



Feather River Charter School

Special Board Meeting

Date and Time

Thursday October 6, 2022 at 5:00 PM PDT

Location

<https://sequoiagrove-org.zoom.us/j/4075258260>

Meeting ID: 407 525 8260

Passcode: 546272

One tap mobile

+14086380968,,4075258260# US (San Jose)

+16699006833,,4075258260# US (San Jose)

Dial by your location

+1 408 638 0968 US (San Jose)

+1 669 900 6833 US (San Jose)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 646 876 9923 US (New York)

Meeting ID: 407 525 8260

Find your local number: <https://sequoiagrove-org.zoom.us/j/4075258260>

“Meeting held pursuant to Government Code 54953 and emergency findings previously adopted by the Board”

Agenda

	Purpose	Presenter	Time
I. Opening Items			5:00 PM
A.	Establish Quorum/Record Attendance	David Brockmyer	
B.	Approval to Continue Meeting Virtually per AB361	David Brockmyer	
C.	Call the Meeting to Order	David Brockmyer	
D.	Approval of Agenda	David Brockmyer	
E.	Public Comments on Non-Agenda Items		3 m
II. Operations			5:03 PM
A.	Discussion and Potential Action on Resolutions for the Sale of Receivables to Charter School Capital	Jenell Sherman	
III. Governance			
A.	Approval of CSO Board Member Nomination: Jason Baldwin	David Brockmyer	
IV. Closing Items			
A.	Board Member Requests to Add Items to Future Board Meeting Agendas		
B.	Announcement of Next Regular Scheduled Board Meeting	David Brockmyer	
	The Next Regular Scheduled Board Meeting is October 18, 2022 at 5:00 PM.		
C.	Adjourn Meeting	David Brockmyer	

Public Comment Rules for Non-Agenda Items:

Members of the public may address the Board on non-agenda items through the teleconference platform, Zoom, during the time allocation for public comment on non-agenda items. Zoom does not require the members of the public to have an account or login. Please either utilize the chat option to communicate to the administrative

team of your desire to address the Board during this time or simply communicate orally your desire to address the Board when the Board asks for public comments on non-agenda items. Speakers may be called in the order requests are received. Comments are limited to 2 minutes each, with no more than 15 minutes per single topic. If a member of the public utilizes a translator to address the Board, those members of the public are allotted 4 minutes each to accommodate translation time. By law, the Board is allowed to take action only on items on the agenda. However, the Board may, at its discretion, refer a matter to school staff or calendar the issue for future discussion.

Public Comment Rules for Agenda Items:

Members of the public may address the Board on agenda items through the teleconference platform, Zoom. Zoom does not require the members of the public to have an account or login. Please either utilize the chat option to communicate to the administrative team of your desire to address the Board on that agenda item or simply communicate orally your desire to address the Board when the Board asks for public comment on that item. Public comment will be allowed following the staff report, if any, on each agenda item.

Speakers may be called in the order requests are received. Comments are limited to 2 minutes each, with no more than 15 minutes per agenda item. If a member of the public utilizes a translator to address the Board, those members of the public are allotted 4 minutes each to accommodate translation time.

Note: The Governing Board encourages those with disabilities to participate fully in the public meeting process.

If you need a disability-related modification or accommodation, including auxiliary aids or services, to participate in the public meeting, please contact the Governing Board Office at (530) 927-5137 at least 48 hours before the scheduled board meeting so every reasonable effort can be made to accommodate you. (Government Code § 54954.2; Americans with Disabilities Act of 1990, § 202 (42 U.S.C. § 12132)).

Coversheet

Approval to Continue Meeting Virtually per AB361

Section: I. Opening Items
Item: B. Approval to Continue Meeting Virtually per AB361
Purpose:
Submitted by:

BACKGROUND:

AB 361 provides that if a state of emergency remains in place, a local agency must make the following findings by majority vote every 30 days, in order to continue using the bill's exemption to the Brown Act teleconferencing rules:

(A) The legislative body has reconsidered the circumstances of the emergency; and

(B) Either of the following circumstances exists:

1. the state of emergency continues to directly impact the ability of board members to meet safely in person, or
2. State or local officials continue to impose or recommend social distancing measures.

Charter school boards are required to vote every 30 days to make the required findings regarding the continuing emergency and vote to continue using the law's exemptions.

RECOMMENDATION:

The School Board has met the finding that a state of emergency continues to directly impact the ability of the members to meet safely in person. Motion to continue the School Board meetings virtually pursuant to AB 361.

Coversheet

Discussion and Potential Action on Resolutions for the Sale of Receivables to Charter School Capital

Section: II. Operations
Item: A. Discussion and Potential Action on Resolutions for the Sale of
Receivables to Charter School Capital
Purpose:
Submitted by:
Related Material: 2022 Feather River Ack Reso Sale of Receivables 2022-15.pdf

**FEATHER RIVER CHARTER SCHOOL
ACKNOWLEDGEMENT RESOLUTIONS 2022-15**

The undersigned, on behalf of Feather River Charter School, a California nonprofit corporation (the “Company”), hereby certifies that the resolutions set forth below were adopted by the Board of Directors (the “Board”) of the Company, in accordance with Section 5211 (a) of the California Nonprofit Corporation Law and the Bylaws of the Company, at a duly noticed meeting held on October 6, 2022 at 5:00 p.m., Pacific Time via Zoom teleconference. A quorum of the Board was present at the meeting. Capitalized terms used herein and not otherwise defined have the meanings given to them in the Receivables Purchase Agreement.

Sale of Additional Receivables

WHEREAS, the Company receives and owns and will receive and own from time to time certain receivables or payments due from the State of California, Sutter County, the Sutter County Office of Education, the Sutter County Superintendent of Schools, Winship-Robbins Elementary School District, the Special Education Local Plan Area (“SELPA”), and/or the United States federal government (in each case, the “Payor”).

WHEREAS, the Company instructs the Payor, pursuant to the Payor’s policies and procedures, as to the location and manner of payment of the Company’s receivables.

WHEREAS, the Board previously authorized the sale of receivables to Charter School Capital, Inc. (“CSC”) and wishes to increase the amount authorized at this time;

RESOLVED: That the Board deems it to be in the best interests of the Company to authorize the Company to sell additional receivables and payments (the “Receivables”) to CSC at a discount to face value in an amount not to exceed the lesser of (i) \$25,000,000.00 of gross receivables value and (ii) \$21,250,000.00 of initial purchase (face value).

RESOLVED FURTHER: That the Company is authorized and directed to sell the Receivables to CSC from time to time pursuant to one or more Receivables Purchase Agreements and related Terms Letters between the Company and CSC, substantially in the form reviewed by the Board, with such changes thereto consistent with these resolutions as an Authorized Officer of the Company shall approve, and including any amendments, supplements or modifications to the foregoing consistent with these resolutions as an Authorized Officer of the Company shall approve from time to time.

RESOLVED FURTHER: That each of David Brockmyer, as President; Jenell Sherman, as Executive Director; and James Clark, as Treasurer

(such persons and their duly elected and qualified successors, the “Authorized Officers”) is authorized and directed to execute and deliver, on behalf of the Company, the Receivables Purchase Agreements, the Terms Letters, the Paying Agency Agreements and/or Account Control Agreements, and subject to the limitations set forth herein, such other agreements and other documents and instruments as may be necessary or desirable to effectuate the sale of Receivables contemplated hereby, including, without limitation, agreements or documents as may be necessary to facilitate the sale of Receivables by CSC to an affiliate or third party to finance its purchase of the Receivables, and further including, without limitation, such amendments, supplements or other modifications to any or all of the documents described in this paragraph and consistent with these resolutions as an Authorized Officer of the Company shall approve from time to time.

RESOLVED FURTHER: That the Board of the Company deems it to be in the best interests of the Company to instruct the Payor, in the form provided by CSC, to make the payment of all revenues of the Company administered and paid by the Payor in the manner described in the applicable Receivables Purchase Agreement, the Terms Letter, Paying Agency Agreement and/or Account Control Agreements.

RESOLVED FURTHER: That any two Authorized Officers will execute instructions to the Payor, in the form provided by CSC, directing the payment of all revenues of the Company in the manner described in the Receivables Purchase Agreement, the Terms Letter, the Paying Agency Agreement and/or Account Control Agreements.

RESOLVED FURTHER: That the instructions described in the immediately preceding paragraph will not be altered in any manner nor any other instructions substituted in their place without the prior written approval of the two Authorized Officers and without the express written consent of CSC and that the Payor is to disregard any change in disbursement instructions that are not counter-signed by such two Authorized Officers and CSC.

RESOLVED FURTHER: That the Authorized Officers are, and each of them is, hereby authorized and directed, on behalf and in the name of the Company and subject to the limitations set forth herein, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such instruments, certificates and other documents as he or she may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions and the transactions contemplated thereby (hereby ratifying and confirming any and all actions taken heretofore and hereafter by such officers to accomplish such purposes).

The foregoing resolutions were passed by a vote of the Board of Directors and adopted at the meeting of the Board of Directors of the Company on the date referred to above, by the following vote:

Ayes: _____

Nays: _____

Absent: _____

Abstain: _____

* * *

The undersigned certifies further that the foregoing resolutions have not been modified, amended or rescinded and are in full force and effect as of the date hereof.

FEATHER RIVER CHARTER SCHOOL

By: _____

Name:

Title:

Date: _____, 2022