

RESOLUTION NO. 24-28

**RESOLUTION OF THE CALIFORNIA SCHOOL FINANCE AUTHORITY
AUTHORIZING THE ISSUANCE OF REVENUE BONDS
IN AN AMOUNT NOT TO EXCEED \$17,000,000 TO FINANCE AND/OR REFINANCE
THE ACQUISITION, CONSTRUCTION, EXPANSION, REMODELING, RENOVATION,
IMPROVEMENT, FURNISHING AND/OR EQUIPPING OF EDUCATIONAL
FACILITIES LOCATED IN ORANGE COUNTY, CALIFORNIA FOR USE BY
VIBRANT MINDS CHARTER SCHOOL AND 330 W BROADWAY, LLC**

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 thereof 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) 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 and/or refinancing of a project (as defined in the Act) pursuant to the Act in conjunction with a charter school;

WHEREAS, 330 W Broadway, LLC (the “Borrower”), a California limited liability company whose sole member is Vibrant Minds 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, applied for financing under the Act;

WHEREAS, the Borrower will lease certain educational facilities to the Lessee, which operates a public charter school established pursuant to the Charter School Law, known as Vibrant Minds Charter School; and

WHEREAS, the revenue bonds as hereinafter described in Section 1 will be secured by, and payable from, among other things, an intercept of certain funds attributable to the School[s] by the Controller of the State of California, and Treasurer of Orange County 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 Revenue Bonds (Vibrant Minds Charter School Project) Tax-Exempt Series 2024A” and “California School Finance Authority Revenue Bonds (Vibrant Minds Charter School Project) Taxable Series 2024B,” or such other name or names or series or subseries designations as may be designated in the Indenture hereinafter approved in Section 3, 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 \$17,000,000. 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: to (1) finance and/or refinance the costs of the acquisition, construction, expansion, remodeling, renovation, improvement, furnishing and/or equipping of an approximately 30,000-square-foot educational facility known as Vibrant Minds Charter School, located at 320 W. Broadway, Anaheim, CA 92805, designed to serve approximately 468 students in grades TK through 6th (the "Project"); (2) pay certain expenses incurred in connection with the issuance of the Bonds; (3) pay capitalized interest on the Bonds; and (4) fund a debt service reserve fund and a repair and replacement fund, if necessary, for the Bonds. With the consent of the Borrower, the Bonds may be secured by bond insurance, letter(s) of credit or other credit enhancement.

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 aggregate principal amount (not to exceed the aggregate principal amount set forth in Section 1, at such prices, on such date or dates, bearing interest at such rate or rates, and with such maturity date or dates and upon such other terms and conditions as the Treasurer, with the consent of the Borrower, may determine.

Section 3. The following documents:

- (a) an Indenture of Trust relating to the Bonds (the "Indenture"), between the Authority and UMB Bank, NA, as trustee (the "Bond Trustee");
- (b) a Loan Agreement relating to the Bonds (the "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, B.C. Ziegler and Company (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), 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. The Bonds shall be subject to the requirements and restrictions described in the Bond Issuance Guidelines of the Authority attached as Exhibit A to this Resolution.

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 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 any series of Bonds authorized hereby.

Section 6. The Bonds, when executed, shall be delivered to the Bond Trustee for authentication. The Bond Trustee is hereby requested and directed to authenticate the Bonds by executing the Bond 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 the officer 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 Bond Trustee described in Section 6); (b) a tax certificate; 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 the Treasurer's designee) is hereby requested and authorized to take any and all actions within the Treasurer's 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 attached hereto and hereby incorporated by reference.

Section 9. The Authority hereby approves the execution and delivery of any and all documents in connection with the transactions approved in this Resolution, with electronic signatures under the California Uniform Electronic Transactions Act and digital signatures under Section 16.5 of the Government Code.

Section 10. 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 11. This Resolution shall take effect immediately from and after its adoption.

Dated: July 25, 2024

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**EXHIBIT A
 BOND ISSUANCE GUIDELINES OF THE AUTHORITY**

RATING*	ISSUANCE PROVISIONS
I. Debt Rated A-/A-/A3 or Better	<ul style="list-style-type: none"> • Bonds may be publicly offered without transfer restrictions • Bond payments will be made via the intercept mechanism outlined in Section 17199.4 of the Education Code
II. Debt Rated a minimum BBB-/BBB-/Baa3	<ul style="list-style-type: none"> • 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 • Bond payments will be made via the intercept mechanism outlined in Section 17199.4 of the Education Code
III. Debt Rated less than BBB-/BBB-/Baa3, or unrated	<ul style="list-style-type: none"> • Bonds will be in minimum denominations of \$100,000 • Bonds will be privately placed or publicly offered initially to QIBs and AIs • Initial bond purchasers will be required to execute an Investor Letter • Subsequent transfers of bonds will be 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 • One or more of the following will be required depending on the transaction, as requested by the financing team and approved by the Authority: <ul style="list-style-type: none"> ○ Traveling Investor Letter; or ○ Higher minimum denominations of \$250,000; or ○ Physical Delivery; or ○ Limited initial sale to QIBs, with subsequent transfers limited to QIBs as well; or ○ Other investor protection measures • Bond payments will be made via the intercept mechanism outlined in Section 17199.4 of the Education Code

EXHIBIT A
BOND ISSUANCE GUIDELINES OF THE AUTHORITY

<p>IV. For all Debt purchased on behalf of initial investors by a Bondholder Representative</p>	<ul style="list-style-type: none">• The Bondholder Representative must be a QIB or registered investment advisor responsible for managing at least \$1 billion in assets.• The Bondholder Representative must have discretionary authority over the investments of its clients who will be the holders of the bonds.• The clients who will be the holders of the bonds must meet the applicable purchase guidelines, as outlined above, including the required minimum denomination and any limitation to QIBs or accredited investors.• Any subsequent transfers by the Bondholder Representative out of the firm's clients or accounts must be limited as required by the sales restrictions applicable to the bonds.• The Bondholder Representative will be required to execute a Bondholder Representative Letter substantially similar to the Investor Letter that would otherwise be required by initial investors and representing that, among other things:<ul style="list-style-type: none">○ The Bondholder Representative can satisfy all requirements contained in this section IV.○ The Bondholder Representative is authorized to act on behalf of the initial investors it represents.○ All initial investors it represents are aware of, and agree to comply with, the restrictions associated with the debt, as outlined above, and are aware of the risks associated with such restrictions.
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* Represents ratings by Standard & Poor's, Fitch, and Moody's respectively.

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. 24-28 of the California School Finance Authority, adopted at a meeting of the California School Finance Authority held consistent with Government Code section 11120 et seq., on July 25, 2024, at 901 P St. Room 102, Sacramento, California, 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.

(seal)

By _____
Katrina M. Johantgen
Executive Director

July 25, 2024