

**CORRECTION TO NOTICE OF VOLUNTARY FILING  
FOR CONTINUING DISCLOSURE PURPOSES**

**NATIONAL CHARTER SCHOOL REVOLVING LOAN FUND REVENUE BONDS**

**CUSIP Prefix: 13035A, 04052F, 57563U, 021430A**

**Date: June 24, 2022**

Equitable Facilities Fund, Inc., a Delaware nonstock, nonprofit corporation (the “Program Administrator”), was established in 2017 to operate a pooled revolving loan program for the benefit of a class of public charities that operate to support public charter school facilities. The Program Administrator originates loans to qualifying public charter schools across the country, including a nine-step lending process from loan sourcing to portfolio management (“School Loans”), for the purpose of financing and refinancing the costs of the acquisition, construction, improvement, equipping, and furnishing of public charter school facilities.

On March 11, 2022, a notice (the “Original Freedom Preparatory Academy Loan Notice”) was posted by Equitable School Revolving Fund LLC, a Delaware limited liability company (the “Revolving Fund”) on the Electronic Municipal Market Access (EMMA) website that on March 11, 2022, the Program Administrator entered into a School Loan (the “Freedom Preparatory Academy Loan”) with the Freedom Preparatory Academy, a Tennessee charter school. Upon closing, the Freedom Preparatory Academy Loan was sold by the Program Administrator to the Revolving Fund for inclusion in the ESRF Loan Pool under the Master Trust Indenture. Capitalized terms used but not defined herein have the meanings set forth in the Official Statement relating to the Arizona Industrial Development Authority National Charter School Revolving Loan Fund Revenue Bonds, Series 2021A, the California Infrastructure and Economic Development Bank National Charter School Revolving Loan Fund Revenue Bonds, Series 2021B, the Massachusetts Development Finance Authority, Series C, and the City of Albany Capital Resource Corporation, Series D, dated October 20, 2021.

The Original Freedom Preparatory Academy Loan Notice contained, as Appendix A thereto, the proceeds amount rather than the lower loan amount. This notice contains corrected loan amount information with respect to the Freedom Preparatory Academy Loan.

Notice is hereby given that the attached Appendix A is a revised summary of the Freedom Preparatory Academy Loan, including a description of the obligor’s charter contract, management and governance, enrollment information, academic performance, financed project, and revised loan amount only. None of the Revolving Fund, the Program Administrator, or their counsel has undertaken any responsibility for the accuracy or completeness of the information provided in Appendix A hereto. Certain information may have changed since the Freedom Preparatory Academy Loan closing date and may be subject to future changes.

**Freedom Preparatory Academy  
Memphis, Tennessee**

**\$18,979,986.28 EFF Financing / Closed: March 11, 2022 / Final Maturity: March 01, 2052**

**Obligor Overview**

The legal borrower is Freedom Preparatory Academy Inc. (FPA), a Tennessee nonprofit corporation, operating in Memphis, Tennessee.

FPA is a multi-charter, multi-site public charter network operating under four charters across four campuses in the Whitehaven and Westwood neighborhoods of Memphis. FPA serves 2,156 students in grades K-12 as of FY22. FPA opened its first location, Westwood Middle School (Westwood MS) in fall of 2009, followed by a high school, Whitehaven (Whitehaven HS) in 2013, a turnaround elementary school, Westwood (Westwood ES) in 2014, a second elementary school, Whitehaven (Whitehaven ES), in 2016, and a second middle school, Whitehaven (Whitehaven MS) in 2018. FPA expects to reach full enrollment of 2,568 students by FY26.

*FPA's mission is to prepare all students in grades PK–12 to excel in college and in life. [FPA] believe[s] that every child has the right to a quality education, no matter their zip code or geography. [FPA's] vision is that every child would have the same competitive advantage as the most privileged children in America.*

**Charter Contract Term**

<b>School</b>	<b>Opened (Fall)</b>	<b>Authorizer</b>	<b>Charter Expiration</b>
Westwood ES	2014	Shelby County Schools	June 30, 2028
Westwood MS*	2009		June 30, 2029
Whitehaven ES	2016		June 30, 2026
Whitehaven MS	2018		June 30, 2028
Whitehaven HS*	2013		June 30, 2029

\*Westwood MS and Whitehaven HS are authorized under a single charter

FPA operates under four charter agreements, all of which are authorized by Shelby County Schools (SCS). All FPA schools have 10-year charter terms which is the maximum number of years for a charter renewal in the State of Tennessee. Westwood ES, Westwood MS, and Whitehaven HS have all gone through at least one renewal while Whitehaven ES and Whitehaven MS are each in their first term. Westwood MS and Whitehaven HS are collectively the flagship schools and are approved under a single charter.

**Management & Governance**

FPA's governing body comprises 13 members who bring experience in education, school administration, finance, business, real estate, non-profit management, and law. Per bylaws, members serve two-year, staggered terms and are not permitted to serve more than seven consecutive years.

FPA's founder and CEO has led the organization since 2008. Other key members of the senior management team include the CFO, Chief of Schools, Managing Director of Academics, Alabama Regional Director, and Heads of Schools. FPA provides executive coaching and cross-training for all senior members of the leadership team.

## Enrollment & Student Information

The student count for FPA the past three fiscal years is as follows:

**Freedom Preparatory Academy  
Grades served and Historical Student Enrollment  
FY20 – FY22**

School	Grades Served	FY 2020	FY 2021	FY 2022
Westwood ES	K-5	594	572	526
Whitehaven ES	K-5	464	529	529
Westwood (Flagship) MS	6-8	328	334	343
Whitehaven MS	6-8	261	288	265
Whitehaven (Flagship) HS	9-12	454	483	493
<b>Total</b>	<b>NA</b>	<b>2,101</b>	<b>2,206</b>	<b>2,156</b>

As of FY22, FPA is at 84% of full enrollment and is projected to reach full enrollment of 2,568 students by FY26. Whitehaven ES, Westwood MS, and Whitehaven MS are each projected to reach full enrollment by FY23. Westwood ES should reach full enrollment by FY25, and Whitehaven HS is expected to reach full enrollment by FY26.

Between FY16 and FY20, FPA’s network student retention averaged 81%. FPA’s waitlist in FY21 was 3% of enrollment, though it has historically been as high as 25% in FY19. The waitlist has declined primarily due to the opening of Whitehaven ES and MS as well as Covid-19.

In FY21, 81% of FPA students were economically-disadvantaged, 99% were students of color, 5% were English Learners, and 10% received special education services.

## Academic Program & Results

FPA takes the TNReady exam each year to determine student proficiency. Due to the Covid-19 pandemic, the TNReady was not administered in FY20 and schools were held harmless in FY21. Thus, the most recent year with meaningful data is FY19. Outside of testing, Tennessee also gives schools a grade on a 1-5 scale called the Tennessee Value Added Assessment System (TVAAS) which measures student growth year over year. In FY19, Westwood MS, Whitehaven HS, and Whitehaven MS all received 5’s overall while Westwood ES and Whitehaven ES received 3’s. This is compared to Shelby County which had an overall score of a 1.

EFF conducted an academic analysis that compared FPA’s school proficiency rates with a subset of area schools based on similar demographics and geographic proximity. Results for each school at the highest grade tested are shared below.

School	Highest Grade Tested	ELA	Math
Whitehaven ES	5	53%	54%
Westwood ES (turnaround)	5	82%	96%
Whitehaven MS	8	242%	79%
Whitehaven MS	8	246%	150%
Whitehaven HS	Eng II & Alg II	146%	246%

## The Project

Proceeds of the loan will be used to: 1) refinance all outstanding debt on all real estate from various lenders; 2) Acquire the currently leased Westwood ES campus from SCS; 3) finance minor improvements at all four campuses; and 4) pay costs associated with this transaction.

Westwood ES



778 Parkrose Rd, Memphis, Tennessee 38109

Whitehaven ES



3750 Millbranch Rd, Memphis, Tennessee 38116

Westwood MS



5132 Jonetta St, Memphis, Tennessee 38109

Whitehaven MS & Whitehaven HS



817 Brownlee Rd, Memphis, Tennessee 38116

As noted above, FPA operates its five schools out of four campuses. The four buildings combined are approximately 300,000 square feet.

## Financial Information

Certain historical financial information for FPA is listed below.

### Historical Financial Information

Metric	FY19	FY20	FY21
Total Revenue (TR)	\$21,645,407	\$25,017,727	\$31,026,629
DS Coverage Ratio	2.58x	4.48x	8.73x
Debt Burden (% of TR)	3%	3%	2%
Days Cash on Hand	57	101	133

Ratings S&P: BBB-

Website <https://freedomprep.org/>

**PSOE  
Security and Loan Covenants**

<b>Security</b>	Loan is secured by a senior pledge of and lien on Borrower's Tennessee Revenues and a first lien mortgage on all Tennessee Real Property (778 Parkrose Rd., 5132 Jonetta St., 3750 Millbranch Rd., and 817 Brownlee Rd., Memphis, TN) of Borrower (the "Property") set forth under a new master trust indenture. Additionally, the Borrower agrees to establish a Deposit Account Control Agreement with Borrower's depository bank.											
<b>Debt Service Coverage Ratio</b>	1.10x											
<b>Additional Bonds Test</b>	1.20x											
<b>Liquidity Covenant</b>	60 DCOH											
<b>Academic Covenant</b>	Commencing the 2021-2022 school year the Borrower covenants to maintain at least a Tennessee Value-Added Assessment System Level 3 each year and achieve math and reading proficiency levels above the district average for to be agreed upon subgroups.											
<b>Enrollment Covenant</b>	<p>The Borrower shall maintain annual enrollment levels, as reported by the state each October and reported to the Lender no later than November 15 of each year, corresponding to the table below:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Academic Year Ending June 30</th> <th style="text-align: center;">Enrollment Requirement</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">2022</td> <td style="text-align: center;">2,369</td> </tr> <tr> <td style="text-align: center;">2023</td> <td style="text-align: center;">2,425</td> </tr> <tr> <td style="text-align: center;">2024</td> <td style="text-align: center;">2,473</td> </tr> <tr> <td style="text-align: center;">2025 and Thereafter</td> <td style="text-align: center;">2,491</td> </tr> </tbody> </table>		Academic Year Ending June 30	Enrollment Requirement	2022	2,369	2023	2,425	2024	2,473	2025 and Thereafter	2,491
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