RIVER SPRINGS CHARTER SCHOOL BOARD OF DIRECTORS

43466 BUSINESS PARK DRIVE • TEMECULA, CA 92590

SPECIAL CALLED MEETING MINUTES

12:00 p.m.

November 27, 2017

43448 Business Park Drive

Temecula, CA 92590

Our mission is to empower students by fostering their innate curiosity, engaging their parents, and promoting optimum learning by collaboratively developing a personalized learning program for each student.

PRESENT:

Carl Burke, Chair Chuck Vela, Treasurer (left at 1:15) Sheila Ryle, Board Director (arrived at 12:10) Jessica Mercer, Board Director Charlene Ponzio, Board Director Reginald Wadlington, Board Director	Kathleen Hermsmeyer, Superintendent Tanya Rogers, Asst. Supt. of Business Phil Hermsmeyer, Asst. Supt. of IT/Facilities Natali South, Director of Executive Support Karl Yoder, Chief Financial Officer (via teleconference) Linda Parks, Legal Counsel (via teleconference)

1. **Action: Call to Order & Pledge of Allegiance**
   - Mr. Burke called the meeting to order at 12:02 p.m. and led the Pledge of Allegiance.

2. **Action: Approval of Agenda**
   - Mr. Vela moved to approve the agenda.
   - Ms. Mercer seconded.
   - Vote: 5 Ayes: Burke, Vela, Ponzio, Mercer, Wadlington; 0 Noes; 2 Absent: Ryle, Darrow; Motion Adopted

3. **Action: Approval of Minutes from November 9, 2017**
   - Mr. Wadlington moved to approve the Minutes from the November 9, 2017 meeting.
   - Ms. Mercer seconded.
   - Discussion: None
   - Vote: 5 Ayes: Burke, Vela, Ponzio, Mercer, Wadlington; 0 Noes; 2 Absent: Ryle, Darrow; Motion Adopted

4. **Information: PUBLIC COMMENTS**
   - None

5. **Action: Approval of Loan Agreement**
   - Ms. Ponzio moved to approve the Loan Agreement for the Bond.
   - Ms. Ponzio seconded.
   - Discussion: Guillermo Garcia with Stifel and Associates described the purpose and terms of the loan agreement between California School Finance Authority and RSCS.
   - Vote: 6 Ayes: Burke, Ryle, Vela, Ponzio, Mercer, Wadlington; 0 Noes; 1 Absent: Darrow; Motion Adopted

6. **Action: Approval of Bond Indenture**
   - Ms. Ryle moved to approve the Bond Indenture.
   - Mr. Wadlington seconded.
   - Discussion: Guillermo Garcia explained that he actual issuer of the bonds is the California School Financing Authority. The Indenture describes the interaction between CSFA and US Bank and details how money will go from investors, to Stifel, to US Bank, and finally to CSFA, and how loan payments flow up from the School, to CSFA, to US Bank, and out to investors.
   - Vote: 6 Ayes: Burke, Ryle, Vela, Ponzio, Mercer, Wadlington; 0 Noes; 1 Absent: Darrow; Motion Adopted

7. **Action: Approval of Appendix A**
   - Mr. Wadlington moved to approve Appendix A for the Bond.
   - Ms. Ponzio seconded.
   - Discussion: Guillermo Garcia described the purpose of Appendix A which summarizes all of the Bond related documents.
   - Vote: 6 Ayes: Burke, Ryle, Vela, Ponzio, Mercer, Wadlington; 0 Noes; 1 Absent: Darrow; Motion Adopted

8. **Action: Approval of PLOM: Preliminary Limited Offering Memorandum**
   - Ms. Ryle moved to approve the PLOM for the Bond.
   - Mr. Vela seconded.
   - Discussion: Guillermo Garcia described the purpose of the PLOM and answered Board members' questions. As part of the financing process, the financing team prepares an offering document to inform investors about the bond and the School, similar to a prospectus for a stock offering. This document is called the "Limited Offering Memorandum" (LOM). The initial version of this document prior to the pricing day is called the Preliminary Limited Offering Memorandum (PLOM), and is then updated and finalized after final rates are set at pricing.
   - Vote: 6 Ayes: Burke, Ryle, Vela, Ponzio, Mercer, Wadlington; 0 Noes; 1 Absent: Darrow; Motion Adopted

9. **Action: Approval of Bond Purchase Agreement**
   - Mr. Vela moved to approve the Bond Purchase Agreement.
   - Ms. Ryle seconded.
   - Discussion: Guillermo Garcia described the purpose of the Bond Purchase Agreement and answered Board members' questions. Execution of this document commits the school to the Bond purchase and terms.
   - Vote: 6 Ayes: Burke, Ryle, Vela, Ponzio, Mercer, Wadlington; 0 Noes; 1 Absent: Darrow; Motion Adopted

10. **Action: Approval of Resolution 2018-01**
   - Ms. Ponzio moved to approve Resolution 2018-01
   - Mr. Vela seconded.
   - Discussion: Phil Hermsmeyer described the purpose of Resolution 2018-01 which combines approval of the Bond related documents.
   - Vote: 6 Ayes: Burke, Ryle, Vela, Ponzio, Mercer, Wadlington; 0 Noes; 1 Absent: Darrow; Motion Adopted

11. **Action: Approval of Resolution 2018-02**
   - Ms. Ryle moved to approve Resolution 2018-02
   - Ms. Mercer seconded.
   - Discussion: Phil Hermsmeyer described the purpose of Resolution 2018-02 which complies with Treasury Regulations requiring the School to declare its official intent to reimburse prior expenditures for the Project with proceeds of one or more subsequent issuances of debt obligations.
   - Vote: 6 Ayes: Burke, Ryle, Vela, Ponzio, Mercer, Wadlington; 0 Noes; 1 Absent: Darrow; Motion Adopted

12. **Information: BOARD COMMENTS and FUTURE AGENDA ITEMS**
   - Ms. Ponzio: I'm looking forward to the Leadership conference in San Diego this week. Also, thanks to Guillermo for your help on this Bond process.
   - Mr. Wadlington: I have a question related to the potential of purchasing a parking lot near the Murrieta Student Center campus to help with traffic flow.
     - Most likely it would not be feasible to purchase a parking lot next to a campus that we lease.
   - Ms. Ryle: Thanks to everyone for working on the Bond project.
   - Ms. Mercer: I appreciate the efforts of staff who are working so hard to get the proper information submitted to the various people for the Bond! It was helpful to have Guillermo explain each of the documents as this is a lot of information!
   - Mr. Burke: Thanks to Guillermo, Karl, Linda and staff for the diligence on this project. Also thanks to my fellow Board members who asked helpful questions.

13. **Action: Motion to Adjourn the Meeting**
   - Ms. Mercer moved to adjourn the meeting at 1:19 p.m.
   - Ms. Ponzio seconded.

- Vote: 5 Ayes: Burke, Ryle, Ponzio, Mercer, Wadlington; 0 Noes; 2 Absent: Vela, Darrow; Motion Adopted

Stephen Darrow, Secretary

12/7/17
Date