



# Winship Community School

## Special Board Meeting

---

### Date and Time

Tuesday September 21, 2021 at 5:00 PM PDT

### Location

<https://sequoiagrove-org.zoom.us/j/83487097430>

Or join meeting with the following methods

Phone one-tap

Phone one-tap:US: [+14086380968](tel:+14086380968),[83487097430](tel:+16699006833)# or [+16699006833](tel:+16699006833),[83487097430](tel:+13017158592)#

Join by Telephone

For higher quality, dial a number based on your current location.

Dial:

US : +1 408 638 0968 or +1 669 900 6833 or +1 253 215 8782 or +1 346 248 7799 or +1 312 626 6799 or +1 646 876 9923 or +1 301 715 8592

Meeting ID:834 8709 7430

---

### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>5:00 PM</b>
A. Record Attendance		David Brockmyer	1 m
B. Call the Meeting to Order		David Brockmyer	1 m
<b>II. Finance</b>			<b>5:02 PM</b>
A. Acknowledgment Resolution for the Selling of Additional Receivables to Charter School Capital	Vote	Julie Haycock-Cavender	5 m
<b>III. Closing Items</b>			<b>5:07 PM</b>
A. Adjourn Meeting	Vote		

---

Public Comment Rules: Members of the public may address the Board on agenda or non-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 or simply communicate orally your desire to address the Board when the Board asks for public comments. 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 individuals are allotted 4 minutes each. If the Board utilizes simultaneous translation equipment in a manner that allows the Board to hear the translated public testimony simultaneously, those individuals are allotted 2 minutes each. By law, the Board is allowed to take action only on items on the agenda. The Board may, at its discretion, refer a matter to school staff or calendar the issue for future discussion.

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)).

## Cover Sheet

### Acknowledgment Resolution for the Selling of Additional Receivables to Charter School Capital

**Section:** II. Finance  
**Item:** A. Acknowledgment Resolution for the Selling of Additional  
Receivables to Charter School Capital  
**Purpose:** Vote  
**Submitted by:**  
**Related Material:** Ack Reso Winship September 2021.v1.pdf

## WINSHIP COMMUNITY SCHOOL ACKNOWLEDGEMENT RESOLUTIONS

The undersigned, on behalf of Winship Community School, a California nonprofit public benefit 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 September 21, 2021 at 5:00 p.m., Pacific Time via Zoom teleconference. A quorum of the Board was present at the meeting.

### 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) \$2,800,000.00 of gross receivables value and (ii) \$2,400,000.00 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; and Julie Haycock-Cavender, as Executive Director (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.

**WINSHIP COMMUNITY SCHOOL**

By: \_\_\_\_\_

Name:

Title:

Date: September 21, 2021