

RESOLUTION NO. 16-10

RESOLUTION OF THE CALIFORNIA SCHOOL FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF CHARTER SCHOOL GRANT ANTICIPATION NOTES IN AN AMOUNT NOT TO EXCEED \$23,000,000 TO FINANCE THE ACQUISITION, CONSTRUCTION, EXPANSION, REMODELING, RENOVATION, IMPROVEMENT, FURNISHING AND/OR EQUIPPING OF EDUCATIONAL FACILITIES LOCATED IN LOS ANGELES COUNTY, CALIFORNIA FOR OCEAN CHARTER SCHOOL

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) (the “Act”) and is authorized to issue notes 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/or equipping of educational facilities (as defined in the Act);

WHEREAS, Ocean Charter School (the “Borrower”), a California nonprofit public benefit corporation operates the Ocean Charter School (the “School”) established pursuant to the Charter School Act of 1992, as amended, constituting Part 26.8 (commencing with Section 47600) of Division 4 of Title 2 of the Education Code of the State of California; and

WHEREAS, the Borrower has applied for financing under the Act; and

NOW, THEREFORE, BE IT RESOLVED by the California School Finance Authority as follows:

Section 1. Pursuant to the Act, notes (the “Notes”) of the Authority, to be designated generally as the “California School Finance Authority Charter School Grant Anticipation Notes (Ocean Charter School), Series 2016” 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 from time to time, on a tax-exempt or federally taxable basis, in an aggregate principal amount not to exceed \$23,000,000. The Notes may, with the consent of the Borrower, be secured by bond insurance, letter(s) of credit or other credit enhancement. The proceeds of the Notes shall be used for any or all of the following purposes (1) to finance the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and/or equipping of the charter school educational facilities known as Ocean Charter School to be located at 12870 Panama Street, Los Angeles, CA 90066 (the “Project”), (2) to pay certain

expenses incurred in connection with the issuance of the Notes, and (3) to fund a debt service reserve fund with respect to the Notes.

Section 2. The Treasurer of the State of California (the “Treasurer”) is hereby authorized to sell the Notes, at any time within nine months of the adoption of this Resolution, at private sale, in such aggregate principal amount (not to exceed the aggregate principal amount set forth in Section 1), at such prices, at such interest rate or rates, and with such maturity dates and such other terms and conditions as the Treasurer, with the consent of the Borrower, may determine.

Section 3. The following documents:

- (a) the Indenture relating to the Notes (the “Indenture”), by and between the Authority and Wilmington Trust, National Association, as trustee (the “Trustee”);
- (b) the Loan Agreement relating to the Notes (the “Loan Agreement”) between Authority and the Borrower;
- (c) the Note Purchase Agreement relating to the Notes (the “Note Purchase Agreement”), among the Authority, the Treasurer, as agent for sale on behalf of the Authority, and Piper Jaffray & Co., as underwriter (the “Underwriter”), and approved and agreed to by the Borrower; and
- (d) the preliminary offering memorandum relating to the Notes (the “Preliminary Offering Memorandum”);

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 the form of credit or liquidity enhancement for any series of Notes) 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 Note Purchase Agreement.

Section 4. The dated date, maturity dates (not exceeding 40 years from the date of issue), interest rate or rates, interest payment dates, principal payment dates, authorized denominations, transfer restrictions, forms, registration, manner of execution, places of payment and other terms of the Notes shall be as set forth in the Indenture as finally executed. In accordance with the Bond Issuance Guidelines of the Authority, the Notes shall be issued in the authorized denominations and subject to transfer restrictions as set forth below:

- (a) If the Notes are unrated or are rated lower than “BBB-” (or its equivalent) by a nationally recognized rating agency (a “Rating Agency”), either of the following shall apply: (1) minimum authorized denominations shall be \$250,000, the initial beneficial owners of the Notes (the “Initial Purchasers”) shall be required to execute an Investor

Letter substantially in the form appended to the Indenture (the “Investor Letter”), and the initial sale of the Notes and all subsequent transfers shall be limited to Qualified Institutional Buyers (“QIBs”) or Accredited Investors (“Accredited Investors”), each, as defined in Rule 144A of the Securities Act of 1933, as amended, and the sale and transfer restrictions applicable to the Notes shall be conspicuously noted and described in the Preliminary Offering Memorandum and in the final form of Notes delivered; or (2) minimum authorized denominations shall be \$100,000, and the Initial Purchasers shall be required to execute the Investor Letter, the initial sale and all subsequent transfers of the Notes shall be limited to QIBs, and the sale and transfer restrictions with respect to the Notes shall be conspicuously noted and described in the Preliminary Offering Memorandum and in the final form of Notes delivered;

(b) If the Notes are rated “BBB-” (or its equivalent) or better, but lower than “A-” (or its equivalent) by a Rating Agency, minimum authorized denominations shall be \$25,000, both the initial sale and all subsequent transfers shall be made only to QIBs or Accredited Investors, and such sale and transfer restrictions shall be conspicuously noted in the final form of Notes delivered and described in the Preliminary Offering Memorandum; and

(c) If the Notes are rated “A-” (or its equivalent) by a Rating Agency, minimum authorized denominations shall be \$5,000 or any integral multiple thereof, without any restrictions as to the qualifications of Initial Purchasers or any subsequent purchasers of the Notes, without the need for execution of an Investor Letter or Letters.

The Preliminary Offering Memorandum, as posted or printed, shall reflect the operative provisions of the Bond Issuance Guidelines applicable to the Notes.

Section 5. The Underwriter is hereby authorized to distribute a Preliminary Offering Memorandum in substantially said form in one document or in a separate document for each series of Notes, with such changes as the Underwriter may approve to persons who may be interested in the purchase of the Notes 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 final Offering Memorandum (as finally executed, the “Offering Memorandum”) to all actual purchasers of any series of the Notes authorized hereby.

Section 6. The Notes, when executed, shall be delivered to the Trustee for authentication. The Trustee is hereby requested and directed to authenticate the Notes by executing the Trustee’s certificate of authentication appearing thereon and to deliver the Notes, 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

Notes to or upon the direction of the Underwriter, as determined and confirmed by the Treasurer, upon payment of the purchase price thereof.

Section 7. 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 Notes and otherwise to effectuate the purposes of this Resolution, the Indenture, the Loan Agreement and the Note Purchase Agreement. 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 Notes. The Treasurer (or his designee) is hereby requested and authorized to take any and all actions within his or her authority as agent for sale of the Notes that he or she may deem necessary or advisable in order to consummate the issuance, execution, sale and delivery of the Notes, and to otherwise effectuate the purposes of this Resolution

Section 8. 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 9. The provisions of the Authority's Resolution No. 13-45 apply to the documents and actions approved in this Resolution, and such Resolution No. 13-45 is hereby incorporated by reference.

Section 10. This Resolution shall take effect from and after its adoption.

Dated: May 19, 2016