

## RESOLUTION NO. 13-22

**WHEREAS**, the California School Finance Authority (the “Authority”) is a public instrumentality of the State of California, created by the California School Finance Authority Act (constituting Chapter 18 (commencing with Section 17170) of Part 10 of Division 1 of Title 1 of the Education Code of the State of California) (as hereinafter in Section 1.01 further defined, the “Act”) and is authorized to issue bonds and loan the proceeds of the sale thereof to participating parties including charter schools established pursuant to the Charter Schools Act of 1992, as amended (constituting Part 26.8 of Division 4 of Title 2 of the Education Code) (the “Charter School Law”) and to any person, company, association, state or municipal government entity, partnership, firm, or other entity or group of entities that undertakes the financing or refinancing of a project (as defined in the Act) pursuant to the Act in conjunction with a charter school for the purpose of financing the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and equipping of educational facilities (as defined in the Act);

**WHEREAS**, Crenshaw & Slauson LLC (the “Borrower”), has applied for financing under the Act;

**WHEREAS**, the Borrower will enter into a Lease Agreement, dated as of June 1, 2013 (the “Lease Agreement”), by and between the Borrower and Inner City Education Foundation (the “Lessee”) pursuant to which the Lessee is obligated to make lease payments in the amount of the Loan Repayments during the term of the Lease Agreement; and

**WHEREAS**, the revenue bonds as hereinafter described in Section 1 will be secured by, among other things, an intercept of certain of the Lessee’s revenues (the “Intercept”) by the State Controller of the State of California (the “State Controller”) pursuant to Section 17199.4(a)(1) and (4) of the California Education Code;

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

**Section 1.** Authority. Pursuant to the Act, revenue bonds (the “Bonds”) of the Authority, to be designated generally as the “California School Finance Authority School Facility Revenue Bonds (ICEF – View Park High School), Series 2013A and Series 2013B (Taxable),” or such other name or names as may be designated in the Indenture hereinafter approved in Section 3, are authorized to be issued, in one or more series, in an aggregate principal amount not to exceed \$12,000,000. The proceeds of the Bonds shall be used for any or all of the following purposes: (1) to fund a loan to the Borrower to finance the acquisition of certain educational facilities as more particularly described in Exhibit A hereto (the “Project”), in conjunction with the Lessee, a California nonprofit public benefit corporation, doing business as View Park Preparatory Accelerated Charter High School, a school established pursuant to the Charter School Law (the “School”); and (2) to pay certain expenses incurred in connection with the issuance of the Bonds.

**Section 2.** Authorization. The Treasurer of the State of California (the “Treasurer”) is hereby authorized to sell the Bonds, at any time within nine (9) months of the adoption of this Resolution, at a private sale, in such aggregate principal amount (not to

exceed the aggregate principal amount set forth in Section 1 above), at such prices, at such interest rate or rates, with such maturity dates and such other terms and conditions as the Treasurer, with the approval of the Borrower, may determine.

**Section 3.** Approved Documents. The documents set forth in Exhibit B hereto are hereby approved in substantially the forms on file with the Authority with such insertions, deletions or changes therein (including, without limitation, insertions, deletions, or changes therein appropriate to reflect the form of credit or liquidity enhancement for any series of Bonds) as the officer(s) executing and/or delivering the same may require or approve, such approval to be conclusively evidenced by execution and delivery thereof in the case of the Indenture, the Loan Agreement and the Bond Purchase Agreement and by the delivery thereof in the case of the Preliminary Limited Offering Memorandum.

**Section 4.** Bond Terms and Transferability. The dated date, maturity date, interest rate, interest payment date, principal payment date, denominations, forms, registration privileges, manner of execution, places of payment and other terms of the Bonds shall be as provided in the Indenture as finally executed; *provided, however*

(i) minimum bond authorized denominations shall be \$100,000 and any integral multiple of \$5,000 in excess thereof; and

(ii) initial purchasers shall be required to execute an initial investor letter substantially as set forth in the Indenture, sales restrictions shall be conspicuously noted on the Bonds substantially as set forth in the Indenture and described in detail substantially as set forth in the Preliminary Limited Offering Memorandum and provisions permitting transfer of Bonds to investors other than qualified institutional buyers shall be eliminated.

**Section 5.** Preliminary Limited Offering Memorandum. The Underwriter is hereby authorized to distribute a Preliminary Limited Offering Memorandum in substantially said form in one document or in a separate document for each series of Bonds with such changes as the Underwriter may approve to persons who may be interested in the purchase of the Bonds offered in such issuance. The Underwriter is hereby directed to deliver (in accordance with applicable federal securities laws, regulations and rules) a copy of said limited offering memorandum (as finally executed, the "Limited Offering Memorandum") to all actual purchasers of each series of Bonds authorized hereby.

**Section 6.** Authentication. The Bonds, when executed, shall be delivered to the Trustee for authentication. 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 the Underwriter, in accordance with written instructions executed on behalf of the Authority, which instructions are hereby approved. Such instructions shall provide for the delivery of the Bonds to or upon the direction of the Underwriter, as determined and confirmed by the Treasurer, upon payment of the purchase price thereof.

**Section 7.** Consummation. Each officer of the Authority is hereby authorized and directed to do any and all things which he or she may deem necessary or advisable in order to consummate the issuance, execution, sale and delivery of the Bonds and otherwise to effectuate the purposes of this Resolution, the Indenture, the Loan Agreement, the Bond

Purchase Agreement and the Limited Offering Memorandum. The Authority hereby approves any and all documents to be delivered in furtherance of the foregoing purposes, including without limitation: (a) certifications; (b) a tax certificate and agreement; and (c) any agreement or commitment letter with respect to the provisions of bond insurance, letter(s) of credit, surety bond(s) and/or a liquidity facility(ies) for the Bonds. The State Treasurer is hereby requested and authorized to take any and all actions within his or her authority as agent for sale of the Bonds that he or she may deem necessary or advisable in order to consummate the issuance, execution, sale and delivery of the Bonds, and to otherwise effectuate the purposes of this Resolution.

**Section 8.** Delegated Powers. The provisions of the Authority's Resolution No. 12-45 apply to the documents and actions approved in this Resolution.

**Section 9.** Ratification of Prior Action. The Authority hereby approves and ratifies each and every action taken by its officers, agents, members and employees prior to the date hereof in furtherance of the purposes of this Resolution.

**Section 10.** Effectiveness. This resolution shall take effect from and after its adoption.

Dated: May 22, 2013

## **EXHIBIT A**

### **THE PROJECT**

The Project means acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and equipping of educational facilities located at 5701 through 5749 South Crenshaw Boulevard, Los Angeles, California 90043, accommodating approximately 650 students in grades 9 through 12.

## **EXHIBIT B**

### **APPROVED DOCUMENTS**

(a) the Indenture relating to the Bonds (the “Indenture”), between the Authority and Wilmington Trust, N.A., as trustee (the “Trustee”);

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

(c) the Bond Purchase Agreement relating to the Bonds (the “Bond Purchase Agreement”), among the Authority, the Treasurer, as agent for sale, and B.C. Ziegler and Company (the “Underwriter”), and approved by the Borrower; and

(d) the preliminary limited offering memorandum relating to the Bonds (the “Preliminary Limited Offering Memorandum”).