

RESOLUTION NO. 22-52

RESOLUTION OF THE CALIFORNIA SCHOOL FINANCE AUTHORITY AUTHORIZING AMENDMENTS TO AN INDENTURE AND LOAN AGREEMENT EACH DATED AS OF DECEMBER 1, 2020, RELATING TO THE CALIFORNIA SCHOOL FINANCE AUTHORITY SCHOOL FACILITY REVENUE BONDS (KIPP SO CAL PROJECTS) SERIES 2020A, AND RELATED MATTERS IN ORDER TO FINANCE AND/OR REFINANCE THE ACQUISITION, CONSTRUCTION, EXPANSION, REMODELING, RENOVATION, IMPROVEMENT, FURNISHING AND/OR EQUIPPING OF EDUCATIONAL FACILITIES LOCATED IN LOS ANGELES COUNTY, CALIFORNIA FOR USE BY KIPP SOCAL PUBLIC SCHOOLS

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 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/or equipping of educational facilities (as defined in the Act);

WHEREAS, KLARE Holdings (the “Borrower”), a California nonprofit public benefit corporation, previously applied for financing under the Act, for the purpose of financing certain charter school facilities to be leased to KIPP SoCal Public Schools (the “Lessee”), a California nonprofit public benefit corporation, for use and occupancy by certain schools the Lessee owns and operates, including KIPP Pueblo Unido (“Pueblo Unido”), a school established pursuant to the Charter School Law;

WHEREAS, in December 2020, pursuant to that certain Indenture (the “2020 Indenture”), dated as of December 1, 2020, between the Authority and Zions Bancorporation, National Association, as trustee (the “Bond Trustee”) the Authority issued its School Facility Revenue Bonds (KIPP SoCal Projects) Series 2020A, in the aggregate principal amount of \$33,410,000 (the “2020 Bonds”) and made a loan of the proceeds of such 2020 Bonds to the Borrower pursuant to that certain Loan Agreement, dated as of December 1, 2020, between the Authority and the Borrower (the “2020 Loan Agreement”) for purposes of financing construction of certain school facilities, including one to house Pueblo Unido (the “Pueblo Unido Project”);

WHEREAS, in February 2022, litigation involving the Borrower relating to the 2020 School was concluded and in October 2022, the Borrower, due to the consequences of such litigation, decided to abandon the Pueblo Unido Project;

WHEREAS, due to the abandonment of the Pueblo Unido Project, the Borrower requests that the definition of Project under the 2020 Indenture and 2020 Loan Agreement be amended to include (a) KIPP Scholar Academy located at 6100 South

Hoover St., Los Angeles, CA, (b) KIPP Comienza Community Prep located at 7825 Santa Fe Ave., Huntington Park, CA, and (c) KIPP Ignite Academy located at 1628 East 81st St., Los Angeles, CA;

WHEREAS, the amendments to the 2020 Indenture and 2020 Loan Agreement will be entered into in accordance with Section 9.01(e) of the 2020 Indenture, and does not require the consent of Bondholders; and

WHEREAS, all conditions of Section 9.01(e) of the 2020 Indenture will be met prior to the effectiveness of the amendments to the 2020 Indenture and 2020 Loan Agreement; and

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

Section 1. The foregoing recitals are true and correct, and this Board so finds and determines.

Section 2. The following documents (together, the “Amendments”):

(a) The First Supplement to Indenture, between the Authority and the Bond Trustee relating to the 2020 Bonds; and

(b) The First Supplement to Loan Agreement, between the Authority and the Borrower relating to the 2020 Bonds;

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) 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 3. 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 execution and delivery of the Amendments and otherwise to effectuate the purposes of this Resolution and the Amendments. The Authority hereby approves any and all documents, supplements or amendments to the foregoing or to other documents and instruments relating to the Bonds be delivered in furtherance of the foregoing purposes, including without limitation any certifications and any supplements or amendments to a tax certificate and agreement. The Treasurer (or her designee) is hereby requested and authorized to take any and all actions within his or her authority as original agent for sale of the Bonds that he or she may deem necessary or advisable in order to effectuate the purposes of this Resolution.

Section 4. 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 5. 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 6. The Authority hereby approves the execution and delivery of the Amendments and other certificates and documents related thereto, with electronic signatures under the California Uniform Electronic Transactions Act and digital signatures under Section 16.5 of the Government Code.

Section 7. This Resolution shall take effect from and after its adoption.

Dated: December 15, 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. 22-52 of the California School Finance Authority

Authorizing Amendments to An Indenture and Loan Agreement Each Dated as of December 1, 2020, Relating to the California School Finance Authority School Facility Revenue Bonds (KIPP So Cal Projects) Series 2020A, and Related Matters in order to finance and/or refinance the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing, and/or equipping of educational facilities located in Los Angeles County, California for use by KIPP SoCal Public Schools, adopted at a meeting of the California School Finance Authority held remotely from teleconferencing locations, consistent with Government Code section 11133, on December 15, 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

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