

RESOLUTION NO. 21-03

RESOLUTION OF THE CALIFORNIA SCHOOL FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF STATE AID INTERCEPT NOTES (FISCAL YEAR 2020-21 SCHOOL AND COMMUNITY COLLEGE DISTRICT DEFERRALS), IN AN AMOUNT NOT TO EXCEED \$1,175,000,000 TO FINANCE WORKING CAPITAL FOR CERTAIN CALIFORNIA SCHOOL DISTRICTS, COMMUNITY COLLEGE DISTRICTS AND COUNTY OFFICES OF EDUCATION

WHEREAS, the California School Finance Authority (the “Authority”) is a public instrumentality of the State of California (the “State”), 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 State Education Code) (the “CSFA Act”) and is authorized to issue bonds, notes, lease obligations, certificates of participation, commercial paper, and any other evidences of indebtedness to assist school districts, county offices of education and community college districts by providing access to financing for working capital (as defined in the Act) pursuant to the Act;

WHEREAS, the California school districts, community college districts and/or county offices of education named herein in Exhibit A (each a “Participant” or “Participating Party” and collectively, the “Participants”) have applied to issue tax and revenue anticipation notes to be purchased by the Authority with the proceeds of the sale of certain notes of the Authority, to finance working capital for such Participants;

WHEREAS, the above-described working capital financing will benefit the Participants, each of which is a political subdivision duly organized and existing under and by virtue of the laws of the State;

WHEREAS, the debt service on both the Participant notes and the Authority notes as hereinafter described in Section 1 will be secured by, among other things, an intercept of certain funds (the “Intercept”) by the Controller of the State (the “State Controller”) pursuant to Section 17199.4 of the California Education Code;

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

Section 1. Pursuant to the Act, notes of the Authority, to be designated generally as the “California School Finance Authority State Aid Intercept Notes (Fiscal Year 2020-21 School and Community College District Deferrals), 2021 Series []” or such other name or names as may be designated in the Indenture hereinafter approved in Section 3 (the “**Authority Notes**”), 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 \$1,175,000,000. The proceeds of the Authority Notes shall be used for any or all of the following purposes: (i) purchasing tax and revenue anticipation notes to be issued to the Authority by the Participants (the “Participant Notes”); and (ii) paying certain expenses incurred in connection with the issuance of the Authority Notes.

Section 2. The Authority and the State Treasurer (the “Treasurer”), as agent for sale on behalf of the Authority, is hereby authorized to sell the Authority Notes, at any time

within twelve months of the adoption of this Resolution, at a public or 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 Authority, may determine.

Section 3. The following documents:

- (a) the Indenture relating to the Authority Notes dated as of March 1, 2021 (the "Indenture"), by and between the Authority and U.S. Bank National Association, as trustee (the "Trustee");
- (b) the First Supplemental Indenture relating to the Authority Notes dated as of April 1, 2021 (the "Indenture"), by and between the Authority and U.S. Bank National Association, as trustee (the "Trustee");
- (c) the District Note Purchase Agreements (the "District Purchase Agreements"), each by and between the Authority and the respective Participants;
- (d) the Note Purchase Agreement relating to the Authority Notes (the "Authority Note Purchase Agreement"), among the Authority, the Treasurer, as agent for sale on behalf of the Authority, and RBC Capital Markets, LLC and Citigroup Global Markets, Inc., as joint senior managers (the "Underwriters");
- (e) the Memorandum of Understanding by and among the California Department of Education, the California State Controller's Office and the Authority (the "CDE MOU");
- (f) the Memorandum of Understanding by and among the California Community Colleges Chancellor's Office, the California State Controller's Office and the Authority (the "CCD MOU");
- (g) the Continuing Disclosure Certificate by the Treasurer and the Authority;
and
- (h) the preliminary official statement relating to the Authority Notes (the "Preliminary Official Statement")

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 Authority 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.

Section 4. The dated date, maturity dates (not exceeding 15 months from the date of issue), interest rate or rates, authorized denominations, transfer restrictions,

forms, registration, manner of execution, places of payment and other terms of the Authority Notes shall be as set forth in the Indenture as finally executed. In accordance with the Bond Issuance Guidelines of the Authority, the Authority Notes shall be issued in the authorized denominations of \$5,000 or any integral multiple thereof, and delivered as described in the Preliminary Official Statement without any restrictions as to the qualifications of initial purchasers or any subsequent purchasers of the Authority Notes, given that the Authority Notes are expected to be rated at least "A-" (or its equivalent) or better by a nationally recognized rating agency.

Section 5. Preliminary Official Statement. The form of the Preliminary Official Statement presented to this meeting is hereby approved, and the Underwriters are hereby authorized to distribute the Preliminary Official Statement in one document or in a separate document for each series of Authority Notes, with such changes as the Authority may approve, in connection with the offering and sale of the Authority Notes. Each Authorized Officer is hereby authorized and directed to provide the Underwriters with such information relating to the Authority and the State as the Underwriters shall reasonably request for inclusion in the Preliminary Official Statement for the Authority Notes. Upon inclusion of the information relating to the State of California and the Authority therein, the Preliminary Official Statement for the applicable Series of Authority Notes, as applicable, shall be, except for certain omissions permitted by Rule 15c2-12 of the Securities Exchange Act of 1934, as amended (the "**Rule**"), deemed final within the meaning of the Rule; provided that no representation is made as to the information contained in the Preliminary Official Statement relating to the Participants, and the Authority is hereby authorized to certify that the Preliminary Official Statement is, as of its date, deemed final within the meaning of the Rule. If, at any time prior to the execution of the Authority Purchase Agreement, any event occurs as a result of which the information contained in the Preliminary Official Statement relating to the Authority or the State might include an untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, the Authority shall promptly notify the Underwriters. The Authority is hereby authorized and directed, at or after the time of the sale of the Authority Notes, for and in the name and on behalf of the State, to execute or approve a final Official Statement in substantially the form of the Preliminary Official Statement presented to this meeting, with such additions thereto or changes therein as the Authority may approve, such approval to be conclusively evidenced by the execution and delivery thereof (the "Official Statement").

The Underwriters are hereby authorized to distribute a Preliminary Official Statement in substantially the form on file with the Authority in one document or in a separate document for each series of Authority Notes, with such changes as the Underwriters may approve to persons who may be interested in the purchase of the Authority Notes offered in such issuance. The Underwriters are hereby directed to deliver (in accordance with applicable federal securities laws, regulations and rules) a copy of the Official Statement to all actual purchasers of any series of the Authority Notes authorized hereby.

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

to deliver the Authority Notes, when duly executed and authenticated, to the Underwriters, 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 Authority Notes to or upon the direction of the Representative, 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/or delivery of the Authority Notes and otherwise to effectuate the purposes of this Resolution, the Indenture, the CDE MOU, the CCD MOU, the Authority Purchase Agreement and the District Purchase Agreements. The Authority hereby approves any and all documents to be delivered in furtherance of the foregoing purposes, including without limitation: (a) certifications; and (b) a tax certificate, IRS Form 8038-G and agreement. The Treasurer (or her designee) is hereby requested and authorized to take any and all actions within her authority as agent for sale of the Authority Notes that she may deem necessary or advisable in order to consummate the issuance, execution, sale and delivery of the Authority 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. 18-25 apply to the documents and actions approved in this Resolution, and such Resolution No. 18-25 is hereby incorporated by reference.

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

Dated: _____, 2021

CERTIFICATE OF THE EXECUTIVE DIRECTOR
(Attesting to Action of the Authority)
Sacramento, California

I, Katrina Johantgen, Executive Director of the California School Finance Authority, hereby certifies that the foregoing is a full, true, and correct copy of Resolution No. 21-03 of the California School Finance Authority the issuance of one or more series of revenue notes in an aggregate amount not to exceed \$1,175,000,000 to finance working capital for certain California school districts, community college districts, and county offices of education at a meeting of the California School Finance Authority held at 915 Capitol Mall, Conference Room 527, Sacramento, California 95814, and 300 S Spring Street, Suite 8500, Los Angeles, CA 90013 on February 25, 2021, for which meeting all of the members of the Authority had due notice; and that at the meeting the staff recommendation was adopted by the following votes:

AYES:

NOES:

ABSTAINS:

ABSENT:

I further certify that the original minutes of said meeting and a copy of the original Resolution adopted at said meeting are on file in the California School Finance Authority office; and that the Resolution has not been amended, modified, or rescinded in any manner since the date of its adoption, and the same is now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate and affixed the seal of the California School Finance Authority hereto.

(seal)

February 25, 2021

Katrina Johantgen, Executive Director

EXHIBIT A

**PARTICIPATING SCHOOL DISTRICTS, COMMUNITY COLLEGE DISTRICTS AND
COUNTY OFFICES OF EDUCATION (each, a "PARTICIPATING PARTY")**

#	School District, Community College District	County	Not To Exceed Amount
1	Adelanto Elementary	San Bernardino	\$24,000,000
2	Alameda Unified	Alameda	\$15,000,000
3	Albany City Unified	Alameda	\$4,000,000
4	Alpine Union Elementary	San Diego	\$3,000,000
5	Alum Rock Union Elementary	Santa Clara	\$20,000,000
6	Banta Elementary	San Joaquin	\$1,000,000
7	Bear Valley Unified	San Bernardino	\$5,000,000
8	Blue Lake Union Elementary	Humboldt	\$500,000
9	Brawley Elementary	Imperial	\$12,000,000
10	Buellton Union Elementary	Santa Barbara	\$1,000,000
11	Calexico Unified	Imperial	\$30,000,000
12	Calipatria Unified	Imperial	\$3,000,000
13	Central Union High	Imperial	\$13,000,000
14	Ceres Unified	Stanislaus	\$12,000,000
15	Chaffey Community College District	San Bernardino	\$19,000,000
16	Colton Joint Unified	San Bernardino	\$62,000,000
17	Cotati-Rohnert Park Unified	Sonoma	\$10,000,000
18	Del Norte County Office of Education	Del Norte	\$1,000,000
19	Del Norte County Unified	Del Norte	\$6,100,000
20	Delhi Unified	Merced	\$8,000,000
21	Dixon Unified	Solano	\$5,500,000
22	Dos Palos Oro Loma Joint Unified School District	Merced	\$5,000,000
23	Centro Elementary	Imperial	\$8,500,000
24	Enterprise Elementary	Shasta	\$2,000,000
25	Fillmore Unified	Ventura	\$10,000,000
26	Fortuna Union High	Humboldt	\$2,000,000
27	Freshwater Elementary	Humboldt	\$1,000,000
28	Galt Joint Union Elementary	Sacramento	\$7,000,000
29	Galt Joint Union High	Sacramento	\$4,000,000
30	Golden Plains Unified	Fresno	\$3,000,000
31	Happy Valley Union Elementary	Shasta	\$1,000,000
32	Hayward Unified	Alameda	\$25,000,000
33	Holtville Unified	Imperial	\$2,000,000
34	Hueneme Elementary	Ventura	\$23,061,000
35	Imperial Unified	Imperial	\$10,000,000
36	Inglewood Unified	Los Angeles	\$25,000,000
37	Live Oak Unified	Sutter	\$5,000,000
38	Livermore Valley Joint Unified	Alameda	\$18,000,000
39	Lodi Unified	San Joaquin	\$80,000,000
40	Loleta Union Elementary	Humboldt	\$500,000
41	Lompoc Unified	Santa Barbara	\$20,000,000
42	Madera Unified	Madera	\$60,000,000
43	Maxwell Unified	Colusa	\$1,000,000
44	Meadows Union Elementary	Imperial	\$2,000,000
45	Millbrae Elementary	San Mateo	\$12,000,000

#	School District, Community College District	County	Not To Exceed Amount
46	Monroe Elementary School District	Fresno	\$1,000,000
47	Needles Unified	San Bernardino	\$3,000,000
48	New Jerusalem Elementary	San Joaquin	\$7,000,000
49	Oakland Unified	Alameda	\$85,000,000
50	Pacifica	San Mateo	\$7,000,000
51	Parlier Unified	Fresno	\$6,000,000
52	Pasadena Area Community College District	Los Angeles	\$25,066,375
53	Piedmont City Unified School District	Alameda	\$3,000,000
54	Rialto Unified	San Bernardino	\$35,000,000
55	Sacramento City Unified	Sacramento	\$96,000,000
56	San Lorenzo Unified	Alameda	\$16,500,000
57	Santa Monica Community College District	Los Angeles	\$25,000,000
58	Seeley Union Elementary	Imperial	\$2,000,000
59	Simi Valley Unified	Ventura	\$24,000,000
60	Snowline Joint Unified	San Bernardino	\$19,000,000
61	Soulsbyville Elementary	Tuolumne	\$1,000,000
62	Sweetwater Union High	San Diego	\$78,000,000
63	Tehachapi Unified	Kern	\$8,000,000
64	Upland Unified	San Bernardino	\$6,000,000
65	Vallejo City Unified	Solano	\$27,000,000
	Ventura County Community College		
66	District	Ventura	\$25,000,000
67	Ventura Unified	Ventura	\$25,000,000
68	Waterford Unified	Stanislaus	\$4,000,000
69	Willits Unified	Mendocino	\$3,000,000
70	Yreka Union Elementary	Siskiyou	\$2,000,000
71	Yucaipa-Calimesa Joint Unified	San Bernardino	\$18,500,000
Total			\$1,134,227,375