

**RESOLUTION NO. \_\_\_\_\_**

**RESOLUTION APPROVING THE ISSUANCE BY THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY OF A LOAN TO THE CAREY SCHOOL IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$3,000,000 FOR THE PURPOSE OF FINANCING THE CONSTRUCTION, IMPROVEMENT, RENOVATION, REMODELING, REPLACEMENT, FURNISHING AND EQUIPPING OF CERTAIN EDUCATIONAL FACILITIES**

**WHEREAS**, pursuant Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the “Act”), certain public agencies (the “Members”) have entered into a Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of January 1, 2004 (the “Agreement”), in order to form the California Municipal Finance Authority (the “Authority”) for the purpose of promoting economic, cultural and community development, and in order to exercise any powers common to the Members, including the issuance of bonds, notes or other evidences of indebtedness; and

**WHEREAS**, the Authority is authorized to loan funds for the purpose, among others, of financing or refinancing the acquisition, construction and development of educational facilities; and

**WHEREAS**, The Carey School, a California nonprofit corporation (the “Borrower”), has requested that the Authority loan to the Borrower an aggregate principal amount not to exceed \$3,000,000 (the “Loan”). The proceeds of the Loan will be used to finance the construction improvement, renovation, remodeling, replacement, furnishing and/or equipping of a portion of certain educational facilities located at One Carey Lane, also known as 2103 Alameda De Las Pulgas, San Mateo, CA 94403, including modifications and second-story additions to an existing building (the “Project”).

The Project is to be owned or leased, and operated, by the Borrower and located within the County of San Mateo (the “County”); and

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

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

**WHEREAS**, the Authority has requested that the County approve the issuance 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 Agreement; and

**WHEREAS**, pursuant to Section 147(f) of the Code, the County has, following notice duly given, held a public hearing regarding the issuance of the Loan, and now desires to approve the issuance of the Loan by the Authority;

**NOW THEREFORE, IT IS HEREBY DETERMINED AND ORDERED** by the Board of Supervisors of the County of San Mateo, State of California, as follows Section 11.

The Board hereby approves the issuance of the Loan by the Authority. It is the purpose and intent of the Board that this resolution constitute approval of the issuance of the Loan (a) 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 Section 147(f) of the Code and; (b) by the Board in accordance with Section 4 of the Agreement.

Section 2. The officers of the County 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 3. The issuance of the Loan shall be subject to the approval of the Authority of all financing documents relating thereto to which the Authority is a party. The County shall have no responsibility or liability whatsoever with respect to the Loan.

Section 4. The adoption of this Resolution shall not obligate the County or any department thereof to (i) provide any financing to acquire or construct the Project or any refinancing of the Project; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary for the acquisition, rehabilitation or operation of the Project; (iii) make any contribution or advance any funds whatsoever to the Authority; or (iv) take any further action with respect to the Authority or its membership therein.

Section 5. This resolution shall take effect immediately upon its adoption.