* or a trust or other custodial arrangement established by JPMorgan or an affiliate of JPMorgan that is an "accredited investor";
- Minimum denomination of \$250,000;
- Unconditional Promise to Pay from Borrower;
- Investor Letter (or equivalent provisions in the bond purchase agreement) required at issuance;
- Bond transfer restrictions must be noted conspicuously on the bond itself; and
- Bonds must be physically delivered.

All of the foregoing requirements are designed to maximize the likelihood that the unrated bonds will be placed with more sophisticated investors given the higher risk typically perceived to be associated with unrated debt. The Bonds are not rated at this time because JPMorgan, as purchaser, does not require the Bonds to be rated. JPMorgan has indicated it is a Qualified Institutional Buyer under SEC Rule 144A and will make an independent credit determination to purchase the Bonds. Both of the foregoing will be reflected in its investor letter (or equivalent provisions in the bond purchase agreement). The physical delivery requirement and the transfer restrictions could be eliminated after issuance if the Bonds receive a BBB- or better rating.

* "Qualified Affiliate" means a Person that is an "accredited investor" as defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended, as in effect as of the date hereof, that directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Bank. A Person shall be deemed to control another Person for the purposes of this definition if such first Person possesses, directly or indirectly, the power to direct, or cause the direction of, the management and policies of the second Person, whether through the ownership of voting securities, common directors, trustees or officers, by contract or otherwise.

[INTENTIONALLY LEFT BLANK]

III. FINANCIAL ANALYSIS:

University of the Pacific
Statement of Activities
Unrestricted (\$000's)

	Year Ended June 30,		
	<u>2013</u>	<u>2012</u>	<u>2011</u>
Revenues:			
Net tuition and fees	\$ 219,333	\$ 213,818	\$ 199,661
Sales and services of auxiliary enterprises	27,569	30,577	30,574
Government grants and contracts	34,438	39,436	44,085
Private grants, gifts, and bequests	10,289	9,207	8,450
Investment return distributed	7,498	4,103	2,217
Dental clinic fees	13,637	14,353	14,240
Other	5,807	5,337	5,531
Net assets released from restrictions	26,231	1,787	8,509
Total revenues	<u>344,802</u>	<u>318,618</u>	<u>313,267</u>
Expenses:			
Instructional and departmental research	136,407	133,868	126,771
Auxiliary enterprises	28,631	30,064	29,702
Sponsored programs	29,506	34,940	36,409
Academic support	26,220	25,529	24,915
Student services	22,949	22,626	20,778
Student aid	1,742	1,886	2,089
General administration	12,581	11,628	11,716
Fund-raising activities	13,752	13,258	10,318
Operations and maintenance at plant	21,732	18,105	18,248
Depreciation and amortization	16,315	18,548	16,031
Interest	6,499	6,846	6,379
Total expenses	<u>316,334</u>	<u>317,298</u>	<u>303,356</u>
Increase in net assets from operations	28,468	1,320	9,911
Non-operating activities:			
Gain on sale of real estate	-	23,342	-
Investment/return, net of distributions	8,992	(11,792)	9,896
Other changes	-	-	1,395
Change in net assets	<u>37,460</u>	<u>12,870</u>	<u>21,202</u>
UNRESTRICTED NET ASSETS, BEGINNING OF YEAR	<u>245,091</u>	<u>232,221</u>	<u>211,019</u>
UNRESTRICTED NET ASSETS, END OF YEAR	<u>\$ 282,551</u>	<u>\$ 245,091</u>	<u>\$ 232,221</u>

University of the Pacific
Statement of Financial Position (000's)

	As of June 30,		
	<u>2013</u>	<u>2012</u>	<u>2011</u>
ASSETS:			
Cash and cash equivalents	\$ 13,974	\$ 5,286	\$ 13,114
Accounts receivables, net	10,263	11,197	13,612
Pledges receivable, net	10,326	6,367	4,798
Estate gift recievable	113,472	-	-
Inventories, prepaid expenses, and other assets	9,059	10,352	7,768
Student loans receivable, net	32,247	33,031	30,403
Investments	350,884	333,332	328,619
Real estate deposit	-	-	15,000
Fixed assets, net	336,310	301,118	255,554
Total assets	\$ 876,535	\$ 700,683	\$ 668,868
 LIABILITIES AND NET ASSETS:			
Accounts payable and accrued liabilities	\$ 38,042	\$ 25,720	\$ 28,096
Advance deposits and deferred revenue	13,255	14,323	14,659
Self-insurance reserves	7,909	6,697	6,048
Early retirement reserves	2,051	2,389	2,281
Capital lease obligations	1,669	2,863	3,777
Asset retirement obligation	7,197	6,840	6,693
Financing liability	20,121	-	-
Notes and bonds payable	131,983	135,219	121,556
Trust and annuity obligations	8,919	8,756	9,093
Federal student loan funds	29,655	29,269	28,901
Total liabilities	\$ 260,801	\$ 232,076	\$ 221,104
 Net assets:			
Unrestricted	282,551	245,091	232,221
Temporarily restricted	54,127	64,710	62,020
Permanently restricted	279,056	158,806	153,523
TOTAL NET ASSETS	615,734	468,607	447,764
 TOTAL LIABILITIES AND NET ASSETS	 \$ 876,535	 \$ 700,683	 \$ 668,868

Financial Ratios

	Proforma			
	<u>FYE 6/30/13</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Debt service coverage (x)	3.79	4.57	2.30	2.90
Debt to expendable net assets (x)	0.51	0.40	0.45	0.43
Expendable net assets to operations (x)		1.06	0.98	0.97
Margin		8%	0%	3%

Financial Discussion:

A steady revenue base supported by increases in investment returns and tuition has helped Pacific post solid revenue over the past three fiscal years.

Pacific exhibited strong operating results over the review period. Total revenues increased 10%, from \$313.3 million in FY 2011 to \$344.8 million in FY 2013. Revenue from government grants and contracts dropped 22% from \$44.1 million in FY 2011 to \$34.4 million in FY 2013. Reductions in government grants and contracts were primarily associated with the phase out of the state-sponsored California Parole Advocacy Program. Sales and services of auxiliary enterprises reduced 10% from FY 2012 to FY 2013 as a result of the sale of student housing in San Francisco. Pacific recovered from these reductions by the increase in tuition and fees and by generating investment revenue. Pacific attributes the increasing returns of \$2.2 million in FY 2011, \$4.1 million in FY 2012 and \$7.5 million in FY 2013 to a more diverse investment portfolio.

Pacific's operating expenses fluctuated over the review period, from approximately \$303.4 million in FY 2011, increasing to approximately \$317.3 million in FY 2012, and decreasing to \$316.3 million in FY 2013. According to management, the fluctuation is primarily associated from the organizational realignment at Pacific's McGeorge School of Law and reallocation of funds towards a strategic investment fund adequate to achieve Pacific's strategic plan.

Pacific's financial strength appears sound showing a significant growth over the review period with approximately \$876.5 million in total assets for FY 2013.

Pacific's balance sheet shows steady growth, and its financial strength remains solid. Total assets increased 31% over the review period, increasing from approximately \$668.9 million in FY 2011 to approximately \$876.5 million in FY 2013. Pacific attributes this growth in part due to an extraordinary estate gift in excess of \$110 million. Fixed Assets have grown 32% over the review period, from \$255.6 million in FY 2011 to \$336.3 million in FY 2013. This increase is primarily associated with the recent acquisition of the San Francisco campus.

Cash and cash equivalents have fluctuated over the review period from approximately \$13.1 million in FY 2011, dropping to approximately \$5.3 million in FY 2012, and increasing to nearly \$14.0 million in FY 2013. This fluctuation is due to the acquisition and renovation of the San Francisco campus project that involved a variety of financing. Pledges receivable has increased 115% over the review period, from approximately \$4.8 million in FY 2011 to \$10.3 million in FY 2013. Pacific attributes the increases to a previously mentioned estate gift.

In FY 2013, accounts payable and accrued liabilities increased approximately \$12.3 million or 48% from the previous fiscal year, which was largely driven by an agreement to sell the original Dugoni School of Dentistry building and simultaneously lease back the building.

In FY 2013, the debt service coverage ratio is at 4.57x, and with the proposed financing, the pro forma debt service coverage ratio remains solid at 3.79x.

Pacific anticipates continuing to generate positive financial results due to its investments in the new campus. The additional space should continue to provide positive revenue stream. Pacific is well-positioned to continue meeting its additional long-term debt obligations.

IV. BACKGROUND:

General:

Founded in 1851, Pacific is the oldest chartered university in California. From its beginnings in Santa Clara, the institution has evolved into an institution with campuses in Stockton, Sacramento, and San Francisco. Pacific's main campus in Stockton offers an array of undergraduate programs in the arts and sciences, in addition to several undergraduate, graduate and professional programs, including international studies, music, pharmacy, business, engineering, and education. Pacific's campus in Sacramento houses the McGeorge School of Law, one of the largest law schools in California, which offers legal training to approximately 1,000 students each year, along with a variety of legal and legal related programs to practitioners in the western United States. Pacific's Dugoni School of Dentistry in San Francisco has a record of training practicing dentists, while providing clinical services to qualified clinics in the Bay Area as well as on the Stockton campus. The School of Dentistry enrolls approximately 500 students annually, including approximately 30 students in an undergraduate dental hygiene program offered at the Stockton campus.

Administration:

Pacific is governed by a Board of Regents (the "Board") which provides general oversight and direction to the University. Pacific's by-laws state that the Board shall consist of not less than 21 and not more than 33 persons. The Board by-laws have established three-year Board terms and term limits. The Board has also adopted a process for member evaluation, including an annual assessment on Board member attendance and participation.

Accreditations:

Pacific has been accredited since 1949 by the Western Association of Schools and Colleges ("WASC"), the primary accrediting body for institutions of higher education in the western United States. WASC accreditation reaffirmed Pacific's accreditation in June 2012. The McGeorge School of Law is accredited by the American Bar Association and the State Bar of California. The Dugoni School is currently planning for accreditation review by the Commission on Dental Accreditation of its DDS and IDS (Pre-Doc), AEGD and Orthodontics programs. In addition to a self-study report, the accreditation process includes an accreditation review team site visit to the dental school October 28-30, 2014.

Academic Programs:

Pacific is comprised of nine colleges and schools on three campuses in major cities of Northern California:

- In Stockton, the College of the Pacific (Arts & Sciences), Conservatory of Music, Eberhardt School of Business, Gladys L. Benerd School of Education, School of Engineering, School of International Studies, Thomas J. Long School of Pharmacy and Health Sciences, and Graduate School offer a variety of undergraduate, professional and graduate degrees.
- In Sacramento, the McGeorge School of Law offers the Juris Doctor degree with an array of specialist concentrations.
- In San Francisco, the Dugoni School of Dentistry offers a Doctor of Dental Surgery, post-graduate studies for graduates of foreign dental programs, advanced general dentistry, and oral and maxillofacial surgery.

V. OUTSTANDING DEBT (\$000's):

<u>Issue:</u>	<u>Original Issue Amount</u>	<u>Amount Outstanding as of 06/30/13</u>	<u>Estimated Amount Outstanding After Proposed Financing*</u>
Existing Debt:			
CEFA, Series 2004	\$ 11,500	\$ 7,475	\$ 6,100
CEFA, Series 2006	77,180	72,100	68,865
CEFA Equipment Loan, Series 2007	4,250	681	344
CEFA, Series 2009	15,000	13,545	12,870
CEFA, Series 2012A	40,000	34,625	33,740
<i>Proposed:</i>			
CEFA, Series 2014			36,500
Total		<u>\$ 128,426</u>	<u>\$ 158,419</u>

*As of proposed issuance date of Series 2014 Bonds, principal balance remaining outstanding

VI. DUE DILIGENCE:

Due diligence has been completed with regard to the following items:

- Religious Due Diligence
- Legal Review
- Compliance with Section 94212(b) of the Education Code – California Environmental Quality Act
- Iran Contracting Act Certificate – Not required with this financing

VII. STAFF RECOMMENDATION:

Staff recommends the Authority approve Resolution No. 296 in an amount not to exceed \$36,500,000 for the University of the Pacific as an unrated Direct Bank Placement. Macias Gini & O'Connell, LLP, the Authority's financial analyst, and Public Financial Management, the Authority's financial advisor, concur with the Authority's staff recommendations.

EXHIBIT 1

Financing Team University of the Pacific

Borrower:	University of the Pacific
Borrower's Counsel:	Nixon Peabody LLP
Bond Counsel:	Orrick, Herrington & Sutcliffe LLP
Agent for Sale:	California State Treasurer
Issuer's Counsel:	Office of the Attorney General
Issuer's Financial Advisor:	Public Financial Management, Inc.
Purchaser:	JPMorgan Chase Bank, N.A.
Purchaser Counsel:	Chapman and Cutler LLP
Trustee:	US Bank, N.A.
Trustee Counsel:	Dorsey & Whitney LLP

RESOLUTION NO. 296

**RESOLUTION OF THE CALIFORNIA EDUCATIONAL
FACILITIES AUTHORITY AUTHORIZING THE ISSUANCE
OF REVENUE BONDS TO FINANCE AND/OR REFINANCE PROJECTS AT THE
EDUCATIONAL FACILITIES OF THE UNIVERSITY OF THE PACIFIC**

WHEREAS, the California Educational Facilities Authority (the “Authority”), a public instrumentality of the State of California, is authorized and empowered by the provisions of the California Educational Facilities Authority Act (the “Act”) to issue revenue bonds and to loan the proceeds thereof to a participating private college or a participating nonprofit entity (both as defined in the Act) for the acquisition or construction of projects (as defined in the Act), to refund existing bonds, mortgages, or advances or other obligations incurred, given, or made by a participating private college for the acquisition or construction of any projects, to loan the proceeds thereof to a participating private college for the purpose of refinancing projects not originally funded pursuant to the Act (including repayment of costs, as defined in the Act), and to refund existing bonds or notes of the Authority;

WHEREAS, University of the Pacific (the “Borrower”) is a nonprofit public benefit corporation duly organized and existing under the laws of the State of California;

WHEREAS, the Borrower has previously entered into a line of credit with Wells Fargo Bank (the “Prior Loan”) and borrowed funds thereunder to finance the acquisition or construction of projects, as more particularly described under the caption “Prior Project” in Exhibit A hereto (the “Prior Project”);

WHEREAS, the Borrower has requested that the Authority issue its revenue bonds in an aggregate principal amount of \$36,500,000 to make a loan of the proceeds of the Bonds (as defined below) to the Borrower (a) to refinance the Prior Loan; (b) to acquire and construct projects (as defined in the Act), as more particularly described under the caption “New Project” in Exhibit A hereto (the “New Project,” and together with the Prior Project, the “Project”), and (c) to pay costs of issuance of the Bonds;

WHEREAS, to the extent required by subdivision (b) of Section 94212 of the Education Code, the Borrower has provided documentation to the Authority demonstrating, to the extent applicable, that the Project has complied with Division 13 (commencing with Section 21000) of the Public Resources Code or is not a “project” under such division; and

WHEREAS, approval of the terms of issuance and sale of such revenue bonds and various related matters is now sought;

NOW, THEREFORE, BE IT RESOLVED by the California Educational Facilities Authority as follows:

Section 1. Pursuant to the Act, revenue bonds of the Authority designated as the “California Educational Facilities Authority Revenue Bonds (University of the Pacific), Series 2014” (the “Bonds”), in a total aggregate principal amount not to exceed \$36,500,000 are hereby authorized to be issued from time to time, in one or more series, with such other

name or names of the Bonds or series thereof designated in the indenture pursuant to which the Bonds will be issued. The proceeds of the Bonds shall be used for any or all of the purposes set forth in the fourth WHEREAS paragraph above.

Section 2. The Treasurer of the State of California (the “Treasurer”) is hereby authorized to enter into agreements to sell the Bonds in one or more series, on one or more sale dates at any time within one year of the date of adoption of this Resolution, at public or private sale, in such aggregate principal amount (not to exceed the aggregate principal amount set forth in Section 1) and in such series, at such prices, at such interest rate or rates, with such maturity date or dates and upon such other terms and conditions as the Treasurer, with the advice and consent of the Borrower, may determine. The Bonds may be unrated and shall be subject to transfer restrictions as provided in the Indenture (defined below). The Bonds or any series of them may, at the sole option of the Borrower, be secured or supported by one or more of the following: deed of trust, bond reserve fund, bond insurance, other credit and/or liquidity facility and/or another security arrangement.

Section 3. The following documents:

(i) the Loan Agreement relating to the Bonds (the “Loan Agreement”), between the Authority and the Borrower;

(ii) the Indenture of Trust relating to the Bonds (the “Indenture”), between the Authority and U.S. Bank National Association or another bond trustee to be selected by the Borrower from among bond trustees previously approved by the Authority in other Authority transactions or any successor bond trustee thereto (the “Trustee”); and

(iii) the Bond Purchase Agreement relating to the Bonds (the “Bond Purchase Agreement”), among JPMorgan Chase Bank, N.A., as purchaser (the “Purchaser”), the Treasurer and the Authority, and approved by the Borrower;

are hereby approved in substantially the forms on file with the Authority prior to this meeting, with such insertions, deletions or changes therein (including, without limitation, insertions, deletions or changes therein appropriate to reflect provisions relating to a deed of trust, a bond reserve fund, bond insurance, any other credit and/or liquidity facility and/or another security arrangement, at the sole option of the Borrower, for any series of Bonds) as the officer(s) executing the same may require or approve, such approval to be conclusively evidenced by execution and delivery thereof. The Executive Director shall seek the advice of bond counsel and counsel to the Authority with respect to any such insertions, deletions or changes therein.

Section 4. The dated dates, maturity dates (not exceeding 50 years from the respective date of issue), interest rates, methods of determining the interest rate from time to time, interest payment dates, denominations, forms, registration privileges or requirements, place or places of payment, tender provisions (if any), terms of redemption, provisions governing transfer, and other terms of the Bonds, including provisions for a credit facility and/or a liquidity facility, if any, from time to time, shall be as provided in the Indenture, as finally executed.

Section 5. The Bonds, when executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to or upon direction of the Purchaser thereof, in accordance with written instructions executed on behalf of the Authority, which instructions are hereby approved. Said instructions shall provide for the delivery of the Bonds to or upon direction of the Purchaser, as determined and confirmed by the Treasurer, upon payment of the purchase price therefor.

Section 6. Each officer of the Authority, is hereby authorized and directed to do any and all things which they may deem necessary or advisable in order to consummate the issuance, sale, and delivery of the Bonds, the repayment of the Prior Loan, and otherwise to effectuate the purposes of this Resolution and the Indenture, the Loan Agreement and the Bond Purchase Agreement. The Authority hereby approves any and all documents to be delivered in furtherance of the foregoing purposes, including without limitation: (a) a tax certificate and agreement and other certifications; and (b) any agreement or commitment letter with respect to the provisions of bond insurance, a letter of credit, a surety bond and/or a liquidity facility, if any, for the Bonds.

Section 7. The provisions of the Authority's Amendment to Resolution No. 2013-01, adopted on December 5, 2013, apply to the documents and actions approved in this Resolution.

Section 8. The Authority hereby approves and ratifies each and every action taken by its officers, agents and employees prior to the date hereof in furtherance of the purposes of this Resolution.

Section 9. This Resolution shall take effect from and after the date of adoption.

Date of Adoption: _____

EXHIBIT A

DESCRIPTION OF THE PROJECT

Prior Project

The “Prior Project” includes educational facilities (as defined in the Act) located at 155 5th Street, San Francisco, California.

New Project

The “New Project” includes educational facilities (as defined in the Act) located at 155 5th Street, San Francisco, California.