

## RESOLUTION NO. 22-28

### RESOLUTION OF THE CALIFORNIA SCHOOL FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF CHARTER SCHOOL REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$28,000,000 TO REFINANCE THE ACQUISITION, CONSTRUCTION, EXPANSION, REHABILITATION, RENOVATION, FURNISHING AND EQUIPPING OF EDUCATIONAL FACILITIES LOCATED IN RIVERSIDE COUNTY, CALIFORNIA FOR USE BY RIVER SPRINGS 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, as amended) (the “Act”) and is authorized to issue bonds and to 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 of the State of California) (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 or refinancing the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and/or equipping of educational facilities (as defined in the Act);

**WHEREAS**, River Springs Facilities II LLC (the “Borrower”), a California limited liability company (the “Borrower”), whose sole member is River Springs Charter School, Inc. (“River Springs”), a nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, has applied for financing under the Act;

**WHEREAS**, the Borrower will lease certain charter school facilities to River Springs, which operates public charter schools established pursuant to the Charter School Law;

**WHEREAS**, the revenue bonds as hereinafter described in Section 1 are expected to be secured by, among other things, intercepts of certain funds (each, an “Intercept”) by the Controller of the State of California (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, revenue bonds (the “Bonds”) of the Authority, to be designated generally as the “California School Finance Authority Charter School Revenue Bonds (River Springs Charter School), Series 2022C (Taxable Convertible)” and “California School Finance Authority Charter School Revenue Bonds (River Springs Charter School), Series 2022D (Taxable),” or such other name or names or series or subseries designations as may be designated in the related Indenture hereinafter approved in Section 3, are authorized to be issued, in one or more series from time to time on a federally taxable basis, which may convert to tax-exempt at the option of the Borrower, in an aggregate principal amount not to exceed \$28,000,000. The Bonds may, with the

consent of the Borrower, be secured by bond insurance, letter(s) of credit or other credit enhancement. The proceeds of the Bonds shall be used to make a loan to the Borrower for any or all of the following purposes: (1) to refinance the acquisition, construction, expansion, rehabilitation, renovation, furnishing and equipping of certain charter school educational facilities, including classroom and administrative spaces and related and appurtenant facilities, to be located at or adjacent to (a) 4020 Jefferson Street, Riverside, California 92504, (b) 42145 Lyndie Lane, Temecula, California 92591, (c) 4260 Tequesquite Avenue, Riverside, California 92501, and (d) 27740 Jefferson Avenue, Temecula, California 92590, including the advance refunding of the Authority's Educational Facility Revenue Bonds (River Springs Charter School) Series 2015A and Series 2015B (Taxable) (the "Prior Bonds"), which were issued on November 24, 2015 (collectively, the "Project"), (2) to pay certain expenses incurred in connection with the issuance of the Bonds, and (3) to fund all or a portion of a debt service reserve fund, capitalized interest, related working capital and a repair and replacement fund in connection with the Bonds.

**Section 2.** The Treasurer of the State of California (the "Treasurer") is hereby authorized to sell one or more series of the Bonds, on one or more sale dates, at any time within a year of the adoption of this Resolution, at public or private sale, in such principal amount (which, in the aggregate, shall not 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 Bonds (the "Indenture"), between the Authority and U.S. Bank Trust Company, National Association, as trustee (the "Trustee");

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

(c) one or more Bond Purchase Agreement(s) relating to the Bonds (collectively, the "Bond Purchase Agreement"), among the Authority, the Treasurer, as agent for sale on behalf of the Authority, and Stifel, Nicolaus & Company, Incorporated, as underwriter (the "Underwriter"), and approved by the Borrower; and

(d) the preliminary limited offering memorandum relating to the Bonds (the "Preliminary Limited 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 series of Bonds (whether one or more) and 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.** 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 Bonds shall be as set forth in the Indenture, as finally executed. In accordance with the Bond Issuance Guidelines of the Authority, the Bonds shall be issued in the authorized denominations and subject to transfer restrictions as set forth below:

(a) If the Bonds are unrated or are rated lower than “BBB-” (or its equivalent) by a nationally recognized rating agency (a “Rating Agency”), they shall either (1) be issued in minimum authorized denominations of \$250,000, the initial beneficial owners of the Bonds (the “Initial Purchasers”) (or their duly authorized representative) shall be required to execute an Investor Letter substantially in the form appended to the Indenture (the “Investor Letter”), and both the initial sale and all subsequent transfers of the Bonds shall be limited to Qualified Institutional Buyers (“QIBs”), as defined in Rule 144A of the Securities Act of 1933, as amended (the “1933 Act”) and Accredited Investors (“Accredited Investors”), as defined in Regulation D of the 1933 Act; or (2) be issued in minimum authorized denominations of \$100,000, the Initial Purchasers (or their duly authorized representative) shall be required to execute the Investor Letter, the initial sale of the Bonds shall be limited to QIBs and Accredited Investors that are advised by Hamlin Capital Management, LLC (collectively, “Hamlin Investors”), with such Bonds held by Hamlin Capital Management, LLC in managed accounts or commingled investment vehicles of such Hamlin Investors, any subsequent transfers of the Bonds shall be limited to QIBs and Accredited Investors, and any subsequent transfer of Bonds to a beneficial owner other than a Hamlin Investor may be made only in minimum authorized denominations of \$250,000, by means of a replacement bond specifying such minimum authorized denomination, authenticated by the Trustee pursuant to the Indenture; and in either case (1) or (2), such sale and transfer restrictions shall be conspicuously noted in the final form of Bonds delivered and described in the Preliminary Limited Offering Memorandum;

(b) If the Bonds 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 of the Bonds shall be limited to QIBs and Accredited Investors, as described in the Indenture, and such sale and transfer restrictions shall be conspicuously noted in the final form of Bonds delivered and described in the Preliminary Limited Offering Memorandum; and

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

**Section 5.** The Underwriter is hereby authorized to distribute a Preliminary Limited Offering Memorandum in substantially the form on file with the Authority in one document or in a separate document for one or more series of the Bonds 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 the final limited offering memorandum (as finally executed, the "Limited Offering Memorandum") to all actual purchasers of each series of Bonds authorized hereby.

**Section 6.** 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. 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.** 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 and instructions (including the instructions to the Trustee described in Section 6 above); (b) an escrow agreement relating to the refunding of the Prior Bonds, (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; and (d) a tax certificate if the Bonds are converted to tax exempt. 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 Bonds that 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.** The provisions of the Authority's Resolution No. 22-06 apply to the documents and actions approved in this Resolution, and such Resolution No. 22-06 is hereby incorporated by reference.

**Section 9.** 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.** This Resolution shall take effect immediately from and after its adoption.

Dated: May 25, 2022

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 certify that the foregoing is a full, true and correct copy of Resolution No. 22-28 of the California School Finance Authority Authorizing the Issuance of Charter School Revenue Bonds in an Amount Not to Exceed \$28,000,000, to Refinance the Acquisition, Construction, Expansion, Rehabilitation, Renovation, Furnishing, and Equipping of Educational Facilities Located in Riverside County, California for Use by River Springs Charter School, adopted at a meeting of the California School Finance Authority held at 915 Capitol Mall, Conference Room 587, Sacramento, California, 95814 on May 25, 2022, for which meeting all of the members of said Authority had due notice; and that at the meeting such Resolution 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.

By \_\_\_\_\_

(seal)

Katrina Johantgen, Executive Director

May 25, 2022