

**\$27,000,000\***  
**CALIFORNIA SCHOOL FINANCE AUTHORITY**  
**CHARTER SCHOOL REVENUE BONDS**  
**(HTH LEARNING PROJECT)**  
**SERIES 2016C AND 2016D**  
**EXECUTIVE SUMMARY**  
**RESOLUTION 16-27**

<b>Borrower:</b>	HTH Learning (the “Borrower”)
<b>Project User:</b>	High Tech High (the “Lessee”)
<b>Loan Amount:</b>	Not to exceed \$27,000,000
<b>Expected Issuance:</b>	October 27, 2016
<b>Project:</b>	The proceeds of the bonds will be used to refinance the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing, and equipping of educational facilities located in San Diego County.
<b>Bond Type:</b>	Charter School Revenue Bonds
<b>Project Location:</b>	See “Project Information” section
<b>Counties Served:</b>	San Diego
<b>District in which Project is Located:</b>	Various
<b>Charter Authorizer:</b>	Statewide Benefit Charter
<b>Est. Annual Payment:</b>	\$1,328,000
<b>Anticipated Rating:</b>	“BBB-“
<b>Structure:</b>	Tax-Exempt and Taxable Bonds
<b>Sale Method:</b>	Limited Public Offering
<b>Underwriter:</b>	Piper Jaffray
<b>Bond Counsel:</b>	Orrick, Herrington & Sutcliffe LLP
<b>Trustee:</b>	Wilmington Trust, National Association

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**I. Use of Bond Proceeds / Project Information**

Proceeds from the Bonds will be used by the Borrower to refinance the outstanding \$4,330,000 Series 2008A (Media Arts) and \$18,025,000 Series 2008B (Chula Vista), fund a debt service reserve fund and pay certain costs associated with the issuance of the Bonds.

**II. High Tech High Learning / High Tech High (HTH)**

HTH Learning, a California nonprofit public benefit corporation was founded in 2001 with a mission to manage and support the growth of schools operated by its affiliate, High Tech High. Since a

critical need of all charter schools are functionally appropriate facilities, HTH Learning has from its inception stepped forward to plan and finance facilities for High Tech High to use. HTH Learning also has served as an incubator for new initiatives related to the High Tech High schools, including the High Tech High Graduate School of Education and many of the dissemination programs that bring over 3,000 educators to High Tech High schools each year to view, experience, and receive technical assistance from High Tech High staff.

High Tech High (HTH) is a 501(c)(3) nonprofit, public benefit corporation. The charter schools operated by HTH were granted charters by the San Diego Unified School District and the California State Board of Education. The charter schools receive per-pupil funding as the primary source of operating income. HTH currently serves approximately 5,250 students in five high schools, four middle schools, and four elementary schools in the county of San Diego.

High Tech High began in 2000 as a single charter high school launched by a coalition of San Diego business leaders and educators. It has evolved into an integrated network of schools spanning grades K-12, housing a comprehensive teacher certification program. An affiliate operates a new, innovative Graduate School of Education, the first in the country to be fully imbedded within K-12 schools.

At each school, HTH strives to achieve its goals to 1) serve a student body that mirrors the ethnic and socioeconomic diversity of the local community 2) integrate technical and academic education to prepare students for post-secondary education in both high tech and liberal arts fields 3) increase the number of educationally disadvantaged students in math and engineering who succeed in high school and post-secondary education and 4) graduate students who will be thoughtful, engaged citizens.

### **III. Financial Structure**

The Tax-Exempt Bonds shall be structured as fixed rate serial and term bonds. Bonds may be sold with either an original issue premium or discount.

### **IV. Security and Source of Payment**

Bonds are payable solely from Payments under the Indenture. "Payments" means (i) all moneys (except any money received to be used for the payment of Administrative Fees and Expenses) received by the Trustee with respect to the Intercept, (ii) all moneys, if any, received by the Trustee directly from, or on behalf of, the Borrower, pursuant to the Loan Agreement (excluding Additional Payments), and (iii) all income derived from the investment of any money in any fund or account established pursuant to this Indenture. Loan Repayments shall be paid, or caused to be paid, by the Borrower from Gross Revenues. "Gross Revenues" means, for any Fiscal Year, all of the revenues, income, cash receipts and other money, solely with respect to any school operated or to be operated by the Lessee at the Media Arts Facility and the Chula Vista Facility and held by the Borrower, received by the Borrower, or received by the Trustee on behalf of the Borrower pursuant to the Indenture, that are legally available for payment of the obligations of the Borrower under the Loan Agreement.

### **V. Preliminary Sources and Uses/Cost of Issuance**

Below are the preliminary sources and uses, and detailed information about the costs of issuance for board consideration. Please note that these figures are subject to change between the time of board packets being distributed and the time of the board meeting – members will be provided updated figures should they change before the board meeting date.

**Sources of Funds:**

Par Amount	\$ 21,315,000
Original Issue Premium	3,179,230
Series 2008 DSRF	1,592,750
Prior Bond Fund	529,960
<b>Total Sources of Funds</b>	<b>\$ 26,616,940</b>

**Uses of Funds:**

Refunding Escrow	\$ 24,794,475
Debt Service Reserve Fund	1,328,000
Costs of Issuance*	494,465
<b>Total Uses of Funds</b>	<b>\$ 26,616,940</b>

<u>Cost of Issuance:</u>	<u>Budgeted Amount</u>
Bond Counsel	\$85,000.00
Underwriter Counsel	\$75,000.00
Borrower Counsel	\$50,000.00
Rating Agency	\$35,000.00
Title	\$13,000.00
Trustee	\$7,000.00
Escrow Agent	\$1,400.00
Verification Agent	\$2,000.00
CSFA Issuance Fee	\$21,574.19
CSFA Agent for Sale Fee	\$6,000.00
CSFA Admin Fee	\$3,197.25
CSFA AG Counsel Fee	\$7,000.00
<b>Total COI</b>	<b>\$306,171.44</b>

**VI. Borrower Financial Data**

Exhibit A contains financial information for High Tech High Learning.

**VII. Due Diligence Undertaken to Date**

No information was disclosed to question the financial viability or legal integrity of the Borrower. Standard opinions of counsel (i.e., that the borrowing entity has been duly organized, is in good standing, is a 501(c)(3) organization, has the full authority to enter into all documents which are valid and binding, etc.) will be delivered at closing.

**VIII. Bond Sales Restrictions**

Given the anticipated rating of BBB- or BBB on the financing, the following sales restrictions will apply to the bonds:

- Bonds will be in minimum denominations of \$25,000;

- Bonds may be publicly offered or privately placed;
- Bonds will be sold initially only to Qualified Institutional Buyers (QIB) and Accredited Investors (AI);
- Subsequent transfers of bonds are limited to QIBs and AIs;
- Sales restrictions conspicuously noted on bond and described in detail in offering materials, if any, as well as in the bond documents; and
- Bond payments will be made via the intercept mechanism outlined in Section 17199.4 of the Education Code

#### **IX. Staff Recommendation**

Staff recommends CSFA approve Resolution Number 16-27 authorizing the Issuance of Charter School Revenue Bonds in an Amount Not to Exceed \$27,000,000 to Refinance the Acquisition, Construction, Expansion, Remodeling, Renovation, Improvement, Furnishing, and Equipping of Educational Facilities Located in San Diego County, California for HTH Learning.

## EXHIBIT A

**2014-15 Financial Position**  
**HTH Learning and Controlled Affiliates**  
**Consolidated Statement of Financial Position (Audited)**  
**June 30, 2015**

### ASSETS

Current Assets	
Cash and cash equivalents	\$ 10,533,074
Investments	1,851,361
Accounts receivable	3,742,063
Prepaid expenses	48,993
Contributions receivable, current portion	83,965
Total current assets	<u>16,259,456</u>
Capital Assets	
Property and equipment	164,414,285
Less accumulated depreciation	<u>(28,065,763)</u>
Capital assets, net	136,348,522
Long-term Assets	
Capital project sinking funds	3,023,686
Debt service reserve funds	1,592,750
Deferred bond issuance charges	1,916,763
Contributions receivable, long-term portion	3,425,617
Other investments	14,240,994
Total long-term assets	<u>24,199,810</u>
Total Assets	<u><b>\$ 176,807,788</b></u>

### LIABILITIES AND NET ASSETS

Current Liabilities	
Accounts payable	\$ 3,779,485
Line of credit, construction in progress	4,830,000
Interest payable on long term debt	1,768,775
Deferred revenue	142,609
Bonds payable, current portion	783,103
Total current liabilities	<u>11,303,972</u>
Long-term Liabilities	
Notes payable	20,812,340
Bonds payable	60,201,704
Total long-term liabilities	<u>81,014,044</u>
Net Assets	
Unrestricted	79,806,451
Temporarily restricted	4,683,321
Total net assets	<u>84,489,772</u>
Total Liabilities and Net Assets	<u><b>\$ 176,807,788</b></u>

**MULTI-YEAR BUDGET PROJECTION MODEL**  
**HTH LEARNING & CONTROLLED AFFILIATES, ON A CONSOLIDATED BASIS**

Code Object Title	2015-16*** Projected	2016-17 Projected	2017-18 Projected	2018-19 Projected
1000 Certificated Salaries	22,363,579	22,622,650	22,695,555	22,922,509
2000 Classified Salaries	6,919,272	7,001,143	7,007,071	7,077,142
3000 Employee Benefits - Budget	7,623,769	8,029,593	8,390,503	8,862,667
4300 Materials and Supplies	2,060,526	1,898,847	1,897,709	1,935,662
4400 Equipment - Noncapital	787,000	440,500	449,310	458,296
4700 Food services for students	422,006	430,446	439,055	447,836
5100 Contracted Instructional Services	1,102,024	1,124,064	1,073,717	1,095,192
5117 CMO Management & Facility Services	-	-	-	-
5200 Travel & conferences	476,903	348,800	298,656	304,628
5400 Insurance	313,970	320,250	326,656	333,191
5520 Communications	103,375	105,445	107,555	109,704
5550 Utilities & Contract Maintenance	1,098,968	1,120,947	1,143,365	1,166,233
5555 Other Facility Expense	487,765	497,521	507,474	517,622
5800 Other services and operating expenses	2,127,783	2,154,503	2,136,138	2,178,860
5801 Depreciation & Amortization	5,253,045	5,253,045	5,253,045	5,253,045
5802 Authority and Trustee Fees	24,090	27,400	27,400	27,400
5817 FLHB LC Carrying Charge	203,791	203,791	203,791	203,791
5818 Bond Interest	3,751,759	3,497,553	3,430,902	3,364,785
5919 QSCB Interest Subsidy	(1,190,130)	(1,128,512)	(1,129,117)	(1,129,117)
7290 Charter Oversight Fees 1%	411,433	427,066	435,608	444,321
9999 Expends from Restricted Sources	<u>2,225,235</u>	<u>2,225,235</u>	<u>2,225,235</u>	<u>2,225,235</u>
Total Unrestricted Expenditures	56,566,163	56,600,287	56,919,628	57,799,002
<b>LCFF BASE</b>	40,842,095	42,441,038	43,842,880	44,895,108
Includes prop tax & EPA (split below)				
8000 LCFF BASE STATE AID PORTION	22,535,537	24,134,480	24,986,103	25,235,692
8010 LCFF LOCAL PROP TAX	11,004,378	11,004,378	11,554,597	12,132,325
8012 LCFF EDUCATION PROTECTION ACCT	7,302,180	7,302,180	7,302,180	7,302,180
8300 Other State	6,778,187	4,035,349	3,979,442	3,714,219
8100 Federal Grants and Entitlements	3,036,923	2,956,735	2,976,944	2,997,556
8600 Grants & Donations	243,200	246,435	248,899	251,389
8617 Annual Appeal	351,000	361,480	365,097	368,748
8947 Student Lunch Sales	305,900	315,077	321,379	324,593
8820 GSE Tuition	196,000	205,800	216,090	226,895
8933 GSE Dissemination	682,373	689,197	696,089	703,050
8810 Credentialing Income	296,500	370,625	374,331	378,074
8900 Technical Assistance Contract	658,347	658,347	-	-
8970 Interest Eamed	441,686	254,540	263,768	273,458
8980 Miscellaneous local income	1,292,735	1,312,267	1,335,189	1,348,541
9999 Revenues Released from Restriction	2,225,235	2,225,235	2,225,235	2,225,235
Total Unrestricted Income	<u>57,350,181</u>	<u>56,072,125</u>	<u>56,845,343</u>	<u>57,481,955</u>
Net Profit/(Loss)	784,018	(528,162)	(74,285)	(317,047)
<b>Debt Service Coverage Ratio</b>				
<b>Net Income</b>	784,018	(528,162)	(74,285)	(317,047)
Add: Depreciation & Amortization	5,253,045	5,253,045	5,253,045	5,253,045
Add: Interest Payable LT Debt	2,561,629	2,369,041	2,301,785	2,235,668
Less: One Time Gifts*	-	-	-	-
<b>Income Available for Debt Service</b>	8,598,692	7,093,924	7,480,545	7,171,666
Maximum Annual Debt Service (MADS)	4,905,655	4,905,655	4,905,655	4,905,655
DSCR Ratio	175%	145%	152%	146%
<b>Required DSCR Ratio</b>	<b>120%</b>	<b>120%</b>	<b>120%</b>	<b>120%</b>

\* Forecast does not include Hale gift nor any income from Hale property which will be set aside for future Hale modernization.

\*\* MADS based upon 2019-20 Debt Service representing maximum annual P&I commitment.

\*\*\* 2015-16 does not include the one-time gain in equity from the NMTC winddown (2015 refinance)