

RESOLUTION NO. 24-06

RESOLUTION OF THE CALIFORNIA SCHOOL FINANCE AUTHORITY AUTHORIZING THE ISSUANCE OF REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$40,000,000 TO FINANCE AND/OR REFINANCE THE ACQUISITION, CONSTRUCTION, EXPANSION, REMODELING, RENOVATION, IMPROVEMENT, FURNISHING AND EQUIPPING OF EDUCATIONAL FACILITIES LOCATED IN LOS ANGELES COUNTY, CALIFORNIA FOR USE BY NEW DESIGNS 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 (Chapter 18 (commencing with Section 17170) of Part 10 of Division 1 of Title 1 of the Education Code) (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 (Part 26.8 (commencing with Section 47600) 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 or refinancing the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and/or equipping of educational facilities (as defined in the Act);

WHEREAS, University Park and Watts, LLC (the “Borrower”), a California limited liability company, whose sole member is New Designs Charter School (the “Lessee”), a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), has applied for financing under the Act;

WHEREAS, the Borrower or certain subsidiaries of the Borrower will lease or sublease certain educational facilities to the Lessee, which operates public charter schools established pursuant to the Charter School Law, including the charter schools known as (i) New Designs Charter School, (ii) New Designs Charter School – Watts, and (iii) New Designs Charter School-Adams (together, the “Schools”); and

WHEREAS, the revenue bonds as hereinafter described in Section 1 will be secured by, among other things, an intercept of certain funds attributable to the Schools (the “Intercept”) by the Controller of the State of California (the “State Controller”) pursuant to Section 17199.4 of the 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 Educational Facilities Revenue Bonds (New Designs Charter School Project) Series 2024A” and “California School Finance Authority Revenue Bonds (New Designs Charter School Project) (Taxable) Series 2024B,” or such other name or names or series or subseries designations as may be designated in the Third Supplemental Indenture hereinafter defined and approved in Section 3, are authorized to be issued, in one or more series from time to time, in an

aggregate principal amount not to exceed \$40,000,000. With the consent of the Borrower, the Bonds may 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) finance and/or refinance (A) the costs of the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and equipping of a facility known as New Designs Charter School, located at 2303 Figueroa Way, Los Angeles, CA 90007, designed to serve approximately 500 students in grades 9 through 12, (B) the costs of the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and equipping of a facility known as New Designs Charter School (Adams Campus), located at 1314-1342 W. Adams Blvd., Los Angeles, CA 90007, designed to serve approximately 400 students in grades 6 through 8, and (C) the costs of the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and equipping of a facility known as New Designs Charter School – Watts, located at 12714 Avalon Blvd., Los Angeles, CA 90061, designed to serve approximately 400 students in grades 6 through 12 (collectively, the “Facilities”); (2) pay certain expenses incurred in connection with the issuance of the Bonds; (3) pay capitalized interest on the Bonds; (4) fund a debt service reserve fund with respect to the Bonds; and (5) fund related working capital with respect thereto (together, the “Project”).

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 12 months of the adoption of this Resolution, at public or private sale, in such principal amount (not to exceed the aggregate principal amount set forth in Section 1, at such prices, on such date or dates, 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) a Third Supplemental Indenture of Trust relating to the Bonds (the “Third Supplemental Indenture”), between the Authority and Zions Bancorporation, National Association, as trustee (the “Trustee”);

(b) a Third Amendment to Loan Agreement relating to the Bonds (the “Third Amendment to Loan Agreement”), between the Authority and the Borrower;

(c) a Bond Purchase Agreement relating to the Bonds (the “Bond Purchase Agreement”), among the Authority, the Treasurer, as agent for sale on behalf of the Authority, Robert W. Baird & Co. Incorporated (the “Underwriter”), the Borrower and the Lessee; and

(d) a 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), 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 Third Supplemental Indenture, the Third Amendment to 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 Third Supplemental 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 be issued in minimum authorized denominations of \$100,000, the initial beneficial owners of the Bonds (the “Initial Purchasers”) shall be required to execute an Investor Letter substantially in the form appended to the Third Supplemental 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”) or Accredited Investors (“Accredited Investors”), as defined in Regulation D of the 1933 Act; one or more of the following will be required depending on the transaction, as requested by the financing team and approved by the Executive Director on behalf of the Authority: traveling investor letters, higher minimum authorized denominations of \$250,000, physical delivery, limited initial sale to QIBs only with subsequent transfers limited to QIBs only, or other investor protection measures; 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;

(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, Bonds will be sold to Initial Purchasers and all subsequent transfers shall be made only to QIBs and Accredited Investors, as described in the Third Supplemental 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) or better by a Rating Agency, the Bonds may be issued and sold any authorized denominations, 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 that they 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 Third Supplemental Indenture, the Third Amendment to 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); (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 Bonds. The Treasurer, or authorized designee, is hereby requested and authorized to take any and all actions within their authority as agent for sale of the Bonds that they 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: March 28, 2024

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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. 24-06 of the California School Finance Authority, Authorizing the Issuance of Educational Facilities Revenue Bonds in an Amount Not to Exceed \$40,000,000, to Finance and/or Refinance the Acquisition, Construction, Expansion, Remodeling, Renovation, Improvement, Furnishing, and Equipping of Educational Facilities Located in Los Angeles County, California, for Use by New Designs Charter School, adopted at a meeting of the California School Finance Authority held at 901 P Street, Room 102, Sacramento, California 95814 on March 28, 2024, 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: Khaim Morton, designee for State Treasurer Fiona Ma, CPA
Juan Mireles, designee for Superintendent of Public Instruction
Tony Thurmond
Chris Ferguson, designee for Director of Finance
Joe Stephenshaw

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)

By _____
Katrina Johantgen
Executive Director

March 28, 2024