

Capital Trust Authority, Inc.
Meeting of the Board of Directors

Thursday, July 20, 2023
9:00AM.
315 Fairpoint Drive
Gulf Breeze, FL 32561

Meeting called by: Denis A. McKinnon, III

Type of meeting: Regular

Facilitator: Chris Kemp
Chairman

Note Taker: Connie Beargie
Office Administrator

Attendees: Chris Kemp (Chairman), Gary Michaels (Vice Chairman), Deborah Roche (Asst Secretary), Burt Snooks (Board Member), Cherry Fitch (Mayor/Board Member), Christy Larkins (Board Member), Bobby Potomski (Board Member), Kareem Spratling (General Counsel), Brooke Gonzalez (General Counsel), Samantha Abell (City Manager), and Denis McKinnon, III (Executive Director).

Please bring: Attached supplements

Agenda

<u>Item:</u>	<u>Description:</u>	<u>Presenter:</u>
1.	Call to Order	Chris Kemp
2.	Minutes 5/25/23	Denis McKinnon, III
3.	Inducement Resolution 10-23 – Independence Classical	Denis McKinnon, III
4.	Inducement Resolution 11-23 – Gladiolus Academy	Denis McKinnon, III
5.	Award Resolution 12-23 – Imagine Schools West Pasco	Denis McKinnon, III
6.	Award Resolution 13-23 – Kids Community College Charter Schools	Denis McKinnon, III
7.	Capital Trust Authority FYE 9-30-2024 Budget	Denis McKinnon, III
8.	Adjourn	Chris Kemp

**MINUTES OF THE
CAPITAL TRUST AUTHORITY, INC.**

The 11th meeting of the Capital Trust Authority, Inc., Gulf Breeze, Florida, was held at 315 Fairpoint Dr, Gulf Breeze, Florida and on Thursday, May 25, 2023 at 9:00 a.m.

The following Board Members were present: Bob Cleveland (Acting Chairman and Secretary), Deborah Roche (Assistant Secretary), Burt Snooks (Board Member), Harry Wilder (Board Member), Tom Naile (Board Member), Christy Larkins (Board Member), and Bobby Potomski (Board Member). Also attending was Denis McKinnon (Executive Director), Connie Beargie (Office Administrator), and Samantha Abell (City Manager). Special Guests included Kareem Spratling (BMO Bond Counsel), Brooke Gonzalez (BMO Bond Counsel). Also attending via teleconference was Jerry Ford (Ford & Associates) and Phil Schmidt (Southeastern University Vice President of Finance) via telephone.

AGENDA ITEM:

Inducement Resolution 08-23 – Education RE

DISCUSSION:

Education RE is a 501c3 non-profit with 4 charter school facilities located in Osceola, Broward and Palm Beach counties. The four schools will have an opportunity to purchase their buildings after 10 years. At the end of the bond term, the facilities will be gifted to the schools.

Kareem Spratling stated that due to a previous CTA board decision, additional value has been added to this bond issue as the schools will be cross-collateralized, they will not pay more than the appraised value of the property, and they will own both the facilities and the land.

Denis McKinnon stated the schools will recognize over \$400,000 in rent savings with this financing.

Burt Snooks asked why they entered into new leases with the current owner. Denis replied the leases needed to be restructured and include specific language in order to qualify for tax exempt bonds.

Bob Cleveland asked why the schools are leasing and not buying the facilities now. Kareem Spratling stated it is due to ability; Combining the four schools together on parity will benefit each school and expedite their future successes.

MOTION/ACTION:

Christy Larkins made a motion to approve Resolution 08-23 as presented. Bobby Potomski seconded. Vote for approval was 7-0.

AGENDA ITEM:

Award Resolution 09-23 – Southeastern University

DISCUSSION:

Southeastern University is a 501(c)(3) not for profit private university located in Lakeland, Florida. The university is accredited and provides baccalaureate, master's, and doctorate degrees to their students. The purpose of the bonds is to refinance the University's existing debt that is tied to the London Interbank Offered Rate (LIBOR).

Burt Snooks commented that the presentation provided is very helpful and appreciated.

Bob Cleveland asked for clarification on why they are funding a debt service reserve fund if they will have approximately 16M in unrestricted funds. Jerry Ford replied that the project will receive better interest rates and will appeal to a broader market with the reserve fund in place. In addition, the reserve fund will be released at the time of the final payment.

MOTION/ACTION:

Deborah Roche made a motion to approve Resolution 09-23 as presented. Tom Naile seconded. Vote for approval was 7-0.

NEW BUSINESS:

One on One Board Member Meetings

DISCUSSION:

Bob Cleveland asked why the one-on-one meetings were necessary. Kareem Spratling replied that it was not a legal requirement to have the individual meetings, it was a scheduling issue that prevented a workshop type meeting. Samantha Abell stated it was also an opportunity for board members to ask specific questions.

Burt Snooks asked if a list of items can be provided in order for the board to understand what the underwriters are looking for and following up on. Denis McKinnon replied that the underwriters are responsible for following SEC and Federal Securities guidelines and rules. Kareem Spratling stated the engagement letter performs this duty.

Bob Cleveland expressed appreciation for the refresher information that the board is not to seek outside information, they are specifically tasked with verifying the project is legal and it meets public purpose. Furthermore, the board is encouraged to ask questions based on the information provided.

Bob Cleveland asked with all the underwriters, bond attorneys and financial advisors, why a board is necessary at all. Samantha Abell replied that the board is a recommendation from the City Council that allows the City Council to focus on their specific set of governmental duties and recognizes the completely different set of responsibilities, perspectives and experiences that the Authority board provides and ultimately benefits the City.

Bob Cleveland asked if the project meets public purpose, meaning all public purpose, and if the information provided in the board packet does not address specific doctrines, how is the board to approach this issue. Kareem Spratling replied that it must be constitutional, legal, and the project must comply with their 501c3 letter. Kareem further stated that if it is a religious organization, we will ask upfront from now on and verify that they are not discriminating or harming people with hate. Denis McKinnon commented that if a hint of discriminating behavior surfaces, the project will not be presented to the board. Denis said he would provide more detail in the pipeline report so the board can see why some projects do not make it to the inducement stage.

MOTION/ACTION:

No Action Required.

No other formal business of the board was taken and the meeting adjourned at approximately 10:30 am.

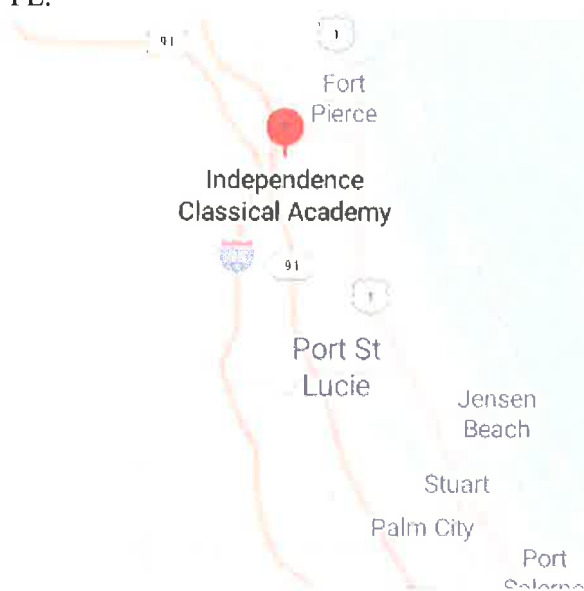
Minutes submitted by: _____ Connie Beargie, Office Administrator

Approved by: _____ Chris Kemp, Chairman

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: Independence Classical Academy
DATE: July 20, 2023

Introduction

Independence Classical Academy (“Independence” or the “Borrower”) has submitted an application to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$25,000,000 of tax-exempt bonds to finance the land acquisition, construction, and equipping of a public charter school in Ft. Pierce, FL.



The Borrower

Independence is a Florida not-for-profit formed in 2016 to establish a charter school in Florida.

The Borrower currently runs Independence Classical Academy with 534 students in grades K-8 and opened its doors to students in the Fall of 2020.

Description of the Project

The issuance of not more than \$25,000,000 in bonds for the Borrower will be used to finance the land acquisition costs of the existing leased facilities and development, and acquisition of adjacent land for a future expansion project.

Under the financing, the school will construct approximately 145 new student stations at the existing site. The acquisition of 6.5 acres neighboring the property will also be included in the financing. It is not anticipated that the expansion facility will be a part of this current financing.

Financing

The financing is expected to consist \$20,185,000 in tax exempt and taxable bonds. The bonds will finance a \$16,000,000 project fund, \$1,823,000 debt service reserve fund, and \$1,494,440 capitalized interest fund.

The purchase price of the leased school facilities is \$11,572,112. Total construction costs will total approximately \$5,325,725.

Recommendation

It is the recommendation of Authority staff that the Board adopt Resolution 10-23, approving the issuance of not to exceed \$25,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 7/20.

RESOLUTION NO. 10-23

A RESOLUTION OF THE CAPITAL TRUST AUTHORITY EXPRESSING ITS INTENT TO ISSUE CAPITAL TRUST AUTHORITY EDUCATIONAL FACILITIES LEASE REVENUE BONDS, IN ONE OR MORE SERIES OF TAX-EXEMPT QUALIFIED 501(C)(3) BONDS OR TAXABLE BONDS, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$25,000,000 FOR THE PURPOSE OF FINANCING OR REFINANCING, INCLUDING THROUGH REIMBURSEMENT, THE COSTS OF THE PROJECT DESCRIBED HEREIN, AND PAYING THE COSTS OF ISSUANCE OF THE BONDS; AND APPROVING AND AUTHORIZING OTHER ACTIONS IN CONNECTION THEREWITH.

WHEREAS, Independence Classical Academy, Inc., a Florida not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the "Borrower"), plans to acquire, construct, renovate, expand, install, furnish and equip certain educational facilities, as more fully described on Schedule I attached hereto, which by this reference thereto, is incorporated herein (collectively, the "Facilities"), such Facilities being located in Fort Pierce, St. Lucie County, Florida (the "Host Jurisdiction"); and

WHEREAS, the Capital Trust Authority (the "Authority") is a legal entity duly created and a public agency duly organized and validly existing under the laws of the State of Florida (the "State") established for the purposes set forth under Section 163.01, Florida Statutes, Chapter 166, Part II, Florida Statutes, Chapter 617, Florida Statutes and Chapter 159, Florida Statutes, each as amended; Resolution No. 14-22, duly adopted by the City Council of the City of Gulf Breeze, Florida ("Gulf Breeze"), on June 6, 2022, as amended by Resolution No. 46-22, duly adopted by the City Council of Gulf Breeze on November 21, 2022; Ordinance Number 04-00, enacted by the City Council of Gulf Breeze on May 15, 2000; Resolution No. 1424-2022, duly adopted by the City Commission of the City of Quincy, Florida ("Quincy"), on May 24, 2022; the City Charter of Gulf Breeze; the City Charter of Quincy; the Interlocal Agreement dated as of June 6, 2022, between Gulf Breeze and Quincy, as may be amended and supplemented from time-to-time; with powers as a "local agency" under Chapter 159, Part II, Florida Statutes, and together with all of the home rule powers granted by the Constitution and laws of the State and all other applicable provisions of law (collectively, the "Act"), and is empowered pursuant to the Act to issue revenue bonds for the purpose of providing funds to finance or refinance, including through reimbursement, all or any part of the cost of any "project" (as defined in the Act); and

WHEREAS, the Borrower has requested the Authority issue its Educational Facilities Lease Revenue Bonds in an aggregate principal amount not to exceed \$25,000,000 (the "Bonds") in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, and loan the proceeds thereof to the Borrower for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, construction, renovation, expansion, installation, furnishing and equipping of the

Facilities; (ii) the funding of a debt service reserve fund for the Bonds, if deemed necessary or desirable; (iii) the funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (iv) the payment of certain costs of issuing the Bonds (collectively, the "Project"); and

WHEREAS, subject to final approval of the Authority prior to such issuance, the Authority desires to issue the Bonds and desires to authorize certain officers to take certain actions in preparation for the marketing, sale and issuance of such Bonds; and

WHEREAS, it is the Authority's intent that this Resolution constitute an "official intent" within the meaning of Treasury Regulations Section 1.150-2 for the Authority to declare its intent to use proceeds of the Bonds to reimburse prior capital expenditures of the Borrower in connection with financing or refinancing of the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF THE AUTHORITY THAT:

Section 1. The Authority hereby expresses its intent to issue the Bonds in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, in an aggregate principal amount not to exceed \$25,000,000 under and pursuant to the Act, and to loan the proceeds thereof to the Borrower for the purpose of financing or refinancing, including through reimbursement, the Project, subject to the final approval of the terms and conditions thereof by the Authority.

Section 2. The officers, officials, the Executive Director, Bryant Miller Olive P.A., as bond counsel ("Bond Counsel"), and as counsel for the Authority ("Issuer's Counsel"), are hereby authorized, jointly and severally, to cooperate with the Borrower in obtaining the required approval of the Bonds by or on behalf of the applicable elected representative of the Host Jurisdiction in which the Facilities are located, after notice and a public hearing for the purposes of Section 147(f) of the Code. The Executive Director or his designee is hereby approved as the hearing officer for hearings held on behalf of the Authority, the Governor of the State, as an applicable elected representative of the Host Jurisdiction.

Section 3. The Bonds shall be sold at a negotiated sale to PNC Capital Markets LLC, or such other purchaser or underwriter selected by the Borrower and approved by the Authority as purchaser or underwriter with respect to the Bonds (the "Underwriter"). There is hereby acknowledged at the appropriate time, if necessary, the distribution of a preliminary offering document to potential purchasers of the Bonds, upon approval of the information attributable to the Authority in the form thereof by the Chair, the Executive Director or each of their designees. If the Borrower and the Underwriter desire to distribute a preliminary offering document prior to the adoption of a final bond resolution by the Authority, the Chair, the Executive Director or each of their designees are hereby authorized and empowered, on behalf of the Authority, to authorize the inclusion of one or more additional co-managing underwriters in the preliminary offering document.

Section 4. The officers, officials, attorneys and agents of the Authority are hereby authorized and directed, jointly and severally, to take such actions as they may deem necessary or advisable to assist in the marketing, sale, issuance and administration of the Bonds and otherwise effectuate the purposes of this Resolution. All actions heretofore taken by the officers of the Authority for such purposes are hereby confirmed and ratified.

Section 5. Nothing herein shall obligate the Authority to issue the Bonds if, at any time prior to the sale thereof by the Authority to the Underwriter, the Authority shall determine that it is not in the public interest or the interest of the Authority to proceed with the issuance of the Bonds for any reason whatsoever, including, without limitation, the marketing plan for the sale of the Bonds to investors.

Section 6. It is the intention of the Authority to issue the Bonds pursuant to the Act to create a financing program to make loans to assist in financing or refinancing, including through reimbursement, projects meeting the criteria set forth in the Act, which loans shall mature not later than the final maturity of the applicable series of the Bonds. The amounts to be held in any reserve fund, any loan fund, amounts to be received from the repayment of principal of and interest on the loans, the income to be derived from the investment thereof and any other available moneys under the financing program for the Project are expected to be sufficient to pay the debt service on the Bonds.

Section 7. The Executive Director of the Authority is hereby authorized to execute the Authority's letter or letters addressed to the Borrower in substantially the form attached to this Resolution as Exhibit A, which by this reference thereto, is incorporated herein, with such changes therein, whether made prior to the execution thereof or thereafter, as shall be approved from time to time by the Executive Director on behalf of the Authority.

Section 8. The Authority hereby authorizes Bond Counsel, Issuer's Counsel and any other attorneys for the Authority to take all necessary action to validate the Bonds under Chapter 75, Florida Statutes, if such action shall be deemed necessary or appropriate by such counsel. The appropriate officials of the Authority are hereby authorized to provide such assistance, take such action, and execute and deliver on behalf of the Authority such documents or instruments as may be necessary or required in connection with any validation of the Bonds or satisfaction of any conditions therefor. Notwithstanding the foregoing, the Authority acknowledges that it has validated bonds for qualifying purposes, and a portion of such validated bonds may be allocated to the Bonds.

[Remainder of Page Intentionally Left Blank]

Section 9. This Resolution shall take effect immediately upon its adoption.

Adopted on July 20, 2023.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Robert F. Cleveland, Secretary of the Capital Trust Authority, Santa Rosa County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. 10-23 and its supporting exhibit and schedule as the same was duly adopted and passed at a public meeting of the Board of Directors of the Capital Trust Authority on the 20th day of July, 2023, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this ___ day of July, 2023.

CAPITAL TRUST AUTHORITY

By: _____
Its: Secretary

EXHIBIT A

FORM OF LETTER

[CTA Letterhead]

July 20, 2023

Independence Classical Academy, Inc.
2902 South Jenkins Road
Fort Pierce, Florida 34981

Re: Proposed (i) the acquisition, construction, renovation, expansion, installation, furnishing and equipping of the Facilities (as defined and described in the hereinafter defined Inducement Resolution); (ii) the funding of a debt service reserve fund for the Bonds (as herein defined), if deemed necessary or desirable; (iii) the funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (iv) the payment of certain costs of issuing the Bonds (collectively, the "Project"), with revenue bonds issued by the Authority (as herein defined).

Ladies and Gentlemen:

Based upon recent discussions with representatives of Independence Classical Academy, Inc., a Florida not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the "Borrower"), it is the understanding of the officials and representatives of the Capital Trust Authority (the "Authority"), that: (i) the Borrower is currently undertaking the financing or refinancing, including through reimbursement, the acquisition, construction, renovation, expansion, installation, furnishing and equipping of the Facilities, as more fully described on Schedule I to Resolution No. 10-23 adopted by the Authority on July 20, 2023 (the "Inducement Resolution"), and to further certain of the Borrower's not for profit educational purposes, a portion of the cost of which will be financed or refinanced with revenue bonds of the Authority in an aggregate principal amount not to exceed \$25,000,000 (the "Bonds"); (ii) the financing or refinancing, including through reimbursement, of the acquisition, construction, renovation, expansion, installation, furnishing and equipping of the Facilities will advance the public purposes of the Act (as defined in the Inducement Resolution), improve education and provide or preserve employment in the community where the Facilities are located; and (iii) the willingness of the Authority to issue and sell the Bonds for the purpose of financing or refinancing, including through reimbursement, the Project are important factors under consideration by the Borrower in determining the extent of the feasibility of the Project.

The Authority has determined that the Authority's issuance of the Bonds to assist the Borrower by financing or refinancing, including through reimbursement, such Project will

promote the public purposes for which the Authority was created, will enable the Borrower to serve a public purpose by providing educational facilities, increasing the bargaining power of the Borrower to obtain favorable financing for its educational programs, and will promote and advance the economic prosperity, education and the general welfare of the State of Florida (the "State") and its people. Neither this letter nor the Inducement Resolution constitutes final authorization to issue the Bonds. Final approval will be in the form of an authorizing resolution that must be approved upon receipt of the finalized plan of finance and substantially complete bond and offering documents acceptable to the Authority.

Accordingly, in order to induce the Borrower to incur expenses for the initiation of such Project and its financing or refinancing, the Authority hereby makes the following proposal:

1. The Authority will, subject to the requirements of applicable law and financial feasibility, issue the Bonds in one or more series or installments, either in Bonds in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, totaling in the aggregate principal amount a sum not to exceed \$25,000,000 for the purpose of paying, financing or refinancing the cost of the Project. The Bonds will be secured by the source of security provided for in the financing documents for the Bonds and will be issued in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, in such aggregate principal amount, mature at such times, bear interest at such rates and be subject to such other terms and have such security as shall be agreed upon between the Authority and the Borrower.

2. The Authority and the Borrower will enter one or more loan agreements (collectively, the "Agreement") which shall provide for the loan of the proceeds from the sale of the Bonds to the Borrower, for the financing or refinancing of the Project (including eligible reimbursement to the Borrower for costs of the Project incurred prior to the delivery of the Agreement) and repayment of such loan by the Borrower. The installment payments to be made by the Borrower in repayment of the loan pursuant to the Agreement shall be pledged to the payment of the principal of, interest on and redemption premium, if any, applicable to the Bonds and the fees and expenses of the trustee. The loan installments shall be fully sufficient to pay the cost of the Project, the cost and expenses of financing or refinancing the same and the fees and expenses of the Borrower, the trustee and the Authority related thereto.

3. The Authority will cooperate in the prompt preparation of the Agreement and the necessary resolutions for the authorization and sale of the Bonds and, to the extent the Bonds are not allocated to any series of Bonds already validated, will promptly proceed with validation of the Bonds in the appropriate Circuit Court, pursuant to the provisions of Chapter 75, Florida Statutes, if, in the opinion of bond counsel for the Authority or the Authority's attorneys, such validation proceedings are necessary or desirable.

4. Upon delivery of the Bonds, the provisions of this proposal and the agreement resulting from its acceptance by the Borrower shall have no further effect, and in the event of any inconsistency between the terms of this proposal and the terms of the Agreement in the form in

which it shall be finally approved by resolution of the Authority, the provisions of the Agreement as so approved shall control.

5. Upon acceptance by the Borrower, the Authority shall keep open and outstanding this commitment and inducement to the Borrower for a reasonable time so long as the Borrower shall be proceeding with appropriate efforts toward conclusion of any arrangements necessary to the financing or refinancing, including through reimbursement, of the Project; provided, however, if for any reason (other than that which shall be the fault of the Authority) the Bonds are not delivered to the purchaser or purchasers thereof before July 1, 2024, then the provisions of this proposal and the agreement resulting from its acceptance by the Borrower may be cancelled at any time thereafter, at the option of the Authority and without notice to the Borrower, by resolution of the Authority, duly adopted. In such event, or in the event of its earlier cancellation by agreement between the Borrower and the Authority, neither party shall have any rights against the other and no third party shall have any rights against either party except:

(a) the Borrower will pay to the Authority the amount of all expenses which shall have been incurred by the Authority in connection with the Project (expenses incurred related to travel to project sites and TEFRA hearings will be invoiced monthly for payment upon receipt);

(b) the Borrower will assume and be responsible for all contracts entered into by the Authority at the request of the Borrower in connection with the Project; and

(c) the Borrower will pay the out-of-pocket expenses of officials and representatives of the Authority and counsel for the Authority incurred in connection with the financing or refinancing of the Project and will pay Bryant Miller Olive P.A., as bond counsel and counsel to the Authority, a reasonable retainer and legal fees for legal services related to the issuance of the Bonds or the financing or refinancing of the Project, whether or not the financing or refinancing actually closes.

6. The Borrower shall have the responsibility to arrange for the purchase of the Bonds by investors or an underwriter acceptable to the Authority and the payment of all costs of issuing the Bonds, and such Bonds shall only be offered and marketed in accordance with the applicable securities laws and such offering limitations as may be approved by the Authority.

7. The Authority shall not be obligated to pay any of the Bonds or the interest thereon from any funds of the Authority derived from any source other than the Agreement, and each Bond shall contain a statement to that effect upon its face. The Authority shall not be required to incur any expense with respect to the Project or the Bonds unless requested to do so by the Borrower, in which event the Borrower hereby agrees to reimburse the full amount of such expense to the Authority, and the Authority may require payment to it of such amount as a prerequisite to its incurring any such expense. The Borrower, in accepting this proposal, hereby agrees to pay the annual fees of the Authority and agrees to indemnify and defend the Authority and its officials, employees, attorneys and agents and the members of the governing board of the

Authority, and hold the Authority and its officials, employees, attorneys and agents and the members of the governing board of the Authority, harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the acquisition, construction, renovation, expansion, installation, furnishing and equipping of the Facilities and the financing or refinancing of the Project by or on behalf of the Borrower, or in any way growing out of or resulting from this proposal (upon its becoming an agreement if accepted) or from the issuance, sale or delivery of the Bonds, including, but not limited to, all forms of negligence by the Authority and any and all liabilities arising under the Code, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, or any applicable securities law of the State, including, without limitation, all costs and expenses of the Authority, including reasonable attorneys' fees, incurred in the enforcement of any agreement of the Borrower herein contained or in the Agreement. Any provision hereof to the contrary notwithstanding, the obligations of the Borrower under this section or Section 8 hereof shall survive the termination of this agreement.

8. The Borrower shall comply with all requirements and pay all costs and expenses as may be required of the Borrower or the Authority pursuant to all applicable approvals by, or any interlocal agreements between, the Authority and any applicable public agencies having jurisdiction over the Facilities.

9. As a condition of any future submittal to the Authority for an authorizing resolution to issue the Bonds, substantially final documents must be delivered to the Authority fourteen (14) calendar days before a scheduled board meeting date. When applicable, the Authority will require a feasibility study, sources and uses of funds, historical financial statements, and pro forma statements in addition to the indenture, loan or financing agreement and preliminary offering document in substantially completed forms.

If this proposal shall be satisfactory to the Borrower, please have the acceptance statement which follows this proposal executed by the proper officers of the Borrower on behalf of itself duly authorized and provide an executed copy to the Authority, whereupon this proposal will constitute an agreement in principle with respect to the matters herein contained.

Yours very truly,

CAPITAL TRUST AUTHORITY

By: _____

Denis A. McKinnon, III
Executive Director

[Acceptance by Borrower Follows]

Acceptance by Borrower

The terms and conditions contained in the foregoing proposal by the governing board of the Authority are hereby accepted as obligations of the Borrower, as of this 20th day of July, 2023.

INDEPENDENCE CLASSICAL ACADEMY, INC.

By: _____

Name: _____

Title: _____

SCHEDULE I

DESCRIPTION OF THE FACILITIES

The Facilities consist primarily of the acquisition, construction, renovation, expansion, installation, furnishing and equipping of (a) an approximately 31,088 square foot existing building (the "Existing Facility"), located on approximately 6.62 acres of land, located at 2902 South Jenkins Road, Fort Pierce, Florida 34981 (the "Jenkins Road Property"), (b) an additional approximately 12,500 square foot building for classrooms and other learning and supporting spaces, including associated sitework, at the Jenkins Road Property (the "Initial Expansion Facility"), and (c) if deemed necessary and desirable by Borrower, the acquisition, construction, improvement, installation and equipping of one or more new facilities (the "Future Expansion Facilities," and together with the Existing Facility and the Initial Expansion Facility, the "Facilities") at one or more additional properties, for further expansion of the charter school (the "Expansion Properties"), including related facilities, fixtures, furnishings and equipment, all to accommodate approximately 680 students in grades K-12, to be known as "Independence Classical Academy".

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: CEN Gladiolus, LLC
DATE: July 20, 2023

Introduction

Optima Classical Academy at Gladiolus (“Gladiolus” or the “Borrower”) has submitted an application to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$33,000,000 of tax-exempt bonds to finance the land acquisition, construction, and equipping of a public charter school in Ft. Myers, FL.



The Borrower

The Classical Education Network, Inc is the sole member of the Borrower, CEN Gladiolus, LLC. Capital Trust Agency has issued bonds in the past on behalf of CEN for Treasure Coast Classical Academy.

The Borrower will open a charter school in Ft. Myers to serve students in grades K-8. This will be a start up charter school.

The sole member currently operates 3 charter schools in Florida. The Borrower projects enrollment of 879 students in the fall of 2025 when the project opens.

Description of the Project

Gladiolus’ first year will begin with students in grades K-8. The school will be in Ft. Myers, FL and utilize Summit Construction Group as the General Contractor. The GA is very knowledgeable and familiar with charter school construction having performed the majority of CTA financed charter school financings.

Financing

The issuance of not more than \$33,000,000 in bonds for the Borrower will be used to finance the land acquisition costs, construction, FF&E, bridge loan payoff, capitalized interest, and debt service reserve fund.

Recommendation

It is the recommendation of Authority staff that the Board adopt Resolution 11-23, approving the issuance of not to exceed \$33,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 7/20.

RESOLUTION NO. 11-23

A RESOLUTION OF THE CAPITAL TRUST AUTHORITY EXPRESSING ITS INTENT TO ISSUE CAPITAL TRUST AUTHORITY EDUCATIONAL FACILITIES LEASE REVENUE BONDS, IN ONE OR MORE SERIES OF TAX-EXEMPT QUALIFIED 501(C)(3) BONDS OR TAXABLE BONDS, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$33,000,000 FOR THE PURPOSE OF FINANCING OR REFINANCING, INCLUDING THROUGH REIMBURSEMENT, THE COSTS OF THE PROJECT DESCRIBED HEREIN AND PAYING THE COSTS OF ISSUANCE OF THE BONDS; AND APPROVING AND AUTHORIZING OTHER ACTIONS IN CONNECTION THEREWITH.

WHEREAS, CEN Gladiolus, LLC, a Florida limited liability company (the "Borrower"), whose sole member is The Classical Education Network, Inc., d/b/a Optima Classical Academy at Gladiolus, a Florida not for profit corporation (the "Tenant") and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities, plans to acquire, construct, install, furnish and equip and lease to the Tenant the educational facilities and real property, more fully described on Schedule I attached hereto, which by this reference thereto, is incorporated herein (collectively, the "Facilities"), such Facilities being located in Fort Myers, Lee County, Florida, as described on Schedule I attached hereto (collectively, the "Host Jurisdiction"); and

WHEREAS, the Capital Trust Authority (the "Authority") is a legal entity duly created and a public agency duly organized and validly existing under the laws of the State of Florida (the "State") established for the purposes set forth under Section 163.01, Florida Statutes, Chapter 166, Part II, Florida Statutes, Chapter 617, Florida Statutes, and Chapter 159, Florida Statutes, each as amended; Resolution No. 14-22, duly adopted by the City Council of the City of Gulf Breeze, Florida ("Gulf Breeze"), on June 6, 2022, as amended by Resolution No. 46-22, duly adopted by the City Council of Gulf Breeze on November 21, 2022; Ordinance Number 04-00, enacted by the City Council of Gulf Breeze on May 15, 2000; Resolution No. 1424-2022, duly adopted by the City Commission of the City of Quincy, Florida ("Quincy"), on May 24, 2022; the City Charter of Gulf Breeze; the City Charter of Quincy; the Interlocal Agreement dated as of June 6, 2022, between Gulf Breeze and Quincy, as may be amended and supplemented from time-to-time; with powers as a "local agency" under Chapter 159, Florida Statutes, and together with all of the home rule powers granted by the Constitution and laws of the State and all other applicable provisions of law (collectively, the "Act"), and is empowered pursuant to the Act to issue revenue bonds for the purpose of providing funds to finance or refinance, including through reimbursement, all or any part of the cost of any "project" (as defined in the Act); and

WHEREAS, the Borrower has requested the Authority issue its Educational Facilities Lease Revenue Bonds in an aggregate principal amount not to exceed \$33,000,000 (the "Bonds") in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, and loan the proceeds thereof to the Borrower for the purpose of financing or refinancing, including through reimbursement, (i)

the acquisition, construction, installation, furnishing and equipping of the Facilities; (ii) funding of a debt service reserve fund for the Bonds, if deemed necessary or desirable; (iii) funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (iv) payment of certain costs of issuing the Bonds (collectively, the "Project"); and

WHEREAS, subject to final approval of the Authority prior to such issuance, the Authority desires to issue the Bonds and desires to authorize certain officers to take certain actions in preparation for the marketing, sale and issuance of such Bonds; and

WHEREAS, it is the Authority's intent that this Resolution constitute an "official intent" within the meaning of Treasury Regulations Section 1.150-2 for the Authority to declare its intent to use proceeds of the Bonds to reimburse prior capital expenditures of the Borrower in connection with financing or refinancing of the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF THE AUTHORITY THAT:

Section 1. The Authority hereby expresses its intent to issue the Bonds in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, in an aggregate principal amount not to exceed \$33,000,000 under and pursuant to the Act, and to loan the proceeds thereof to the Borrower for the purpose of financing or refinancing, including through reimbursement, the Project, subject to the final approval of the terms and conditions thereof by the Authority.

Section 2. The officers, officials, the Executive Director, and Bryant Miller Olive P.A., as bond counsel ("Bond Counsel"), and as counsel for the Authority ("Issuer's Counsel"), are hereby authorized, jointly and severally, to cooperate with the Borrower in obtaining the required approval of the Bonds by or on behalf of the applicable elected representative of the Host Jurisdiction in which the Facilities are located, after notice and a public hearing for the purposes of Section 147(f) of the Code. The Executive Director or his designee is hereby approved as the hearing officer for hearings held on behalf of the Authority, the Governor of the State, as an applicable elected representative of the Host Jurisdiction.

Section 3. The Bonds shall be sold at a negotiated sale to B.C. Ziegler and Company, or such other purchaser or underwriter selected by the Borrower and approved by the Authority as purchaser or underwriter with respect to the Bonds (the "Underwriter"). There is hereby acknowledged at the appropriate time, if necessary, the distribution of a preliminary offering document to potential purchasers of the Bonds, upon approval of the information attributable to the Authority in the form thereof by the Chair, the Executive Director or each of their designees. If the Borrower and the Underwriter desire to distribute a preliminary offering document prior to the adoption of a final bond resolution by the Authority, the Chair, the Executive Director or each of their designees are hereby authorized and empowered, on behalf of the Authority, to authorize the inclusion of one or more additional co-managing underwriters in the preliminary offering document.

Section 4. The officers, officials, attorneys and agents of the Authority are hereby authorized and directed, jointly and severally, to take such actions as they may deem necessary or advisable to assist in the marketing, sale, issuance and administration of the Bonds and otherwise effectuate the purposes of this Resolution. All actions heretofore taken by the officers of the Authority for such purposes are hereby confirmed and ratified.

Section 5. Nothing herein shall obligate the Authority to issue the Bonds if, at any time prior to the sale thereof by the Authority to the Underwriter, the Authority shall determine that it is not in the public interest or the interest of the Authority to proceed with the issuance of the Bonds for any reason whatsoever, including, without limitation, the marketing plan for the sale of the Bonds to investors.

Section 6. It is the intention of the Authority to issue the Bonds pursuant to the Act to create a financing program to make loans to assist in financing or refinancing, including through reimbursement, projects meeting the criteria set forth in the Act, which loans shall mature not later than the final maturity of the applicable series of the Bonds. The amounts to be held in any reserve fund, any loan fund, amounts to be received from the repayment of principal of and interest on the loans, the income to be derived from the investment thereof and any other available moneys under the financing program for the Project are expected to be sufficient to pay the debt service on the Bonds.

Section 7. The Executive Director of the Authority is hereby authorized to execute the Authority's letter or letters addressed to the Borrower in substantially the form attached to this Resolution as Exhibit A, which by this reference thereto, is incorporated herein, with such changes therein, whether made prior to the execution thereof or thereafter, as shall be approved from time to time by the Executive Director on behalf of the Authority.

Section 8. The Authority hereby authorizes Bond Counsel, Issuer's Counsel and any other attorneys for the Authority to take all necessary action to validate the Bonds under Chapter 75, Florida Statutes, if such action shall be deemed necessary or appropriate by such counsel. The appropriate officials of the Authority are hereby authorized to provide such assistance, take such action, and execute and deliver on behalf of the Authority such documents or instruments as may be necessary or required in connection with any validation of the Bonds or satisfaction of any conditions therefor. Notwithstanding the foregoing, the Authority acknowledges that it has validated bonds for qualifying purposes, and a portion of such validated bonds may be allocated to the Bonds.

[Remainder of Page Intentionally Left Blank]

Section 9. This Resolution shall take effect immediately upon its adoption.

Adopted on July 20, 2023.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Robert F. Cleveland, Secretary of the Capital Trust Authority, Santa Rosa County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. 11-23 and its supporting exhibit and schedule as the same was duly adopted and passed at a public meeting of the Board of Directors of the Capital Trust Authority on the 20th day of July, 2023, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this ___ day of July, 2023.

CAPITAL TRUST AUTHORITY

By: _____
Its: Secretary

EXHIBIT A

FORM OF LETTER

[CTA Letterhead]

July 20, 2023

CEN Gladiolus, LLC
10270 Immokalee Road
Naples, Florida 34120

Re: Proposed (i) acquisition, construction, installation, furnishing and equipping of the Facilities (as defined and described in the hereinafter defined Inducement Resolution); (ii) funding of a debt service reserve fund for the Bonds (as herein defined), if deemed necessary or desirable; (iii) funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (iv) payment of certain costs of issuing the Bonds (collectively, the "Project"), with revenue bonds issued by the Authority.

Ladies and Gentlemen:

Based upon recent discussions with representatives of CEN Gladiolus, LLC, a Florida limited liability company (the "Borrower"), whose sole member is The Classical Education Network, Inc., d/b/a Optima Classical Academy at Gladiolus, a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities, it is the understanding of the officials and representatives of the Capital Trust Authority (the "Authority"), that: (i) the Borrower is currently undertaking the acquisition, construction, installation, furnishing and equipping of the Facilities (as more fully described on Schedule I to Resolution No. 11-23 adopted by the Authority on July 20, 2023 (the "Inducement Resolution"), a portion of the cost of which will be financed or refinanced, including through reimbursement, with revenue bonds of the Authority in an aggregate principal amount not to exceed \$33,000,000 (the "Bonds"); (ii) the acquisition, construction, installation, furnishing and equipping of the Facilities will provide educational facilities within the meaning of the Act (as defined in the Inducement Resolution), advance the public purposes of the Act, improve education and provide or preserve employment in the community where the Facilities are located; and (iii) the willingness of the Authority to issue and sell the Bonds for the purpose of financing or refinancing, including through reimbursement, the Project are important factors under consideration by the Borrower in determining the extent of the feasibility of the Project.

The Authority has determined that the Authority's issuance of the Bonds to assist the Borrower by financing or refinancing, including through reimbursement, such Project will promote the public purposes for which the Authority was created, will enable the Borrower to serve a public purpose by providing a needed educational facility and increasing the bargaining

power of the Borrower to obtain favorable financing for its educational programs, and will promote and advance the economic prosperity, education and the general welfare of the State of Florida (the "State") and its people. Neither this letter nor the Inducement Resolution constitutes final authorization to issue the Bonds. Final approval will be in the form of an authorizing resolution that must be approved upon receipt of the finalized plan of finance and substantially complete bond and offering documents acceptable to the Authority.

Accordingly, in order to induce the Borrower to incur expenses for the initiation of such Project and its financing or refinancing, the Authority hereby makes the following proposal:

1. The Authority will, subject to the requirements of applicable law and financial feasibility, issue the Bonds in one or more series or installments, either in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, totaling in the aggregate principal amount a sum not to exceed \$33,000,000 for the purpose of paying, financing or refinancing the cost of the Project. The Bonds will be secured by the source of security provided for in the financing documents for the Bonds and will be issued in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, in such aggregate principal amount, mature at such times, bear interest at such rates and be subject to such other terms and have such security as shall be agreed upon between the Authority and the Borrower.

2. The Authority and the Borrower will enter one or more loan agreements (collectively, the "Agreement") which shall provide for the loan of the proceeds from the sale of the Bonds to the Borrower, for the financing or refinancing of the Project (including eligible reimbursement to the Borrower for costs of the Project incurred prior to the delivery of the Agreement) and repayment of such loan by the Borrower. The installment payments to be made by the Borrower in repayment of the loan pursuant to the Agreement shall be pledged to the payment of the principal of, interest on and redemption premium, if any, applicable to the Bonds and the fees and expenses of the trustee. The loan installments shall be fully sufficient to pay the cost of the Project, the cost and expenses of financing or refinancing the same and the fees and expenses of the Borrower, the trustee and the Authority related thereto.

3. The Authority will cooperate in the prompt preparation of the Agreement and the necessary resolutions for the authorization and sale of the Bonds and, to the extent the Bonds are not allocated to any series of Bonds already validated, will promptly proceed with validation of the Bonds in the appropriate Circuit Court, pursuant to the provisions of Chapter 75, Florida Statutes, if, in the opinion of bond counsel for the Authority or the Authority's attorneys, such validation proceedings are necessary or desirable.

4. Upon delivery of the Bonds, the provisions of this proposal and the agreement resulting from its acceptance by the Borrower shall have no further effect, and in the event of any inconsistency between the terms of this proposal and the terms of the Agreement in the form in which it shall be finally approved by resolution of the Authority, the provisions of the Agreement as so approved shall control.

5. Upon acceptance by the Borrower, the Authority shall keep open and outstanding this commitment and inducement to the Borrower for a reasonable time so long as the Borrower

shall be proceeding with appropriate efforts toward conclusion of any arrangements necessary to the financing or refinancing, including through reimbursement, of the Project; provided, however, if for any reason (other than that which shall be the fault of the Authority) the Bonds are not delivered to the purchaser or purchasers thereof before July 1, 2024, then the provisions of this proposal and the agreement resulting from its acceptance by the Borrower may be cancelled at any time thereafter, at the option of the Authority and without notice to the Borrower, by resolution of the Authority, duly adopted. In such event, or in the event of its earlier cancellation by agreement between the Borrower and the Authority, neither party shall have any rights against the other and no third party shall have any rights against either party except:

(a) the Borrower will pay to the Authority the amount of all expenses which shall have been incurred by the Authority in connection with the Project (expenses incurred related to travel to project sites and TEFRA hearings will be invoiced monthly for payment upon receipt);

(b) the Borrower will assume and be responsible for all contracts entered into by the Authority at the request of the Borrower in connection with the Project; and

(c) the Borrower will pay the out-of-pocket expenses of officials and representatives of the Authority incurred in connection with the financing or refinancing of the Project and will pay Bryant Miller Olive P.A., as bond counsel and counsel to the Authority, a reasonable retainer and legal fees for legal services related to the issuance of the Bonds or the financing or refinancing of the Project, whether or not the financing or refinancing actually closes.

6. The Borrower shall have responsibility to arrange for the purchase of the Bonds by investors or an underwriter acceptable to the Authority and the payment of all costs of issuing the Bonds, and such Bonds shall only be offered and marketed in accordance with the applicable securities laws and such offering limitations as may be approved by the Authority.

7. The Authority shall not be obligated to pay any of the Bonds or the interest thereon from any funds of the Authority derived from any source other than the Agreement, and each Bond shall contain a statement to that effect upon its face. The Authority shall not be required to incur any expense with respect to the Project or the Bonds unless requested to do so by the Borrower, in which event the Borrower hereby agrees to reimburse the full amount of such expense to the Authority, and the Authority may require payment to it of such amount as a prerequisite to its incurring any such expense. The Borrower, in accepting this proposal, hereby agrees to pay the annual fees of the Authority and agrees to indemnify and defend the Authority and its officials, employees, attorneys and agents and the members of the governing board of the Authority, and hold the Authority and its officials, employees, attorneys and agents and the members of the governing board of the Authority, harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the acquisition, construction, installation, furnishing and equipping of and the operation of the Facilities and the financing or refinancing of the Project by or on behalf of the Borrower, or in any way growing out of or resulting from this proposal (upon its becoming an agreement if accepted) or from the issuance, sale or delivery of the Bonds, including, but not limited to, all forms of negligence by the Authority and any and all liabilities arising under the

Code, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, or any applicable securities law of the State, including, without limitation, all costs and expenses of the Authority, including reasonable attorneys' fees, incurred in the enforcement of any agreement of the Borrower herein contained or in the Agreement. Any provision hereof to the contrary notwithstanding, the obligations of the Borrower under this section or Section 8 hereof shall survive the termination of this agreement.

8. The Borrower shall comply with all requirements and pay all costs and expenses as may be required of the Borrower or the Authority pursuant to all applicable approvals by, or any interlocal agreements between, the Authority and any applicable public agencies having jurisdiction over the Facilities.

9. As a condition of any future submittal to the Authority for an authorizing resolution to issue the Bonds, substantially final documents must be delivered to the Authority fourteen (14) calendar days before a scheduled board meeting date. When applicable, the Authority will require a feasibility study, sources and uses of funds, historical financial statements, and pro forma statements in addition to the indenture, loan or financing agreement and preliminary offering document in substantially completed forms.

If this proposal shall be satisfactory to the Borrower, please have the acceptance statement which follows this proposal executed by the proper officers of the Borrower on behalf of itself duly authorized and provide an executed copy to the Authority, whereupon this proposal will constitute an agreement in principle with respect to the matters herein contained.

Yours very truly,

CAPITAL TRUST AUTHORITY

By: _____
Denis A. McKinnon, III
Executive Director

[Acceptance by Borrower Follows]

Acceptance by Borrower

The terms and conditions contained in the foregoing proposal by the governing board of the Authority are hereby accepted as obligations of the Borrower, as of this 20th day of July, 2023.

CEN GLADIOLUS, LLC, a Florida limited liability company

By: **THE CLASSICAL EDUCATION NETWORK, INC.**, d/b/a Optima Classical Academy at Gladiolus, a Florida not for profit corporation

By: _____
Name: Christopher Hudson
Title: Board Chair

SCHEDULE I

DESCRIPTION OF THE FACILITIES

The Facilities consist primarily of the acquisition, construction, installation, furnishing and equipping of the educational facilities and real property, consisting of an approximately 72,130 square foot educational facility to accommodate approximately 1217 students in grades K-12 at an educational institution known as the Optima Classical Academy at Gladiolus, located on an approximately 8.85 acre parcel, located at 7101 Banway Road, Fort Myers, Florida 33907, including related facilities, fixtures, furnishings and equipment. The Facilities will include classrooms, an administration wing, a multipurpose lunchroom and auditorium space, recreation fields, traffic queuing lanes and parking.

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: Imagine School at West Pasco. – Inducement Resolution 05-23
DATE: April 6, 2023

Introduction

Imagine – Pasco County (“Imagine” or the “Borrower”) has submitted an application to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$30,000,000 of tax-exempt bonds to finance the land acquisition, construction, and equipping of a K-8 public charter school in New Port Richey, FL.

Description of the Applicant

The Borrower is a 501(c)(3) not for profit corporation organized to manage, construct, and operate charter schools doing business as Imagine School at West Pasco. The Capital Trust Agency issued bonds for this Borrower to finance Imagine School at Land O’ Lakes in 2020. The 2020 transaction and deal team are substantially like the 2023 deal. The Underwriter is D. A. Davidson and Bond Counsel is Nabors Giblin & Nickerson; 2 firms the Authority is familiar with.



Description of the Project

The issuance of not more than \$30,000,000 in bonds for Imagine will be used to finance the acquisition, constructions, and equipping of 1 charter school in New Port Richey, FL.

The Land O’ Lakes school has been designated a high performing charter school with a substantial waitlist. Imagine at Land O’ Lakes has been an “A” school since the 2014-15 school year. The new school in New Port Richey will be located 14 miles away and serve students in grades K-8.

The school is expected to have capacity for 1,100 students upon completion.

Summary of Proposed Financing

The Applicant requests the issuance of not to exceed \$30,000,000 in fixed rate, tax-exempt bonds, to be underwritten by D. A. Davidson (the “Underwriter”). Proceeds of the Bonds will be used to finance the acquisition and equipping of the facilities, fund capitalized interest reserves, and pay costs of issuance of the Bonds.



SOURCES AND USES OF FUNDS

CAPITAL TRUST AUTHORITY
 CHARTER SCHOOL REVENUE BONDS, SERIES 2023A & TAXABLE SERIES 2023B
 (IMAGINE SCHOOL AT WEST PASCO PROJECT)
 Assumes Non-Rated, Non-BQ, 7/15/33 Par Call, 40-Year Amortization, 35-Year Term
 [Preliminary - For Discussion Only]

Dated Date 07/31/2023
 Delivery Date 07/31/2023

Sources:	Tax-Exempt 2023A Bonds	Taxable 2023B Bonds	Total
Bond Proceeds:			
Par Amount	27,985,000.00	340,000.00	28,325,000.00
Original Issue Discount	-6,319.95		-6,319.95
	<u>27,978,680.05</u>	<u>340,000.00</u>	<u>28,318,680.05</u>
Uses:			
Project Fund Deposits:			
Project Fund	22,000,000.00		22,000,000.00
Other Fund Deposits:			
Debt Service Reserve Fund	2,009,436.62	24,413.38	2,033,850.00
Capitalized Interest Fund	3,407,075.04	41,393.80	3,448,468.84
	<u>5,416,511.66</u>	<u>65,807.18</u>	<u>5,482,318.84</u>
Cost of Issuance:			
Financial Advisor (.35%)	50,683.97	48,453.53	99,137.50
Issuer	40,260.87	36,482.13	76,743.00
Issuer's Counsel	21,855.90	20,894.10	42,750.00
Bond Counsel	48,565.67	46,431.33	95,000.00
Underwriter's Counsel	46,012.43	43,987.57	90,000.00
Borrower's Counsel	35,787.44	34,212.56	70,000.00
Trustee	5,112.49	4,887.51	10,000.00
Trustee Counsel	2,556.25	2,443.75	5,000.00
CDA Surveillance	2,556.25	2,443.75	5,000.00
Title Commitment	12,781.23	12,218.77	25,000.00
Appraisal	2,556.25	2,443.75	5,000.00
Environmental Phase 1	1,278.12	1,221.88	2,500.00
ALTA Survey	1,278.12	1,221.88	2,500.00
Printing & CUSIP	766.87	733.13	1,500.00
Contingency	7,665.74	7,331.26	15,000.00
	<u>279,723.60</u>	<u>267,413.90</u>	<u>547,137.50</u>
Delivery Date Expenses:			
Underwriter's Discount	279,850.00	3,400.00	283,250.00
Other Uses of Funds:			
Rounding Amount	2,564.79	3,378.92	5,943.71
	<u>27,978,680.05</u>	<u>340,000.00</u>	<u>28,318,680.05</u>

It is anticipated that the Bonds will not be rated investment grade rated. As such, the Bonds will be sold in \$100,000 denominations and any integral multiple of \$5,000 in excess thereof. This complies with Authority policy regarding bonds receiving investment grade rating.

Recommendation

It is the recommendation of CTA staff that the Board adopt Inducement Resolution 12-23 approving the issuance of not to exceed \$30,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 7/20/23 at 9:00AM.

SOURCES AND USES OF FUNDS

**CAPITAL TRUST AUTHORITY
CHARTER SCHOOL REVENUE BONDS, SERIES 2023A & TAXABLE SERIES 2023B
(IMAGINE SCHOOL AT WEST PASCO PROJECT)
Assumes Non-Rated, Non-BQ, 7/15/33 Par Call, 40-Year Amortization, 35-Year Term
[Preliminary - For Discussion Only]**

Dated Date 07/31/2023
Delivery Date 07/31/2023

Sources:	Tax-Exempt 2023A Bonds	Taxable 2023B Bonds	Total
Bond Proceeds:			
Par Amount	27,985,000.00	340,000.00	28,325,000.00
Original Issue Discount	-6,319.95		-6,319.95
	<u>27,978,680.05</u>	<u>340,000.00</u>	<u>28,318,680.05</u>
Uses:	Tax-Exempt 2023A Bonds	Taxable 2023B Bonds	Total
Project Fund Deposits:			
Project Fund	22,000,000.00		22,000,000.00
Other Fund Deposits:			
Debt Service Reserve Fund	2,009,436.62	24,413.38	2,033,850.00
Capitalized Interest Fund	3,407,075.04	41,393.80	3,448,468.84
	<u>5,416,511.66</u>	<u>65,807.18</u>	<u>5,482,318.84</u>
Cost of Issuance:			
Financial Advisor (.35%)	50,683.97	48,453.53	99,137.50
Issuer	40,260.87	38,489.13	78,750.00
Issuer's Counsel	21,855.90	20,894.10	42,750.00
Bond Counsel	48,568.67	46,431.33	95,000.00
Underwriter's Counsel	46,012.43	43,987.57	90,000.00
Borrower's Counsel	35,787.44	34,212.56	70,000.00
Trustee	5,112.49	4,887.51	10,000.00
Trustee Counsel	2,556.25	2,443.75	5,000.00
CDA Surveillance	2,556.25	2,443.75	5,000.00
Title Commitment	12,781.23	12,218.77	25,000.00
Appraisal	2,556.25	2,443.75	5,000.00
Environmental Phase 1	1,278.12	1,221.88	2,500.00
ALTA Survey	1,278.12	1,221.88	2,500.00
Printing & CUSIP	766.87	733.13	1,500.00
Contingency	7,668.74	7,331.26	15,000.00
	<u>279,723.60</u>	<u>267,413.90</u>	<u>547,137.50</u>
Delivery Date Expenses:			
Underwriter's Discount	279,850.00	3,400.00	283,250.00
Other Uses of Funds:			
Rounding Amount	2,594.79	3,378.92	5,973.71
	<u>27,978,680.05</u>	<u>340,000.00</u>	<u>28,318,680.05</u>

BOND SUMMARY STATISTICS

**CAPITAL TRUST AUTHORITY
CHARTER SCHOOL REVENUE BONDS, SERIES 2023A & TAXABLE SERIES 2023B
(IMAGINE SCHOOL AT WEST PASCO PROJECT)
Assumes Non-Rated, Non-BQ, 7/15/33 Par Call, 40-Year Amortization, 35-Year Term
[Preliminary - For Discussion Only]**

Dated Date	07/31/2023
Delivery Date	07/31/2023
First Coupon	01/15/2024
Last Maturity	07/15/2058
Arbitrage Yield	6.516797%
True Interest Cost (TIC)	6.604340%
Net Interest Cost (NIC)	6.546625%
All-In TIC	6.766855%
Average Coupon	6.545820%
Average Life (years)	27.712
Weighted Average Maturity (years)	28.000
Duration of Issue (years)	12.607
Par Amount	28,325,000.00
Bond Proceeds	28,318,680.05
Total Interest	51,380,416.70
Net Interest	51,669,986.65
Bond Years from Dated Date	784,934,791.67
Bond Years from Delivery Date	784,934,791.67
Total Debt Service	79,705,416.70
Maximum Annual Debt Service	10,388,071.88
Average Annual Debt Service	2,280,011.92
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	10.000000
Total Underwriter's Discount	10.000000
Bid Price	98.977688

Bond Component	Par Value	Price	Average Coupon	Average Life	Average Maturity Date	PV of 1 bp change
Taxable Bond	340,000.00	100.000	8.000%	4.370	12/13/2027	136.00
Term Bond due 2033	1,365,000.00	99.537	5.250%	7.881	06/17/2031	1,037.40
Term Bond due 2043	4,070,000.00	100.000	6.250%	15.978	07/22/2039	4,599.10
Term Bond due 2053	7,700,000.00	100.000	6.500%	25.990	07/26/2049	10,087.00
Term Bond due 2058	14,850,000.00	100.000	6.625%	34.178	10/03/2057	20,047.50
	28,325,000.00			27.712		35,907.00

	TIC	All-In TIC	Arbitrage Yield
Par Value	28,325,000.00	28,325,000.00	27,985,000.00
+ Accrued Interest			
+ Premium (Discount)	-6,319.95	-6,319.95	-6,319.95
- Underwriter's Discount	-283,250.00	-283,250.00	
- Cost of Issuance Expense		-547,137.50	
- Other Amounts			
Target Value	28,035,430.05	27,488,292.55	27,978,680.05
Target Date	07/31/2023	07/31/2023	07/31/2023
Yield	6.604340%	6.766855%	6.516797%

BOND DEBT SERVICE



**CAPITAL TRUST AUTHORITY
CHARTER SCHOOL REVENUE BONDS, SERIES 2023A & TAXABLE SERIES 2023B
(IMAGINE SCHOOL AT WEST PASCO PROJECT)
Assumes Non-Rated, Non-BQ, 7/15/33 Par Call, 40-Year Amortization, 35-Year Term
[Preliminary - For Discussion Only]**

	Dated Date Delivery Date	07/31/2023 07/31/2023			
Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
01/15/2024			842,210.42	842,210.42	
06/30/2024					842,210.42
07/15/2024			918,775.00	918,775.00	
01/15/2025			918,775.00	918,775.00	
06/30/2025					1,837,550.00
07/15/2025			918,775.00	918,775.00	
01/15/2026			918,775.00	918,775.00	
06/30/2026					1,837,550.00
07/15/2026			918,775.00	918,775.00	
01/15/2027			918,775.00	918,775.00	
06/30/2027					1,837,550.00
07/15/2027	200,000	8.000%	918,775.00	1,118,775.00	
01/15/2028			910,775.00	910,775.00	
06/30/2028					2,029,550.00
07/15/2028	220,000	** %	910,775.00	1,130,775.00	
01/15/2029			903,075.00	903,075.00	
06/30/2029					2,033,850.00
07/15/2029	230,000	5.250%	903,075.00	1,133,075.00	
01/15/2030			897,037.50	897,037.50	
06/30/2030					2,030,112.50
07/15/2030	245,000	5.250%	897,037.50	1,142,037.50	
01/15/2031			890,606.25	890,606.25	
06/30/2031					2,032,643.75
07/15/2031	255,000	5.250%	890,606.25	1,145,606.25	
01/15/2032			883,912.50	883,912.50	
06/30/2032					2,029,518.75
07/15/2032	270,000	5.250%	883,912.50	1,153,912.50	
01/15/2033			876,825.00	876,825.00	
06/30/2033					2,030,737.50
07/15/2033	285,000	5.250%	876,825.00	1,161,825.00	
01/15/2034			869,343.75	869,343.75	
06/30/2034					2,031,168.75
07/15/2034	300,000	6.250%	869,343.75	1,169,343.75	
01/15/2035			859,968.75	859,968.75	
06/30/2035					2,029,312.50
07/15/2035	320,000	6.250%	859,968.75	1,179,968.75	
01/15/2036			849,968.75	849,968.75	
06/30/2036					2,029,937.50
07/15/2036	340,000	6.250%	849,968.75	1,189,968.75	
01/15/2037			839,343.75	839,343.75	
06/30/2037					2,029,312.50
07/15/2037	365,000	6.250%	839,343.75	1,204,343.75	
01/15/2038			827,937.50	827,937.50	
06/30/2038					2,032,281.25
07/15/2038	390,000	6.250%	827,937.50	1,217,937.50	
01/15/2039			815,750.00	815,750.00	
06/30/2039					2,033,687.50
07/15/2039	415,000	6.250%	815,750.00	1,230,750.00	
01/15/2040			802,781.25	802,781.25	
06/30/2040					2,033,531.25
07/15/2040	440,000	6.250%	802,781.25	1,242,781.25	
01/15/2041			789,031.25	789,031.25	
06/30/2041					2,031,812.50
07/15/2041	470,000	6.250%	789,031.25	1,259,031.25	
01/15/2042			774,343.75	774,343.75	
06/30/2042					2,033,375.00
07/15/2042	500,000	6.250%	774,343.75	1,274,343.75	
01/15/2043			758,718.75	758,718.75	
06/30/2043					2,033,062.50
07/15/2043	530,000	6.250%	758,718.75	1,288,718.75	
01/15/2044			742,156.25	742,156.25	
06/30/2044					2,030,875.00
07/15/2044	565,000	6.500%	742,156.25	1,307,156.25	
01/15/2045			723,793.75	723,793.75	
06/30/2045					2,030,950.00
07/15/2045	605,000	6.500%	723,793.75	1,328,793.75	
01/15/2046			704,131.25	704,131.25	
06/30/2046					2,032,925.00
07/15/2046	645,000	6.500%	704,131.25	1,349,131.25	
01/15/2047			683,168.75	683,168.75	
06/30/2047					2,032,300.00
07/15/2047	685,000	6.500%	683,168.75	1,368,168.75	
01/15/2048			660,906.25	660,906.25	
06/30/2048					2,029,075.00
07/15/2048	730,000	6.500%	660,906.25	1,390,906.25	
01/15/2049			637,181.25	637,181.25	
06/30/2049					2,028,087.50
07/15/2049	780,000	6.500%	637,181.25	1,417,181.25	
01/15/2050			611,831.25	611,831.25	
06/30/2050					2,029,012.50
07/15/2050	835,000	6.500%	611,831.25	1,446,831.25	
01/15/2051			584,693.75	584,693.75	
06/30/2051					2,031,525.00
07/15/2051	890,000	6.500%	584,693.75	1,474,693.75	
01/15/2052			555,768.75	555,768.75	
06/30/2052					2,030,462.50
07/15/2052	950,000	6.500%	555,768.75	1,505,768.75	
01/15/2053			524,893.75	524,893.75	

NET DEBT SERVICE



**CAPITAL TRUST AUTHORITY
CHARTER SCHOOL REVENUE BONDS, SERIES 2023A & TAXABLE SERIES 2023B
(IMAGINE SCHOOL AT WEST PASCO PROJECT)
Assumes Non-Rated, Non-BQ, 7/15/33 Par Call, 40-Year Amortization, 35-Year Term
[Preliminary - For Discussion Only]**

Date	Principal	Interest	Total Debt Service	Debt Service Reserve Fund	Capitalized Interest Fund	Net Debt Service	Annual Net D/S
01/15/2024		842,210.42	842,210.42		-842,210.42		
06/30/2024							
07/15/2024		918,775.00	918,775.00		-918,775.00		
01/15/2025		918,775.00	918,775.00		-918,775.00		
06/30/2025							
07/15/2025		918,775.00	918,775.00		-768,708.41	150,066.59	
01/15/2026		918,775.00	918,775.00			918,775.00	
06/30/2026							1,068,841.59
07/15/2026		918,775.00	918,775.00			918,775.00	
01/15/2027		918,775.00	918,775.00			918,775.00	
06/30/2027							1,837,550.00
07/15/2027	200,000	918,775.00	1,118,775.00			1,118,775.00	
01/15/2028		910,775.00	910,775.00			910,775.00	
06/30/2028							2,029,550.00
07/15/2028	220,000	910,775.00	1,130,775.00			1,130,775.00	
01/15/2029		903,075.00	903,075.00			903,075.00	
06/30/2029							2,033,850.00
07/15/2029	230,000	903,075.00	1,133,075.00			1,133,075.00	
01/15/2030		897,037.50	897,037.50			897,037.50	
06/30/2030							2,030,112.50
07/15/2030	245,000	897,037.50	1,142,037.50			1,142,037.50	
01/15/2031		890,606.25	890,606.25			890,606.25	
06/30/2031							2,032,643.75
07/15/2031	255,000	890,606.25	1,145,606.25			1,145,606.25	
01/15/2032		883,912.50	883,912.50			883,912.50	
06/30/2032							2,029,518.75
07/15/2032	270,000	883,912.50	1,153,912.50			1,153,912.50	
01/15/2033		876,825.00	876,825.00			876,825.00	
06/30/2033							2,030,737.50
07/15/2033	285,000	876,825.00	1,161,825.00			1,161,825.00	
01/15/2034		869,343.75	869,343.75			869,343.75	
06/30/2034							2,031,168.75
07/15/2034	300,000	869,343.75	1,169,343.75			1,169,343.75	
01/15/2035		859,968.75	859,968.75			859,968.75	
06/30/2035							2,029,312.50
07/15/2035	320,000	859,968.75	1,179,968.75			1,179,968.75	
01/15/2036		849,968.75	849,968.75			849,968.75	
06/30/2036							2,029,937.50
07/15/2036	340,000	849,968.75	1,189,968.75			1,189,968.75	
01/15/2037		839,343.75	839,343.75			839,343.75	
06/30/2037							2,029,312.50
07/15/2037	365,000	839,343.75	1,204,343.75			1,204,343.75	
01/15/2038		827,937.50	827,937.50			827,937.50	
06/30/2038							2,032,281.25
07/15/2038	390,000	827,937.50	1,217,937.50			1,217,937.50	
01/15/2039		815,750.00	815,750.00			815,750.00	
06/30/2039							2,033,687.50
07/15/2039	415,000	815,750.00	1,230,750.00			1,230,750.00	
01/15/2040		802,781.25	802,781.25			802,781.25	
06/30/2040							2,033,531.25
07/15/2040	440,000	802,781.25	1,242,781.25			1,242,781.25	
01/15/2041		789,031.25	789,031.25			789,031.25	
06/30/2041							2,031,812.50
07/15/2041	470,000	789,031.25	1,259,031.25			1,259,031.25	
01/15/2042		774,343.75	774,343.75			774,343.75	
06/30/2042							2,033,375.00
07/15/2042	500,000	774,343.75	1,274,343.75			1,274,343.75	
01/15/2043		758,718.75	758,718.75			758,718.75	
06/30/2043							2,033,062.50
07/15/2043	530,000	758,718.75	1,288,718.75			1,288,718.75	
01/15/2044		742,156.25	742,156.25			742,156.25	
06/30/2044							2,030,875.00
07/15/2044	565,000	742,156.25	1,307,156.25			1,307,156.25	
01/15/2045		723,793.75	723,793.75			723,793.75	
06/30/2045							2,030,950.00
07/15/2045	605,000	723,793.75	1,328,793.75			1,328,793.75	
01/15/2046		704,131.25	704,131.25			704,131.25	
06/30/2046							2,032,925.00
07/15/2046	645,000	704,131.25	1,349,131.25			1,349,131.25	
01/15/2047		683,168.75	683,168.75			683,168.75	
06/30/2047							2,032,300.00
07/15/2047	685,000	683,168.75	1,368,168.75			1,368,168.75	
01/15/2048		660,906.25	660,906.25			660,906.25	
06/30/2048							2,029,075.00
07/15/2048	730,000	660,906.25	1,390,906.25			1,390,906.25	
01/15/2049		637,181.25	637,181.25			637,181.25	
06/30/2049							2,028,087.50
07/15/2049	780,000	637,181.25	1,417,181.25			1,417,181.25	
01/15/2050		611,831.25	611,831.25			611,831.25	
06/30/2050							2,029,012.50
07/15/2050	835,000	611,831.25	1,446,831.25			1,446,831.25	
01/15/2051		584,693.75	584,693.75			584,693.75	
06/30/2051							2,031,525.00
07/15/2051	890,000	584,693.75	1,474,693.75			1,474,693.75	
01/15/2052		555,768.75	555,768.75			555,768.75	
06/30/2052							2,030,462.50
07/15/2052	950,000	555,768.75	1,505,768.75			1,505,768.75	
01/15/2053		524,893.75	524,893.75			524,893.75	
06/30/2053							2,030,662.50
07/15/2053	1,015,000	524,893.75	1,539,893.75			1,539,893.75	
01/15/2054		491,906.25	491,906.25			491,906.25	
06/30/2054							2,031,800.00

NET DEBT SERVICE



**CAPITAL TRUST AUTHORITY
CHARTER SCHOOL REVENUE BONDS, SERIES 2023A & TAXABLE SERIES 2023B
(IMAGINE SCHOOL AT WEST PASCO PROJECT)
Assumes Non-Rated, Non-BQ, 7/15/33 Par Call, 40-Year Amortization, 35-Year Term
[Preliminary - For Discussion Only]**

Period Ending	Principal	Interest	Total Debt Service	Debt Service Reserve Fund	Capitalized Interest Fund	Net Debt Service
06/30/2024		842,210.42	842,210.42		-842,210.42	
06/30/2025		1,837,550.00	1,837,550.00		-1,837,550.00	
06/30/2026		1,837,550.00	1,837,550.00		-768,708.41	1,068,841.59
06/30/2027		1,837,550.00	1,837,550.00			1,837,550.00
06/30/2028	200,000	1,829,550.00	2,029,550.00			2,029,550.00
06/30/2029	220,000	1,813,850.00	2,033,850.00			2,033,850.00
06/30/2030	230,000	1,800,112.50	2,030,112.50			2,030,112.50
06/30/2031	245,000	1,787,643.75	2,032,643.75			2,032,643.75
06/30/2032	255,000	1,774,518.75	2,029,518.75			2,029,518.75
06/30/2033	270,000	1,760,737.50	2,030,737.50			2,030,737.50
06/30/2034	285,000	1,746,168.75	2,031,168.75			2,031,168.75
06/30/2035	300,000	1,729,312.50	2,029,312.50			2,029,312.50
06/30/2036	320,000	1,709,937.50	2,029,937.50			2,029,937.50
06/30/2037	340,000	1,689,312.50	2,029,312.50			2,029,312.50
06/30/2038	365,000	1,667,281.25	2,032,281.25			2,032,281.25
06/30/2039	390,000	1,643,687.50	2,033,687.50			2,033,687.50
06/30/2040	415,000	1,618,531.25	2,033,531.25			2,033,531.25
06/30/2041	440,000	1,591,812.50	2,031,812.50			2,031,812.50
06/30/2042	470,000	1,563,375.00	2,033,375.00			2,033,375.00
06/30/2043	500,000	1,533,062.50	2,033,062.50			2,033,062.50
06/30/2044	530,000	1,500,875.00	2,030,875.00			2,030,875.00
06/30/2045	565,000	1,465,950.00	2,030,950.00			2,030,950.00
06/30/2046	605,000	1,427,925.00	2,032,925.00			2,032,925.00
06/30/2047	645,000	1,387,300.00	2,032,300.00			2,032,300.00
06/30/2048	685,000	1,344,075.00	2,029,075.00			2,029,075.00
06/30/2049	730,000	1,298,087.50	2,028,087.50			2,028,087.50
06/30/2050	780,000	1,249,012.50	2,029,012.50			2,029,012.50
06/30/2051	835,000	1,196,525.00	2,031,525.00			2,031,525.00
06/30/2052	890,000	1,140,462.50	2,030,462.50			2,030,462.50
06/30/2053	950,000	1,080,662.50	2,030,662.50			2,030,662.50
06/30/2054	1,015,000	1,016,800.00	2,031,800.00			2,031,800.00
06/30/2055	1,085,000	947,871.88	2,032,871.88			2,032,871.88
06/30/2056	1,155,000	873,671.88	2,028,671.88			2,028,671.88
06/30/2057	1,235,000	794,503.13	2,029,503.13			2,029,503.13
06/30/2058	1,320,000	709,868.76	2,029,868.76			2,029,868.76
06/30/2059	10,055,000	333,071.88	10,388,071.88	-2,033,850		8,354,221.88
	28,325,000	51,380,416.70	79,705,416.70	-2,033,850	-3,448,468.83	74,223,097.87



UNIVERSAL FORMULA VERIFICATION
CAPITAL TRUST AUTHORITY
CHARTER SCHOOL REVENUE BONDS, SERIES 2023A & TAXABLE SERIES 2023B
(IMAGINE SCHOOL AT WEST PASCO PROJECT)
Assumes Non-Rated, Non-BQ, 7/15/33 Par Call, 40-Year Amortization, 35-Year Term
[Preliminary - For Discussion Only]

Date	V14
07/31/2023	
01/15/2024	
07/15/2024	
01/15/2025	
07/15/2025	26,797.80
01/15/2026	321,571.25
07/15/2026	284,773.65
	<hr/>
	843,142.50

RESOLUTION NO. 12-23

A RESOLUTION OF THE GOVERNING BOARD OF THE CAPITAL TRUST AUTHORITY AWARDDING SALE OF NOT TO EXCEED \$30,000,000 CAPITAL TRUST AUTHORITY EDUCATIONAL FACILITIES REVENUE BONDS (IMAGINE SCHOOL AT WEST PASCO PROJECT), IN ONE OR MORE SERIES OF TAX-EXEMPT QUALIFIED 501(C)(3) BONDS OR TAXABLE BONDS, OR BOTH, FOR THE PURPOSE OF FINANCING A LOAN PROGRAM TO FINANCE OR REFINANCE, INCLUDING THROUGH REIMBURSEMENT, THE COSTS OF THE SERIES 2023 PROJECT HEREIN DESCRIBED; AUTHORIZING EXECUTION AND DELIVERY OF A SECOND SUPPLEMENTAL TRUST INDENTURE AND A FIRST SUPPLEMENTAL LOAN AGREEMENT FOR SUCH SERIES 2023 BONDS; ACKNOWLEDGING THE USE OF OFFERING MATERIALS IN CONNECTION WITH MARKETING SUCH SERIES 2023 BONDS AND OTHER ACTIONS IN CONNECTION WITH DELIVERY OF SUCH SERIES 2023 BONDS; PROVIDING CERTAIN OTHER DETAILS IN CONNECTION WITH THE SERIES 2023 BONDS; PROVIDING FOR A SEVERABILITY CLAUSE AND A REPEALER CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Capital Trust Authority (the "Issuer") is a legal entity duly created and a public agency duly organized and validly existing under the laws of the State of Florida (the "State") established for the purposes set forth under Section 163.01, Florida Statutes, Chapter 166, Part II, Florida Statutes, Chapter 617, Florida Statutes, and Chapter 159, Florida Statutes, each as amended; Resolution No. 14-22, duly adopted by the City Council of the City of Gulf Breeze, Florida ("Gulf Breeze"), on June 6, 2022, as amended by Resolution No. 46-22, duly adopted by the City Council of Gulf Breeze on November 21, 2022; Ordinance Number 04-00, enacted by the City Council of Gulf Breeze on May 15, 2000; Resolution No. 1424-2022, duly adopted by the City Commission of the City of Quincy, Florida ("Quincy"), on May 24, 2022; the City Charter of Gulf Breeze; the City Charter of Quincy; the Interlocal Agreement, dated as of June 6, 2022, between Gulf Breeze and Quincy, as may be amended and supplemented from time-to-time; with powers as a "local agency" under Chapter 159, Part II, Florida Statutes, and together with all of the home rule powers granted by the Constitution and laws of the State and all other applicable provisions of law (collectively, the "Act"), and is empowered pursuant to the Act to sell and deliver its revenue bonds for the purpose of financing or refinancing, including through reimbursement, and advancing the general welfare of the State and its people by providing for educational facilities, as defined by the Act; and

WHEREAS, pursuant to the Act, the Issuer may issue its revenue bonds for the purpose of developing and maintaining the public welfare and relieving the burdens of government by financing and refinancing capital facilities for for-profit and non-profit organizations and for participating public agencies within and without the State, including the Issuer; and

WHEREAS, on January 30, 2020, the Capital Trust Agency (the "Prior Issuer"), issued its Educational Facilities Revenue Bonds (Imagine School at Land O' Lakes Project), Series 2020A and its Taxable Educational Facilities Revenue Bonds (Imagine School at Land O' Lakes Project), Series 2020B (collectively, the "Series 2020 Bonds") pursuant to and as secured by a Trust Indenture, dated as of January 1, 2020 (the "Original Indenture"), between the Prior Issuer and U.S. Bank Trust Company, National Association, as successor trustee (the "Trustee"); and

WHEREAS, pursuant to a Loan Agreement, dated January 1, 2020 (the "Original Loan Agreement"), between the Prior Issuer and Imagine - Pasco County, LLC, a Florida limited liability company (the "Borrower"), whose sole member is Imagine Schools Non-Profit, Inc., a Virginia not for profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), whose principal place of business is 2940 Sunlake Boulevard, Land O' Lakes, Florida 34638, the Prior Issuer loaned the proceeds of the Series 2020 Bonds to the Borrower in order to finance or refinance, including through reimbursement, the costs of the Series 2020 Project (as defined in the Original Indenture) for the Series 2020 Bonds; and

WHEREAS, the Issuer has been requested by the Borrower, to issue its revenue bonds to finance or refinance the Series 2023 Project (as hereinafter defined) on behalf of the Borrower and fund the loan program herein described (collectively, the "Plan of Finance") for the purpose, among other things, of financing or refinancing, including through reimbursement, the Series 2023 Project hereinafter described; and

WHEREAS, pursuant to the Act and the Plan of Finance, the Issuer did on April 6, 2023, duly adopt Resolution No. 05-23 (the "Inducement Resolution") expressing its intent to issue its not to exceed \$30,000,000 Educational Facilities Revenue Bonds in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, or both (collectively, the "Series 2023 Bonds") and authorizing a loan program (the "Program") to loan the proceeds thereof to the Borrower for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, development, construction and equipping of certain educational facilities consisting of a new, approximately 74,000 square foot, two-story educational facility, with approximately 53 classrooms, science, music, art, and media specialty rooms, an administration wing, a gymnasium/auditorium with a performance stage, multipurpose lunchroom and food service area, a sports field, a playground, traffic queuing lanes and parking, to accommodate approximately 1,000 students in grades K-8 at an educational facility to be known as "Imagine School at West Pasco," to be situated on an approximately 11.8 acre parcel of vacant land, located just east of Seven Springs Road, at Perrine Ranch Road, New Port Richey, Florida 34655, including related facilities, fixtures, furnishings and equipment (collectively, the "Facilities"); (ii) a debt service reserve fund; (iii) capitalized interest on the Series 2023 Bonds; and (iv) paying all or a portion of certain costs associated with the acquisition and certain costs of issuance of the Series 2023 Bonds (collectively, the "Series 2023 Project"); and

WHEREAS, by the Inducement Resolution and this Resolution, approvals will have been duly and validly provided for pursuant to the Act to issue revenue bonds for the purpose of

providing funds to finance or refinance all or any part of the cost of the Series 2023 Project, and the Issuer now desires to issue, sell and deliver its Series 2023 Bonds in an aggregate principal amount of not to exceed \$30,000,000, as Additional Bonds (as defined in the Original Indenture) pursuant to the Original Indenture, as amended and supplemented by the First Supplemental Trust Indenture, dated as of July 1, 2023, between the Prior Issuer and the Trustee (the "First Supplemental Indenture"), and as particularly amended and supplemented by a Second Supplemental Trust Indenture, dated as of July 1, 2023, between the Issuer and the Trustee (the "Second Supplemental Indenture" and, together with the Original Indenture and the First Supplemental Indenture, the "Indenture"); and

WHEREAS, pursuant to Section 147(f) of the Code, a telephonic public hearing was scheduled with respect to the Series 2023 Project and held on behalf of the county in which the Series 2023 Project is located (the "County") on May 5, 2023, and the elected representative approval was received from the Governor of the State, as an applicable elected representative of the State on May 25, 2023 (the "Host Jurisdiction"); and

WHEREAS, pursuant to Section 147(f) of the Code, a public hearing was scheduled and held on behalf of the Issuer on May 1, 2023, in the City Council Chambers located at 1070 Shoreline Drive, Gulf Breeze, Florida 32561, and the elected representative approval was received on May 1, 2023; and

WHEREAS, the Issuer has determined that issuing its Series 2023 Bonds for the purposes of financing or refinancing the Series 2023 Project serves a public purpose and is in the best interest of the citizens and residents of the County, the Host Jurisdiction and the people of the State, to implement the Program through the financing or refinancing of the Series 2023 Project, and to loan the proceeds of the Series 2023 Bonds to the Borrower pursuant to the Original Loan Agreement, as amended and supplemented by a First Supplemental Loan Agreement, dated as of July 1, 2023 (the "First Supplemental Loan Agreement" and, together with the Original Loan Agreement, the "Loan Agreement"), by and between the Issuer and the Borrower; and

WHEREAS, the Issuer hereby finds that the timing, size and complexity of the financing and the present volatility of the municipal bond market require that the terms of each series of the Series 2023 Bonds being hereby sold be negotiated at private sale to a purchaser selected by the Borrower and approved by the Issuer rather than offered by competitive bid at public sale in order to assure the most favorable terms in the bond market and, therefore, has determined to sell such Series 2023 Bonds at private, negotiated sale; and

WHEREAS, the Issuer desires to acknowledge the use and distribution of a Preliminary Limited Offering Memorandum (the "Preliminary Limited Offering Memorandum") and a Limited Offering Memorandum (the "Limited Offering Memorandum") in connection with the marketing of the Series 2023 Bonds and to authorize the taking of all other necessary action in connection with the issuance and delivery of the Series 2023 Bonds.

NOW THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF THE CAPITAL TRUST AUTHORITY:

Section 1. Issuance of Series 2023 Bonds.

The Series 2023 Bonds shall be issued in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, or both designated "Educational Facilities Revenue Bonds (Imagine School at West Pasco Project)," with such priority among series and additional descriptive titles as may be set forth in the Second Supplemental Indenture, the aggregate principal amount of all of the Series 2023 Bonds being not to exceed \$30,000,000. The proceeds of the Series 2023 Bonds shall be used to fund the financing or refinancing, including through reimbursement, of the Series 2023 Project by making a loan to the Borrower, all as defined in the Second Supplemental Indenture, in the manner described in the Indenture and the Loan Agreement.

Section 2. Award of Series 2023 Bonds; Bond Purchase Agreement.

The matters set forth in the penultimate preamble hereof, require that the Series 2023 Bonds be a negotiated sale to a purchaser selected by the Borrower and approved by the Issuer rather than offered by competitive bid at public sale, in order to assure the necessary flexibility to obtain the most favorable terms in the bond market. The Issuer finds that a competitive sale of the Series 2023 Bonds would in all likelihood not result in better terms or interest rates than the negotiated sale of the Series 2023 Bonds. The sale of the Series 2023 Bonds to and by D.A. Davidson & Co. and/or such other underwriter or underwriter's selected by the borrower (collectively, the "Underwriter"), is hereby authorized pursuant to Section 218.385, Florida Statutes, as amended. Further, the Chair, the Executive Director or each of their designees are hereby authorized and empowered, on behalf of the Issuer, to authorize the inclusion of one or more additional co-managing underwriters in the marketing and sale of the Series 2023 Bonds.

The interest rates on the Series 2023 Bonds shall be established as provided in the Indenture but in any event shall not exceed 12% (except upon the occurrence and continuance of an event of default under the Indenture) and in no event shall the interest rates on the Series 2023 Bonds exceed the maximum rates permitted by law. The Series 2023 Bonds shall be sold for a price not less than 95% of the principal amount thereof, plus accrued interest, if any, with the exact price to be set forth in the final bond purchase agreement. Provided, however, the Series 2023 Bonds are hereby expressly permitted to be issued as capital appreciation bonds. The form of Underwriter's Negotiated Sale Disclosure Statement attached hereto as Exhibit A, which, by this reference thereto, is incorporated herein, is hereby accepted and placed on record in the minutes of the Issuer.

The Chair, Vice-Chair or Executive Director of the Issuer is hereby authorized to enter into such bond purchase agreement for the sale of the Series 2023 Bonds as the Borrower may recommend and the Executive Director of the Issuer may approve, with such provisions or

modifications not inconsistent with this Resolution as may be approved by the officer executing the same, such approval to be presumed by his execution thereof.

Section 3. Description of the Series 2023 Bonds.

The Series 2023 Bonds shall be issued in fully registered form, shall be dated, shall mature on the date or dates, and shall bear interest in the manner as shall be set forth in the Indenture.

Section 4. Redemption Provisions.

The Series 2023 Bonds shall be subject to redemption prior to maturity upon the terms and in the manner as shall be set forth in the Indenture.

Section 5. Approval of Documents.

The Second Supplemental Indenture in substantially the form attached hereto as Exhibit B, which, by this reference thereto, is incorporated herein, the other documents referred to therein, the First Supplemental Loan Agreement in substantially the form attached hereto as Exhibit C, which, by this reference thereto, is incorporated herein, a tax certificate, and other documents necessary or desirable to implement the financing or refinancing of the Series 2023 Project (collectively, the "Bond Documents"), are hereby approved and shall be executed by the Chair, Vice-Chair, or Executive Director of the Issuer, with such provisions or modifications not inconsistent with this Resolution as may be approved by the officers executing the same, such approval to be presumed by their execution thereof.

Section 6. Preliminary and Final Limited Offering Memorandum.

The use and distribution by the Underwriter of a Preliminary Limited Offering Memorandum substantially in the form attached hereto as Exhibit D, which, by this reference thereto, is incorporated herein, in connection with the offering and sale of the Series 2023 Bonds is hereby acknowledged. The sections of the Preliminary Limited Offering Memorandum relating to the Issuer shall be subject to such changes, modifications, insertions or omissions as may be approved by the authorized officers of the Issuer including incorporation of the provisions recommended by legal counsel to the Issuer to comply with applicable securities laws, and the sections of the Preliminary Limited Offering Memorandum relating to the Issuer are hereby approved and adopted by the Issuer. The Issuer is acting solely as a conduit issuer of the Series 2023 Bonds. The Issuer is authorized to deem the information contained in the Preliminary Limited Offering Memorandum under the headings "THE ISSUER" and "DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS" and the subheadings "INTRODUCTION – The Issuer" and "LITIGATION – The Issuer," as approved by this Resolution, "final" as of the date hereof, solely for the purposes and within the meaning of paragraph (b)(1) of Rule 15c2-12 of the United States Securities and Exchange Commission in effect from time to time, and any successor provisions to such rule. The final Limited Offering Memorandum shall be substantially

in the form of the attached Preliminary Limited Offering Memorandum, with such changes, modifications, insertions and omissions as may be determined by the Underwriter and the Borrower. The use and distribution by the Underwriter of the final Limited Offering Memorandum in connection with the offering and sale of the Series 2023 Bonds is hereby acknowledged.

In adopting this Resolution, the Issuer hereby disclaims any responsibility for the Limited Offering Memorandum except for the information described as having been provided by the Issuer and expressly disclaims any responsibility for any other information included as part of the Limited Offering Memorandum.

Section 7. Designation of Professional Advisors.

The Issuer hereby designates and approves Nabors, Giblin & Nickerson, P.A., Tampa, Florida, as Bond Counsel ("Bond Counsel") and Bryant Miller Olive P.A., Tampa, Florida, as Issuer's Counsel ("Issuer's Counsel"), and such other professional advisors as the Chair, Vice-Chair or Executive Director may designate.

Section 8. Designation of Trustee, Paying Agent and Registrar.

U.S. Bank Trust Company, National Association is hereby designated and approved as Trustee, Paying Agent and Registrar for the Series 2023 Bonds.

Section 9. Authorization of all Other Necessary Action.

(a) The Chair, Vice-Chair, Secretary, Assistant Secretary, Executive Director of the Issuer, Issuer's Counsel and Bond Counsel are each designated agents of the Issuer in connection with the issuance and delivery of the Series 2023 Bonds, and are authorized and empowered, collectively or individually, to take all action and steps to execute and deliver any and all instruments, documents, investments or contracts on behalf of the Issuer which are necessary or desirable in connection with the sale, execution and delivery of the Series 2023 Bonds and the Bond Documents which are not inconsistent with the terms and provisions of this Resolution and other actions relating to the Series 2023 Bonds and the Bond Documents heretofore taken by the Issuer.

(b) In addition, subsequent to the issuance of the Series 2023 Bonds, the Chair, Vice-Chair, Secretary, Executive Director and Bond Counsel for the Issuer are each designated agents of the Issuer in connection with refunding or refinancing of the Series 2023 Bonds, and are authorized and empowered, collectively or individually, to take all action and steps to execute and deliver any and all instruments, documents, investments or contracts on behalf of the Issuer which are necessary or desirable in connection with the refunding or refinancing of the Series 2023 Bonds which comply with the terms of the Bond Documents. Notwithstanding the foregoing, the authority granted in this Section 9(b) shall not be construed as authority for the

issuance of new debt by the Issuer to be applied to the refunding or refinancing of the Series 2023 Bonds.

Section 10. Public Purpose Determinations.

Based solely upon information provided by the Borrower, the Issuer, as a "local agency" pursuant to Chapter 159, Part II, Florida Statutes, hereby makes the following determinations:

(i) the Facilities are appropriate to the needs and circumstances of, and make a significant contribution to the economic growth of the County and the State, provide or preserve gainful employment, promote commerce within the State, serve a public purpose by providing educational facilities within the meaning of Chapter 159, Part II, Florida Statutes, and advance the economic prosperity and the general welfare of the State and its people;

(ii) the Borrower is the financially responsible party and is fully capable and willing to fulfill (A) its obligations under the financing documents, including the obligation of the Borrower to make loan repayments under the Loan Agreement in the amounts and at the times required to provide for the timely payment of the principal of, premium, if any, and interest on the Series 2023 Bonds herein authorized, and (B) all other obligations and responsibilities imposed under the financing documents;

(iii) the County is able to cope satisfactorily with the impact of the Facilities and is able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, necessary for the Facilities, including operation, repair and maintenance thereof and on account of any increase in population or other circumstances resulting therefrom;

(iv) adequate provision will be made in the financing documents for the operation, repair and maintenance of the Facilities at the expense of the Borrower and for the payment by the Borrower of certain fees and expenses incurred in connection with the issuance of the Series 2023 Bonds, and that the loan repayments under the Loan Agreement are sufficient to pay the principal of, premium, if any, and interest on the Series 2023 Bonds herein authorized; and

(v) the Facilities constitute a "project" within the meaning of the Act.

In accordance with Section 159.29, Florida Statutes, the foregoing determinations of public purpose shall be final and conclusive.

Section 11. No Third Party Beneficiaries.

Unless specifically noted, nothing in this Resolution or in the Bond Documents, express or implied, is intended or shall be construed to confer upon any person other than the Issuer, the Borrower, the holders of the Series 2023 Bonds, the Underwriter and the Trustee any right,

remedy or claim, legal or equitable, under and by reason of any provision of this Resolution or of the Bond Documents. This Resolution and the Bond Documents are for the sole and exclusive benefit of the Issuer, the Borrower, the holders of the Series 2023 Bonds, the Underwriter and the Trustee.

Section 12. Severability.

In case any one or more of the provisions of this Resolution, the Bond Documents or the Series 2023 Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Resolution, the Bond Documents or the Series 2023 Bonds, as the case may be, and they shall be construed and enforced without consideration of such illegal or invalid provisions.

Section 13. No Personal Liability.

No covenant, stipulation, obligation or agreement contained in this Resolution or contained in the Bond Documents, the Series 2023 Bonds, or any instrument contemplated by each shall be deemed to be a covenant, stipulation, obligation or agreement of any officer, member, agent or employee of the Issuer in his or her individual capacity, and no member of the Issuer executing the Series 2023 Bonds or other documents related to the issuance of the Series 2023 Bonds including those approved by this Resolution shall be liable personally for such documents or the obligations under each, or be subject to any personal accountability by reason of his or her delivery or execution of such documents on behalf of the Issuer.

Section 14. Repealer.

All provisions of resolutions of the Issuer in conflict with the provisions of this Resolution are, to the extent of such conflict, superseded and repealed.

[Remainder of Page Intentionally Left Blank]

Section 15. Effective Date. This Resolution shall take effect immediately upon its adoption.

Adopted on July 20, 2023.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Robert F. Cleveland, Secretary of the Capital Trust Authority, Santa Rosa County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. 12-23 and its supporting exhibits as the same was duly adopted and passed at a public meeting of the Board of Directors of the Capital Trust Authority on the 20th day of July, 2023, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this ___ day of July, 2023.

CAPITAL TRUST AUTHORITY

By: _____
Its: Secretary

EXHIBIT A

FORM OF NEGOTIATED SALE DISCLOSURE STATEMENT

[DATE]

Capital Trust Authority
Gulf Breeze, Florida

Imagine - Pasco County, LLC
Land O' Lakes, Florida

Re: \$_____ Capital Trust Authority Educational Facilities Revenue Bonds (Imagine School at West Pasco Project), Series 2023 (the "Series 2023 Bonds")

Ladies and Gentlemen:

Pursuant to Chapter 218.385, Florida Statutes, and in reference to the issuance of Series 2023 Bonds as set forth above, D.A. Davidson & Co. and/or such other underwriter or underwriter's selected by the borrower (collectively, the "Underwriter"), makes the following disclosures to Capital Trust Authority (the "Issuer") and Imagine - Pasco County, LLC, a Florida limited liability company (the "Borrower"), whose sole member is Imagine Schools Non-Profit, Inc., a Virginia not for profit corporation (and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. All capitalized terms not otherwise defined herein shall have the respective meanings specified in the Bond Purchase Agreement dated the date hereof among the Underwriter, the Issuer and the Borrower (the "Bond Purchase Agreement"). The Underwriter is acting as underwriter in connection with the offering or sale of the Series 2023 Bonds. The underwriting fees to be paid to the Underwriter in the Bond Purchase Agreement are equal to [____]% of the total face amount of the Series 2023 Bonds.

(a) The expenses estimated to be incurred by the Underwriter in connection with the issuance of the Series 2023 Bonds are itemized on Schedule A hereto.

(b) Names, addresses and estimated amounts of compensation of any person who is not regularly employed by, or not a partner or officer of, the Underwriter and who enters into an understanding with either the Issuer or the Underwriter, or both, for any paid or promised compensation or valuable consideration directly, expressly or impliedly, to act solely as an intermediary between the Issuer and the Underwriter for the purpose of influencing any transaction in the purchase of the Series 2023 Bonds:

[None]

(c) The amount of underwriting spread expected to be realized is \$[____] per \$1,000 of the Series 2023 Bonds and consists of the following components including the management fee indicated:

	<u>Per \$1,000</u>
Management Fee	
Average Takedown	
Expenses	
Total	

(d) No fee, bonus or other compensation is estimated to be paid by the Underwriter in connection with the issuance of the Series 2023 Bonds, to any persons not regularly employed or retained by the Underwriter (including any "finder" as defined in Section 218.386(1)(a), Florida Statutes, as amended), except as specifically enumerated as expenses to be incurred and paid by the Underwriter, as set forth in Schedule A attached hereto.

(e) The name and address of the Underwriter connected with the Series 2023 Bonds is:

D.A. Davidson & Co.
1550 Market Street
Denver, Colorado 80202
Eric Duran, Managing Director

(f) *Truth in Bonding Statement.* The Series 2023 Bonds are being issued for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, development, construction and equipping of certain educational facilities consisting of a new, approximately 74,000 square foot, two-story educational facility, with approximately 53 classrooms, science, music, art, and media specialty rooms, an administration wing, a gymnasium/auditorium with a performance stage, multipurpose lunchroom and food service area, a sports field, a playground, traffic queuing lanes and parking, to accommodate approximately 1,000 students in grades K-8 at an educational facility to be known as "Imagine School at West Pasco," to be situated on an approximately 11.8 acre parcel of vacant land, located just east of Seven Springs Road, at Perrine Ranch Road, New Port Richey, Florida 34655, including related facilities, fixtures, furnishings and equipment (collectively, the "Facilities"); (ii) a debt service reserve fund; (iii) capitalized interest on the Series 2023 Bonds; and (iv) paying all or a portion of certain costs associated with the acquisition and certain costs of issuance of the Series 2023 Bonds. This debt or obligation is expected to be repaid over a period of [__] years. Total interest paid over the life of the debt or obligation, assuming an interest rate (total interest cost) of [____]% per annum, will be approximately \$[_____].

The source of repayment and security for this proposal to issue the Series 2023 Bonds is exclusively limited to certain revenues derived from the Borrower pursuant to the Loan

Agreement. Because (a) such revenues may not be used by the Issuer for any purpose other than the purposes set forth in the Indenture, (b) the Issuer has no taxing power and the taxing power of the Issuer and the State of Florida is not pledged or involved in the Series 2023 Bonds, (c) the Series 2023 Bonds and the interest thereon do not constitute a debt of the Issuer within the meaning of any constitutional or statutory provision, and (d) the faith and credit of the Issuer are not pledged to the payment of the principal of or the interest on the Series 2023 Bonds, authorizing this debt or obligation will not result in any moneys not being available to the Issuer to finance other transactions each year for the [] year term of the Series 2023 Bonds. We understand that the Issuer does not require any further disclosure from the Underwriter pursuant to Section 218.385, Florida Statutes.

This statement is for informational purposes only and shall not affect or control the actual terms and conditions of the Series 2023 Bonds.

D.A. DAVIDSON & CO.

By: _____
Name: _____
Title: _____

SCHEDULE A

[INSERT SCHEDULE OF EXPENSES]

EXHIBIT B

FORM OF SECOND SUPPLEMENTAL INDENTURE

EXHIBIT C

FORM OF FIRST SUPPLEMENTAL LOAN AGREEMENT

EXHIBIT D

FORM OF PRELIMINARY LIMITED OFFERING MEMORANDUM

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: Kids Community College Charter School
DATE: May 11, 2023

Introduction

Kids Community College Charter School (“KCCCS” or the “Borrower”) has applied to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$16,500,000 of tax-exempt bonds to finance the land, acquisition, and equipping of a public charter school in Riverview, FL.

The Borrower

KCCCS began in 2003 as a preschool in Riverview, FL. The Borrower operates 4 charter schools. 2 of the public charter schools will be purchased through this financing. A total of 495 student stations are located on these campuses. The 2 school facilities not being purchased were financed in 2019 by the Wonderful transaction wherein the Capital Trust Agency financed the acquisition of a portfolio of charter schools throughout Florida.



Description of the Project

The issuance of not more than \$16,500,000 in bonds for the Borrower will be used to finance the land, acquisition costs, and development of 2 public charter schools and related fixtures in Riverview, FL. The Borrower currently leases the facilities.

The project will consist of a straight acquisition and equipping of the schools. Currently, no new money is contemplated.

Financing

The purchase price of the 2 buildings is expected to be \$12,200,000. According to the Borrower’s financial advisor, Building Hope, the total cash flow savings through maturity to the Borrower will be \$10,193,620. The total net present value savings and building value at final maturity is \$17,049,755.

SOURCES AND USES OF FUNDS

Capital Trust Authority
 Educational Facilities Revenue Bonds
 (Kid's Community College Schools Projects)
 Series 2023A&B
 *** PRELIMINARY ***

Sources:	Tax-Exempt	Taxable	Total
Bond Proceeds:			
Par Amount	13,390,000.00	475,000.00	13,865,000.00
Premium	11,891.25		11,891.25
	<u>13,401,891.25</u>	475,000.00	<u>13,876,891.25</u>
Uses:			
Project Fund Deposits:			
Property Acquisition	12,200,000.00		12,200,000.00
Other Fund Deposits:			
Debt Service Reserve Fund	945,925.28	33,555.98	979,481.26
Delivery Date Expenses:			
Cost of Issuance	191,800.26	332,297.23	524,097.49
Underwriter's Discount	64,165.71	109,146.79	173,312.50
	<u>255,965.97</u>	<u>441,444.02</u>	<u>697,409.99</u>
	<u>13,401,891.25</u>	475,000.00	<u>13,876,891.25</u>

CTA Staff has asked a representative of the school to be present via telecommunications on Thursday's meeting to answer questions relating the Borrower's plans going forward to increase the academic performance.

Recommendation

It is the recommendation of Authority staff that the Board adopt Resolution 13-23, approving the issuance of not to exceed \$16,500,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 7/20.

SOURCES AND USES OF FUNDS

Capital Trust Authority
 Educational Facilities Revenue Bonds
 (Kid's Community College Schools Projects)
 Series 2023A&B
 *** PRELIMINARY ***

Sources:	Tax-Exempt	Taxable	Total
Bond Proceeds:			
Par Amount	13,390,000.00	475,000.00	13,865,000.00
Premium	11,891.25		11,891.25
	<u>13,401,891.25</u>	<u>475,000.00</u>	<u>13,876,891.25</u>
Uses:	Tax-Exempt	Taxable	Total
Project Fund Deposits:			
Property Acquisition	12,200,000.00		12,200,000.00
Other Fund Deposits:			
Debt Service Reserve Fund	945,925.28	33,555.98	979,481.26
Delivery Date Expenses:			
Cost of Issuance	191,800.26	332,297.23	524,097.49
Underwriter's Discount	64,165.71	109,146.79	173,312.50
	<u>255,965.97</u>	<u>441,444.02</u>	<u>697,409.99</u>
	<u>13,401,891.25</u>	<u>475,000.00</u>	<u>13,876,891.25</u>

BOND PRICING

Capital Trust Authority
 Educational Facilities Revenue Bonds
 (Kid's Community College Schools Projects)
 Series 2023A&B
 *** PRELIMINARY ***

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Yield to Maturity	Call Date	Call Price	Premium (-Discount)
Tax-Exempt:	06/01/2033	875,000	5.250%	5.010%	101.359 C	5.071%	06/01/2030	100.000	11,891.25
Tax-Exempt:	06/01/2042	2,415,000	5.750%	5.750%	100.000				
Tax-Exempt:	06/01/2052	4,655,000	6.125%	6.125%	100.000				
Tax-Exempt:	06/01/2058	5,445,000	6.250%	6.250%	100.000				
Taxable:	06/01/2029	475,000	6.500%	6.500%	100.000				
13,865,000									11,891.25

Dated Date	08/16/2023	
Delivery Date	08/16/2023	
First Coupon	12/01/2023	
Par Amount	13,865,000.00	
Premium	11,891.25	
Production	13,876,891.25	100.085765%
Underwriter's Discount	-173,312.50	-1.250000%
Purchase Price	13,703,578.75	98.835765%
Accrued Interest		
Net Proceeds	13,703,578.75	

BOND DEBT SERVICE

Capital Trust Authority
 Educational Facilities Revenue Bonds
 (Kid's Community College Schools Projects)
 Series 2023A&B
 *** PRELIMINARY ***

Dated Date 08/16/2023
 Delivery Date 08/16/2023

Period Ending	Principal	Coupon	Interest	Debt Service	Bond Balance	Total Bond Value
06/30/2024			665,875.79	665,875.79	13,865,000	13,865,000
06/30/2025			841,106.26	841,106.26	13,865,000	13,865,000
06/30/2026	135,000	6.500%	841,106.26	976,106.26	13,730,000	13,730,000
06/30/2027	145,000	6.500%	832,331.26	977,331.26	13,585,000	13,585,000
06/30/2028	155,000	6.500%	822,906.26	977,906.26	13,430,000	13,430,000
06/30/2029	165,000	** %	812,831.26	977,831.26	13,265,000	13,265,000
06/30/2030	175,000	5.250%	803,668.76	978,668.76	13,090,000	13,090,000
06/30/2031	185,000	5.250%	794,481.26	979,481.26	12,905,000	12,905,000
06/30/2032	190,000	5.250%	784,768.76	974,768.76	12,715,000	12,715,000
06/30/2033	200,000	5.250%	774,793.76	974,793.76	12,515,000	12,515,000
06/30/2034	215,000	5.750%	764,293.76	979,293.76	12,300,000	12,300,000
06/30/2035	225,000	5.750%	751,931.26	976,931.26	12,075,000	12,075,000
06/30/2036	240,000	5.750%	738,993.76	978,993.76	11,835,000	11,835,000
06/30/2037	250,000	5.750%	725,193.76	975,193.76	11,585,000	11,585,000
06/30/2038	265,000	5.750%	710,818.76	975,818.76	11,320,000	11,320,000
06/30/2039	280,000	5.750%	695,581.26	975,581.26	11,040,000	11,040,000
06/30/2040	295,000	5.750%	679,481.26	974,481.26	10,745,000	10,745,000
06/30/2041	315,000	5.750%	662,518.76	977,518.76	10,430,000	10,430,000
06/30/2042	330,000	5.750%	644,406.26	974,406.26	10,100,000	10,100,000
06/30/2043	350,000	6.125%	625,431.26	975,431.26	9,750,000	9,750,000
06/30/2044	375,000	6.125%	603,993.76	978,993.76	9,375,000	9,375,000
06/30/2045	395,000	6.125%	581,025.00	976,025.00	8,980,000	8,980,000
06/30/2046	420,000	6.125%	556,831.26	976,831.26	8,560,000	8,560,000
06/30/2047	445,000	6.125%	531,106.26	976,106.26	8,115,000	8,115,000
06/30/2048	475,000	6.125%	503,850.00	978,850.00	7,640,000	7,640,000
06/30/2049	500,000	6.125%	474,756.26	974,756.26	7,140,000	7,140,000
06/30/2050	530,000	6.125%	444,131.26	974,131.26	6,610,000	6,610,000
06/30/2051	565,000	6.125%	411,668.76	976,668.76	6,045,000	6,045,000
06/30/2052	600,000	6.125%	377,062.50	977,062.50	5,445,000	5,445,000
06/30/2053	635,000	6.250%	340,312.50	975,312.50	4,810,000	4,810,000
06/30/2054	675,000	6.250%	300,625.00	975,625.00	4,135,000	4,135,000
06/30/2055	720,000	6.250%	258,437.50	978,437.50	3,415,000	3,415,000
06/30/2056	765,000	6.250%	213,437.50	978,437.50	2,650,000	2,650,000
06/30/2057	810,000	6.250%	165,625.00	975,625.00	1,840,000	1,840,000
06/30/2058	1,840,000	6.250%	115,000.00	1,955,000.00		
	13,865,000		20,850,382.29	34,715,382.29		

NET DEBT SERVICE

Capital Trust Authority
Educational Facilities Revenue Bonds
(Kid's Community College Schools Projects)
Series 2023A&B
*** PRELIMINARY ***

Period Ending	Total Debt Service	Annual Trustee Fee	Debt Service Reserve Fund	Net Debt Service
06/30/2024	665,875.79	4,500		670,375.79
06/30/2025	841,106.26	4,500		845,606.26
06/30/2026	976,106.26	4,500		980,606.26
06/30/2027	977,331.26	4,500		981,831.26
06/30/2028	977,906.26	4,500		982,406.26
06/30/2029	977,831.26	4,500		982,331.26
06/30/2030	978,668.76	4,500		983,168.76
06/30/2031	979,481.26	4,500		983,981.26
06/30/2032	974,768.76	4,500		979,268.76
06/30/2033	974,793.76	4,500		979,293.76
06/30/2034	979,293.76	4,500		983,793.76
06/30/2035	976,931.26	4,500		981,431.26
06/30/2036	978,993.76	4,500		983,493.76
06/30/2037	975,193.76	4,500		979,693.76
06/30/2038	975,818.76	4,500		980,318.76
06/30/2039	975,581.26	4,500		980,081.26
06/30/2040	974,481.26	4,500		978,981.26
06/30/2041	977,518.76	4,500		982,018.76
06/30/2042	974,406.26	4,500		978,906.26
06/30/2043	975,431.26	4,500		979,931.26
06/30/2044	978,993.76	4,500		983,493.76
06/30/2045	976,025.00	4,500		980,525.00
06/30/2046	976,831.26	4,500		981,331.26
06/30/2047	976,106.26	4,500		980,606.26
06/30/2048	978,850.00	4,500		983,350.00
06/30/2049	974,756.26	4,500		979,256.26
06/30/2050	974,131.26	4,500		978,631.26
06/30/2051	976,668.76	4,500		981,168.76
06/30/2052	977,062.50	4,500		981,562.50
06/30/2053	975,312.50	4,500		979,812.50
06/30/2054	975,625.00	4,500		980,125.00
06/30/2055	978,437.50	4,500		982,937.50
06/30/2056	978,437.50	4,500		982,937.50
06/30/2057	975,625.00	4,500		980,125.00
06/30/2058	1,955,000.00	4,500	979,481.26	980,018.74
	34,715,382.29	157,500	979,481.26	33,893,401.03

BOND DEBT SERVICE

Tax-Exempt

 Dated Date 08/16/2023
 Delivery Date 08/16/2023

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service	Bond Balance	Total Bond Value
08/16/2023						13,390,000	13,390,000
12/01/2023			236,317.45	236,317.45		13,390,000	13,390,000
06/01/2024			405,115.63	405,115.63		13,390,000	13,390,000
06/30/2024					641,433.08	13,390,000	13,390,000
12/01/2024			405,115.63	405,115.63		13,390,000	13,390,000
06/01/2025			405,115.63	405,115.63		13,390,000	13,390,000
06/30/2025					810,231.26	13,390,000	13,390,000
12/01/2025			405,115.63	405,115.63		13,390,000	13,390,000
06/01/2026			405,115.63	405,115.63		13,390,000	13,390,000
06/30/2026					810,231.26	13,390,000	13,390,000
12/01/2026			405,115.63	405,115.63		13,390,000	13,390,000
06/01/2027			405,115.63	405,115.63		13,390,000	13,390,000
06/30/2027					810,231.26	13,390,000	13,390,000
12/01/2027			405,115.63	405,115.63		13,390,000	13,390,000
06/01/2028			405,115.63	405,115.63		13,390,000	13,390,000
06/30/2028					810,231.26	13,390,000	13,390,000
12/01/2028			405,115.63	405,115.63		13,390,000	13,390,000
06/01/2029	125,000	5.250%	405,115.63	530,115.63		13,265,000	13,265,000
06/30/2029					935,231.26	13,265,000	13,265,000
12/01/2029			401,834.38	401,834.38		13,265,000	13,265,000
06/01/2030	175,000	5.250%	401,834.38	576,834.38		13,090,000	13,090,000
06/30/2030					978,668.76	13,090,000	13,090,000
12/01/2030			397,240.63	397,240.63		13,090,000	13,090,000
06/01/2031	185,000	5.250%	397,240.63	582,240.63		12,905,000	12,905,000
06/30/2031					979,481.26	12,905,000	12,905,000
12/01/2031			392,384.38	392,384.38		12,905,000	12,905,000
06/01/2032	190,000	5.250%	392,384.38	582,384.38		12,715,000	12,715,000
06/30/2032					974,768.76	12,715,000	12,715,000
12/01/2032			387,396.88	387,396.88		12,715,000	12,715,000
06/01/2033	200,000	5.250%	387,396.88	587,396.88		12,515,000	12,515,000
06/30/2033					974,793.76	12,515,000	12,515,000
12/01/2033			382,146.88	382,146.88		12,515,000	12,515,000
06/01/2034	215,000	5.750%	382,146.88	597,146.88		12,300,000	12,300,000
06/30/2034					979,293.76	12,300,000	12,300,000
12/01/2034			375,965.63	375,965.63		12,300,000	12,300,000
06/01/2035	225,000	5.750%	375,965.63	600,965.63		12,075,000	12,075,000
06/30/2035					976,931.26	12,075,000	12,075,000
12/01/2035			369,496.88	369,496.88		12,075,000	12,075,000
06/01/2036	240,000	5.750%	369,496.88	609,496.88		11,835,000	11,835,000
06/30/2036					978,993.76	11,835,000	11,835,000
12/01/2036			362,596.88	362,596.88		11,835,000	11,835,000
06/01/2037	250,000	5.750%	362,596.88	612,596.88		11,585,000	11,585,000
06/30/2037					975,193.76	11,585,000	11,585,000
12/01/2037			355,409.38	355,409.38		11,585,000	11,585,000
06/01/2038	265,000	5.750%	355,409.38	620,409.38		11,320,000	11,320,000
06/30/2038					975,818.76	11,320,000	11,320,000
12/01/2038			347,790.63	347,790.63		11,320,000	11,320,000
06/01/2039	280,000	5.750%	347,790.63	627,790.63		11,040,000	11,040,000
06/30/2039					975,581.26	11,040,000	11,040,000

BOND DEBT SERVICE

Tax-Exempt

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service	Bond Balance	Total Bond Value
12/01/2039			339,740.63	339,740.63		11,040,000	11,040,000
06/01/2040	295,000	5.750%	339,740.63	634,740.63		10,745,000	10,745,000
06/30/2040					974,481.26	10,745,000	10,745,000
12/01/2040			331,259.38	331,259.38		10,745,000	10,745,000
06/01/2041	315,000	5.750%	331,259.38	646,259.38		10,430,000	10,430,000
06/30/2041					977,518.76	10,430,000	10,430,000
12/01/2041			322,203.13	322,203.13		10,430,000	10,430,000
06/01/2042	330,000	5.750%	322,203.13	652,203.13		10,100,000	10,100,000
06/30/2042					974,406.26	10,100,000	10,100,000
12/01/2042			312,715.63	312,715.63		10,100,000	10,100,000
06/01/2043	350,000	6.125%	312,715.63	662,715.63		9,750,000	9,750,000
06/30/2043					975,431.26	9,750,000	9,750,000
12/01/2043			301,996.88	301,996.88		9,750,000	9,750,000
06/01/2044	375,000	6.125%	301,996.88	676,996.88		9,375,000	9,375,000
06/30/2044					978,993.76	9,375,000	9,375,000
12/01/2044			290,512.50	290,512.50		9,375,000	9,375,000
06/01/2045	395,000	6.125%	290,512.50	685,512.50		8,980,000	8,980,000
06/30/2045					976,025.00	8,980,000	8,980,000
12/01/2045			278,415.63	278,415.63		8,980,000	8,980,000
06/01/2046	420,000	6.125%	278,415.63	698,415.63		8,560,000	8,560,000
06/30/2046					976,831.26	8,560,000	8,560,000
12/01/2046			265,553.13	265,553.13		8,560,000	8,560,000
06/01/2047	445,000	6.125%	265,553.13	710,553.13		8,115,000	8,115,000
06/30/2047					976,106.26	8,115,000	8,115,000
12/01/2047			251,925.00	251,925.00		8,115,000	8,115,000
06/01/2048	475,000	6.125%	251,925.00	726,925.00		7,640,000	7,640,000
06/30/2048					978,850.00	7,640,000	7,640,000
12/01/2048			237,378.13	237,378.13		7,640,000	7,640,000
06/01/2049	500,000	6.125%	237,378.13	737,378.13		7,140,000	7,140,000
06/30/2049					974,756.26	7,140,000	7,140,000
12/01/2049			222,065.63	222,065.63		7,140,000	7,140,000
06/01/2050	530,000	6.125%	222,065.63	752,065.63		6,610,000	6,610,000
06/30/2050					974,131.26	6,610,000	6,610,000
12/01/2050			205,834.38	205,834.38		6,610,000	6,610,000
06/01/2051	565,000	6.125%	205,834.38	770,834.38		6,045,000	6,045,000
06/30/2051					976,668.76	6,045,000	6,045,000
12/01/2051			188,531.25	188,531.25		6,045,000	6,045,000
06/01/2052	600,000	6.125%	188,531.25	788,531.25		5,445,000	5,445,000
06/30/2052					977,062.50	5,445,000	5,445,000
12/01/2052			170,156.25	170,156.25		5,445,000	5,445,000
06/01/2053	635,000	6.250%	170,156.25	805,156.25		4,810,000	4,810,000
06/30/2053					975,312.50	4,810,000	4,810,000
12/01/2053			150,312.50	150,312.50		4,810,000	4,810,000
06/01/2054	675,000	6.250%	150,312.50	825,312.50		4,135,000	4,135,000
06/30/2054					975,625.00	4,135,000	4,135,000
12/01/2054			129,218.75	129,218.75		4,135,000	4,135,000
06/01/2055	720,000	6.250%	129,218.75	849,218.75		3,415,000	3,415,000
06/30/2055					978,437.50	3,415,000	3,415,000
12/01/2055			106,718.75	106,718.75		3,415,000	3,415,000
06/01/2056	765,000	6.250%	106,718.75	871,718.75		2,650,000	2,650,000
06/30/2056					978,437.50	2,650,000	2,650,000
12/01/2056			82,812.50	82,812.50		2,650,000	2,650,000
06/01/2057	810,000	6.250%	82,812.50	892,812.50		1,840,000	1,840,000

BOND DEBT SERVICE

Tax-Exempt

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service	Bond Balance	Total Bond Value
06/30/2057					975,625.00	1,840,000	1,840,000
12/01/2057			57,500.00	57,500.00		1,840,000	1,840,000
06/01/2058	1,840,000	6.250%	57,500.00	1,897,500.00			
06/30/2058					1,955,000.00		
	13,390,000		20,726,814.58	34,116,814.58	34,116,814.58		

BOND DEBT SERVICE

Taxable

 Dated Date 08/16/2023
 Delivery Date 08/16/2023

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service	Bond Balance	Total Bond Value
08/16/2023						475,000	475,000
12/01/2023			9,005.21	9,005.21		475,000	475,000
06/01/2024			15,437.50	15,437.50		475,000	475,000
06/30/2024					24,442.71	475,000	475,000
12/01/2024			15,437.50	15,437.50		475,000	475,000
06/01/2025			15,437.50	15,437.50		475,000	475,000
06/30/2025					30,875.00	475,000	475,000
12/01/2025			15,437.50	15,437.50		475,000	475,000
06/01/2026	135,000	6.500%	15,437.50	150,437.50		340,000	340,000
06/30/2026					165,875.00	340,000	340,000
12/01/2026			11,050.00	11,050.00		340,000	340,000
06/01/2027	145,000	6.500%	11,050.00	156,050.00		195,000	195,000
06/30/2027					167,100.00	195,000	195,000
12/01/2027			6,337.50	6,337.50		195,000	195,000
06/01/2028	155,000	6.500%	6,337.50	161,337.50		40,000	40,000
06/30/2028					167,675.00	40,000	40,000
12/01/2028			1,300.00	1,300.00		40,000	40,000
06/01/2029	40,000	6.500%	1,300.00	41,300.00			
06/30/2029					42,600.00		
	475,000		123,567.71	598,567.71	598,567.71		

BOND SUMMARY STATISTICS

Capital Trust Authority
 Educational Facilities Revenue Bonds
 (Kid's Community College Schools Projects)
 Series 2023A&B
 *** PRELIMINARY ***

Dated Date	08/16/2023
Delivery Date	08/16/2023
Last Maturity	06/01/2058
Arbitrage Yield	6.094659%
True Interest Cost (TIC)	6.203560%
Net Interest Cost (NIC)	6.182098%
All-In TIC	6.573980%
Average Coupon	6.134604%
Average Life (years)	24.514
Duration of Issue (years)	12.311
Par Amount	13,865,000.00
Bond Proceeds	13,876,891.25
Total Interest	20,850,382.29
Net Interest	21,011,803.54
Total Debt Service	34,715,382.29
Maximum Annual Debt Service	1,955,000.00
Average Annual Debt Service	997,807.40
Underwriter's Fees (per \$1000)	
Average Takedown	
Other Fee	12.500000
	12.500000
Total Underwriter's Discount	12.500000
Bid Price	98.835765

Bond Component	Par Value	Price	Average Coupon	Average Life	PV of 1 bp change
Taxable	475,000.00	100.000	6.500%	4.002	228.00
Tax-Exempt	875,000.00	101.359	5.250%	7.980	498.75
Tax-Exempt	2,415,000.00	100.000	5.750%	15.152	2,753.10
Tax-Exempt	4,655,000.00	100.000	6.125%	24.778	6,237.70
Tax-Exempt	5,445,000.00	100.000	6.250%	32.886	7,677.45
	13,865,000.00			24.514	17,395.00

BOND SUMMARY STATISTICS

Capital Trust Authority
 Educational Facilities Revenue Bonds
 (Kid's Community College Schools Projects)
 Series 2023A&B
 *** PRELIMINARY ***

	TIC	All-In TIC	Arbitrage Yield
Par Value	13,865,000.00	13,865,000.00	13,390,000.00
+ Accrued Interest			
+ Premium (Discount)	11,891.25	11,891.25	11,891.25
- Underwriter's Discount	-173,312.50	-173,312.50	
- Cost of Issuance Expense		-524,097.49	
- Other Amounts			
Target Value	13,703,578.75	13,179,481.26	13,401,891.25
Target Date	08/16/2023	08/16/2023	08/16/2023
Yield	6.203560%	6.573980%	6.094659%

BOND MATURITY TABLE

Capital Trust Authority
 Educational Facilities Revenue Bonds
 (Kid's Community College Schools Projects)
 Series 2023A&B
 *** PRELIMINARY ***

Maturity Date	Tax-Exempt	Tax-Exempt	Tax-Exempt	Tax-Exempt	Taxable	Total
06/01/2024						
06/01/2025						
06/01/2026					135,000	135,000
06/01/2027					145,000	145,000
06/01/2028					155,000	155,000
06/01/2029	125,000				40,000	165,000
06/01/2030	175,000					175,000
06/01/2031	185,000					185,000
06/01/2032	190,000					190,000
06/01/2033	200,000					200,000
06/01/2034		215,000				215,000
06/01/2035		225,000				225,000
06/01/2036		240,000				240,000
06/01/2037		250,000				250,000
06/01/2038		265,000				265,000
06/01/2039		280,000				280,000
06/01/2040		295,000				295,000
06/01/2041		315,000				315,000
06/01/2042		330,000				330,000
06/01/2043			350,000			350,000
06/01/2044			375,000			375,000
06/01/2045			395,000			395,000
06/01/2046			420,000			420,000
06/01/2047			445,000			445,000
06/01/2048			475,000			475,000
06/01/2049			500,000			500,000
06/01/2050			530,000			530,000
06/01/2051			565,000			565,000
06/01/2052			600,000			600,000
06/01/2053				635,000		635,000
06/01/2054				675,000		675,000
06/01/2055				720,000		720,000
06/01/2056				765,000		765,000
06/01/2057				810,000		810,000
06/01/2058				1,840,000		1,840,000
	875,000	2,415,000	4,655,000	5,445,000	475,000	13,865,000

FORM 8038 STATISTICS

Tax-Exempt

 Dated Date 08/16/2023
 Delivery Date 08/16/2023

Bond Component	Date	Principal	Coupon	Price	Issue Price	Redemption at Maturity
Tax-Exempt:						
	06/01/2024		5.250%	101.359		
	06/01/2025		5.250%	101.359		
	06/01/2026		5.250%	101.359		
	06/01/2027		5.250%	101.359		
	06/01/2028		5.250%	101.359		
	06/01/2029	125,000.00	5.250%	101.359	126,698.75	125,000.00
	06/01/2030	175,000.00	5.250%	101.359	177,378.25	175,000.00
	06/01/2031	185,000.00	5.250%	101.359	187,514.15	185,000.00
	06/01/2032	190,000.00	5.250%	101.359	192,582.10	190,000.00
	06/01/2033	200,000.00	5.250%	101.359	202,718.00	200,000.00
Tax-Exempt:						
	06/01/2034	215,000.00	5.750%	100.000	215,000.00	215,000.00
	06/01/2035	225,000.00	5.750%	100.000	225,000.00	225,000.00
	06/01/2036	240,000.00	5.750%	100.000	240,000.00	240,000.00
	06/01/2037	250,000.00	5.750%	100.000	250,000.00	250,000.00
	06/01/2038	265,000.00	5.750%	100.000	265,000.00	265,000.00
	06/01/2039	280,000.00	5.750%	100.000	280,000.00	280,000.00
	06/01/2040	295,000.00	5.750%	100.000	295,000.00	295,000.00
	06/01/2041	315,000.00	5.750%	100.000	315,000.00	315,000.00
	06/01/2042	330,000.00	5.750%	100.000	330,000.00	330,000.00
Tax-Exempt:						
	06/01/2043	350,000.00	6.125%	100.000	350,000.00	350,000.00
	06/01/2044	375,000.00	6.125%	100.000	375,000.00	375,000.00
	06/01/2045	395,000.00	6.125%	100.000	395,000.00	395,000.00
	06/01/2046	420,000.00	6.125%	100.000	420,000.00	420,000.00
	06/01/2047	445,000.00	6.125%	100.000	445,000.00	445,000.00
	06/01/2048	475,000.00	6.125%	100.000	475,000.00	475,000.00
	06/01/2049	500,000.00	6.125%	100.000	500,000.00	500,000.00
	06/01/2050	530,000.00	6.125%	100.000	530,000.00	530,000.00
	06/01/2051	565,000.00	6.125%	100.000	565,000.00	565,000.00
	06/01/2052	600,000.00	6.125%	100.000	600,000.00	600,000.00
Tax-Exempt:						
	06/01/2053	635,000.00	6.250%	100.000	635,000.00	635,000.00
	06/01/2054	675,000.00	6.250%	100.000	675,000.00	675,000.00
	06/01/2055	720,000.00	6.250%	100.000	720,000.00	720,000.00
	06/01/2056	765,000.00	6.250%	100.000	765,000.00	765,000.00
	06/01/2057	810,000.00	6.250%	100.000	810,000.00	810,000.00
	06/01/2058	1,840,000.00	6.250%	100.000	1,840,000.00	1,840,000.00
		13,390,000.00			13,401,891.25	13,390,000.00

FORM 8038 STATISTICS

Tax-Exempt

	Maturity Date	Interest Rate	Issue Price	Stated Redemption at Maturity	Weighted Average Maturity	Yield
Final Maturity	06/01/2058	6.250%	1,840,000.00	1,840,000.00		
Entire Issue			13,401,891.25	13,390,000.00	25.2259	6.0947%

Proceeds used for accrued interest	0.00
Proceeds used for bond issuance costs (including underwriters' discount)	255,965.97
Proceeds used for credit enhancement	0.00
Proceeds allocated to reasonably required reserve or replacement fund	945,925.28

FORM 8038 STATISTICS

Taxable

 Dated Date 08/16/2023
 Delivery Date 08/16/2023

Bond Component	Date	Principal	Coupon	Price	Issue Price	Redemption at Maturity
		0.00			0.00	0.00

	Maturity Date	Interest Rate	Issue Price	Stated Redemption at Maturity	Weighted Average Maturity	Yield
Final Maturity						
Entire Issue						6.0947%

Proceeds used for accrued interest	0.00
Proceeds used for bond issuance costs (including underwriters' discount)	441,444.02
Proceeds used for credit enhancement	0.00
Proceeds allocated to reasonably required reserve or replacement fund	33,555.98

PROOF OF ARBITRAGE YIELD

Capital Trust Authority
 Educational Facilities Revenue Bonds
 (Kid's Community College Schools Projects)
 Series 2023A&B
 *** PRELIMINARY ***

Date	Tax Exempt	Taxable	Total	Present Value to 08/16/2023 @ 6.0946585035%
12/01/2023	236,317.45		236,317.45	232,215.40
06/01/2024	405,115.63		405,115.63	386,311.37
12/01/2024	405,115.63		405,115.63	374,887.32
06/01/2025	405,115.63		405,115.63	363,801.10
12/01/2025	405,115.63		405,115.63	353,042.73
06/01/2026	405,115.63		405,115.63	342,602.50
12/01/2026	405,115.63		405,115.63	332,471.02
06/01/2027	405,115.63		405,115.63	322,639.14
12/01/2027	405,115.63		405,115.63	313,098.01
06/01/2028	405,115.63		405,115.63	303,839.04
12/01/2028	405,115.63		405,115.63	294,853.87
06/01/2029	530,115.63		530,115.63	374,422.29
12/01/2029	401,834.38		401,834.38	275,423.78
06/01/2030	576,834.38		576,834.38	383,679.63
12/01/2030	397,240.63		397,240.63	256,409.75
06/01/2031	582,240.63		582,240.63	364,709.13
12/01/2031	392,384.38		392,384.38	238,516.87
06/01/2032	582,384.38		582,384.38	343,542.42
12/01/2032	387,396.88		387,396.88	221,763.48
06/01/2033	587,396.88		587,396.88	326,308.81
12/01/2033	382,146.88		382,146.88	206,011.16
06/01/2034	597,146.88		597,146.88	312,395.56
12/01/2034	375,965.63		375,965.63	190,868.87
06/01/2035	600,965.63		600,965.63	296,073.71
12/01/2035	369,496.88		369,496.88	176,654.31
06/01/2036	609,496.88		609,496.88	282,779.69
12/01/2036	362,596.88		362,596.88	163,254.08
06/01/2037	612,596.88		612,596.88	267,656.64
12/01/2037	355,409.38		355,409.38	150,693.80
06/01/2038	620,409.38		620,409.38	255,274.90
12/01/2038	347,790.63		347,790.63	138,870.79
06/01/2039	627,790.63		627,790.63	243,260.23
12/01/2039	339,740.63		339,740.63	127,751.80
06/01/2040	634,740.63		634,740.63	231,621.62
12/01/2040	331,259.38		331,259.38	117,304.39
06/01/2041	646,259.38		646,259.38	222,083.44
12/01/2041	322,203.13		322,203.13	107,448.99
06/01/2042	652,203.13		652,203.13	211,066.21
12/01/2042	312,715.63		312,715.63	98,208.41
06/01/2043	662,715.63		662,715.63	201,971.26
12/01/2043	301,996.88		301,996.88	89,315.76
06/01/2044	676,996.88		676,996.88	194,301.23
12/01/2044	290,512.50		290,512.50	80,912.75
06/01/2045	685,512.50		685,512.50	185,280.95
12/01/2045	278,415.63		278,415.63	73,025.12
06/01/2046	698,415.63		698,415.63	177,768.93
12/01/2046	265,553.13		265,553.13	65,592.87
06/01/2047	710,553.13		710,553.13	170,319.74

PROOF OF ARBITRAGE YIELD

Capital Trust Authority
 Educational Facilities Revenue Bonds
 (Kid's Community College Schools Projects)
 Series 2023A&B
 *** PRELIMINARY ***

Date	Tax Exempt	Taxable	Total	Present Value to 08/16/2023 @ 6.0946585035%
12/01/2047	251,925.00		251,925.00	58,600.72
06/01/2048	726,925.00		726,925.00	164,090.92
12/01/2048	237,378.13		237,378.13	51,999.47
06/01/2049	737,378.13		737,378.13	156,751.51
12/01/2049	222,065.63		222,065.63	45,810.61
06/01/2050	752,065.63		752,065.63	150,557.97
12/01/2050	205,834.38		205,834.38	39,987.95
06/01/2051	770,834.38		770,834.38	145,323.41
12/01/2051	188,531.25		188,531.25	34,492.22
06/01/2052	788,531.25		788,531.25	139,997.39
12/01/2052	170,156.25		170,156.25	29,316.51
06/01/2053	805,156.25		805,156.25	134,619.42
12/01/2053	150,312.50		150,312.50	24,388.55
06/01/2054	825,312.50		825,312.50	129,948.87
12/01/2054	129,218.75		129,218.75	19,744.35
06/01/2055	849,218.75		849,218.75	125,921.58
12/01/2055	106,718.75		106,718.75	15,356.23
06/01/2056	871,718.75		871,718.75	121,726.04
12/01/2056	82,812.50		82,812.50	11,221.90
06/01/2057	892,812.50		892,812.50	117,406.97
12/01/2057	57,500.00		57,500.00	7,337.78
06/01/2058	1,897,500.00		1,897,500.00	234,985.97
	34,116,814.58	0.00	34,116,814.58	13,401,891.25

Proceeds Summary

Delivery date	08/16/2023
Par Value	13,390,000.00
Premium (Discount)	11,891.25
Target for yield calculation	13,401,891.25

**Capital Trust Authority
Educational Facilities Lease Revenue Bonds
(Kids Community College Schools Projects)
Series 2023**



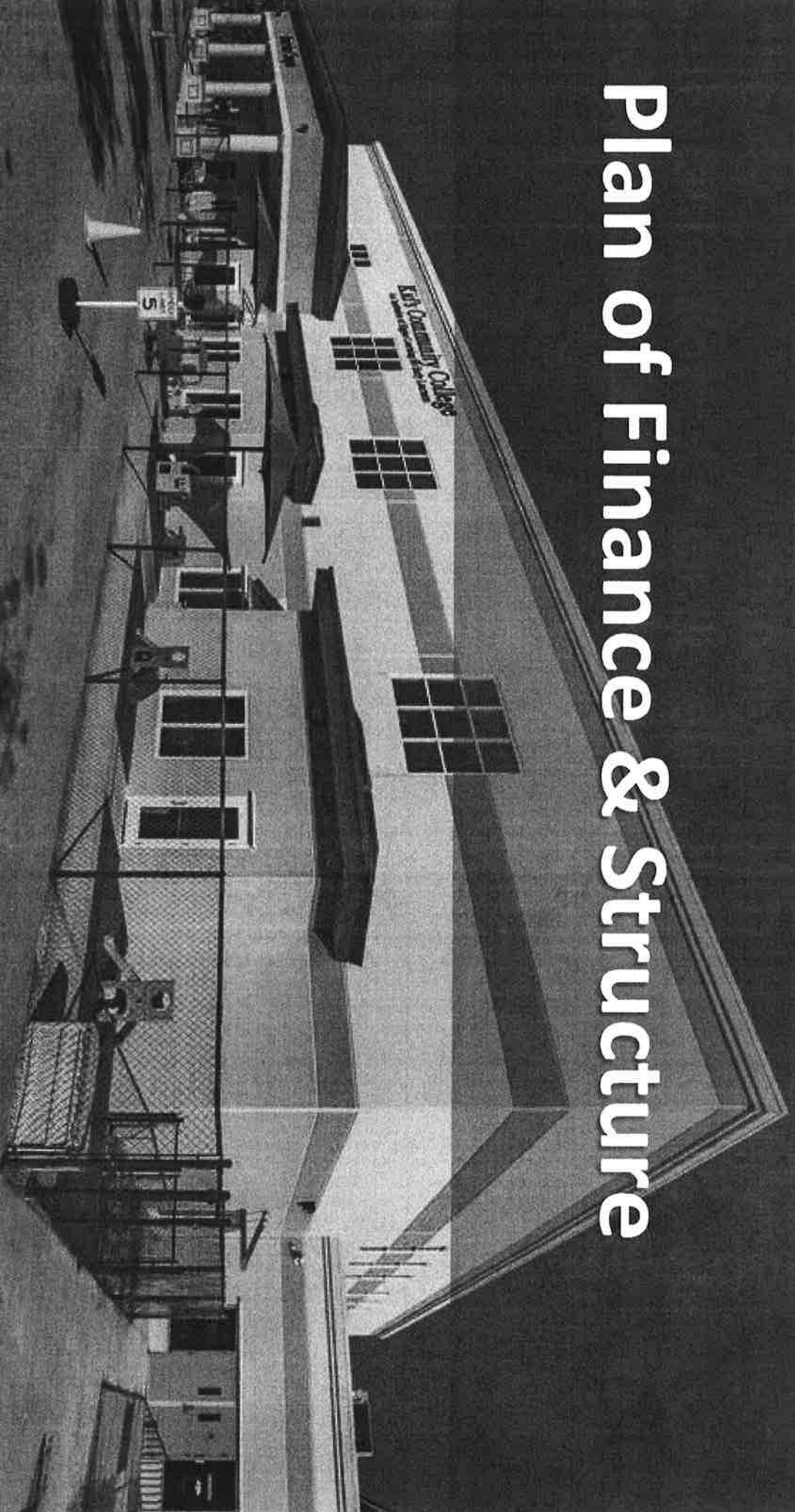
Presented by:

Wes Bradish
Managing Director
wbradish@ziegler.com

Credit & Risk Committee Submission

July 5, 2023

Plan of Finance & Structure



Overview of Borrower & Entities

Background: Kids Community College ("KCC") began in 2003 as a single pre-school serving 70 students in the Lake Saint Charles community of Riverview, Florida. In the two decades since, KCC has expanded to offer a national preschool franchise and a K-12 charter school system with four facilities and 150 associates serving approximately 1,460 public school students.

Registered Entities:

- **Kid's Community College Charter School, Inc:** Kid's Community College Charter School, Inc. d/b/a Kid's Community College Riverview South K-12 ("Kid's Community College Charter") Charter currently operates a public charter school across two non-adjacent campuses known as Riverview South Upper and Lower School ("KCC Riverview South").
 - KCC Riverview South currently serves students in K through 8th grade from a campus located at 10030 Mathog Road, Riverview, Florida 33578 (the "**Lower School Campus**").
 - KCC Riverview South currently serves students in 9th through 12th grade from a campus located at 10550 Johanna Avenue, Riverview, Florida 33578 (the "**Lake St. Charles Campus**").
 - For the 2023-24 school year, Kid's Community College Charter will discontinue serving grades 9-12 and will repurpose the Lake St. Charles Campus to serve students in grades K-3 while serving grades 4-8 at the Lower School Campus.



Overview of Borrower & Entities

- **Kid's Community College Charter High School, Inc.** Kid's Community College Charter High School, Inc. ("Kid's Community College Charter High") exists as a legal entity in order to support KCC Riverview South by receiving and accounting for certain federal, state and local grant monies that have been allocated to Kid's Community College Charter High.
- **Kid's Community College Elementary Charter School Southeast County, Inc.** Kid's Community College Elementary Charter School Southeast County, Inc. ("KCC Riverview Southeast") operates a public charter serving students in kindergarten through 8th grade known as Southeast International Baccalaureate School ("Southeast IB School" and together with KCC Riverview South, the "Schools"). Southeast IB School currently operates across two adjacent campuses.
 - Students in kindergarten through 5th grade are served at a campus located at 11519 McMullen Road, Riverview, Florida 33569 (the "**IB Elementary Campus**")
 - Students in 6th through 8th grade are served at a campus located at 11513 McMullen Road, Riverview, Florida 33569 (the "IB Middle Campus" and together with the IB Elementary Campus, the "**Southeast IB Campus**").
- **Kid's Community College Southeast Middle Charter, Inc.** Kid's Community College Southeast Middle Charter, Inc. ("Kids Community College Southeast") exists as a legal entity to support Southeast IB School by receiving and accounting for certain federal, state and local grant monies due to KCC that have been allocated to Kids Community College Southeast.



Overview of Borrower & Entities

Borrower:

- **KCCCS Holdings LLC.** KCCCS Holdings LLC (the "Borrower" and together with Kid's Community College Charter, KCC Riverview Southeast, Kid's Community College Charter High and KCC Middle School, the "Obligated Group"), is a Florida limited liability company duly organized and existing under the laws of the State.
 - The sole member of the Borrower is Kid's Community College Charter.
 - The Borrower was formed by Articles of Organization filed with the Florida Secretary of State on April 5, 2023.
 - The Borrower is a single purpose entity formed for the sole purpose of acquiring ownership of and leasing charter school facilities for the benefit of the Obligated Group.
 - Upon the issuance of the Series 2023 Bonds only revenues of the Obligated Group with respect to the Schools are pledged for payment of or security for the Series 2023 Bonds.
 - None of the assets of the Obligated Group used in the operation of the Lower School Campus or the IB Elementary Campus, and none of the revenues or assets of the Obligated Group derived from or used in the operation of any potential future charter schools are or will be pledged to secure the Series 2023 Bonds, except to the extent that any such future charter school is part of the Schools.



Overview of Project & Schools

	Lake St. Charles Campus ⁽²⁾	KCC Riverview South Lower School Campus ⁽²⁾	Elementary Campus	Southeast IB School Middle Campus
Grades Served	K-3	K-8	K-5	6-8
Year Opened	2023 (est.)	2005	2012	2012
Total Enrollment ⁽¹⁾	N/A	546	312	181
Targeted Enrollment	220	593	381	225
Facility Capacity	275	<input type="checkbox"/>	<input type="checkbox"/>	246
Campus Address	10550 Johanna Avenue Riverview, FL 33578	10030 Mathog Road Riverview, FL 33578	11519 McMullen Road Riverview, FL 33569	11513 McMullen Road Riverview, FL 33569

Before Issuance of Series 2023 Bonds

Facilities Owner/ Landlord	TCC 2, LLC	WFCS Holdings LLC	WFCS Holdings LLC	TCC 1, LLC
Lease Term Expiration	July 31, 2037	July 31, 2035	July 31, 2035	April 30, 2036

After Issuance of Series 2023 Bonds

Facilities Owner/ Landlord	Borrower	WFCS Holdings LLC	WFCS Holdings LLC	Borrower
Lease Term Expiration	<input type="checkbox"/>	July 31, 2035	July 31, 2035	<input type="checkbox"/>

Revenues Pledged to Repayment of Series 2023 Bonds

Yes

Yes

Yes

Yes

Assets Pledged to Repayment of Series 2023 Bonds

Yes

No

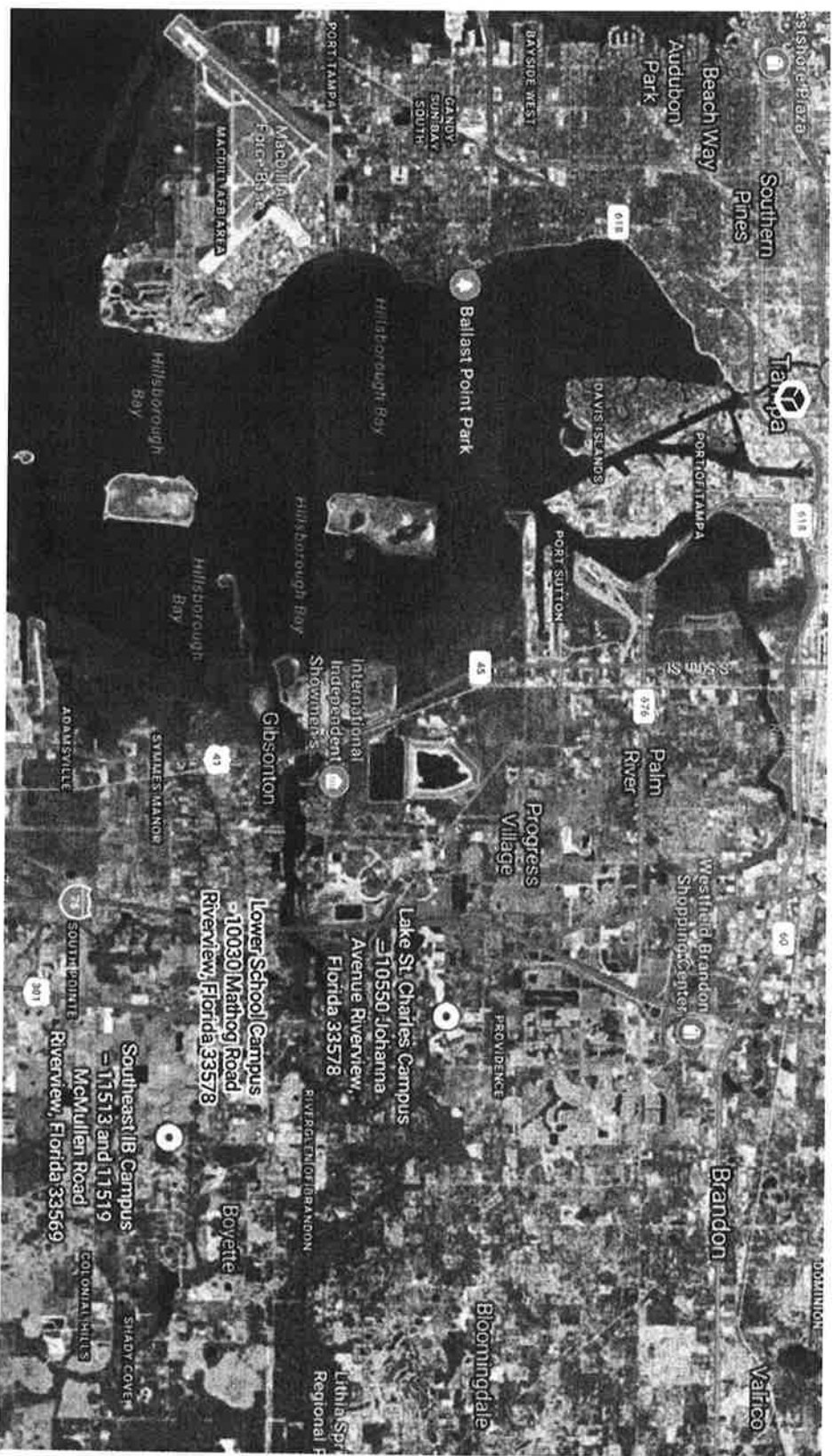
No

Yes

⁽¹⁾ Enrollment figures are as of April 2023.

⁽²⁾ KCC Riverview South currently serves 103 students in grades 9-12 at the Lake St. Charles Campus. Beginning in the 2023-24 school year, Kids Community College Charter will convert the campus currently branded as KCC Riverview South Upper School into a K-3 campus known as the Lake St. Charles Campus and will serve grades 4-8 at the Lower School Campus.

Map of Campus Locations



- Lake St. Charles Campus – 10550 Johanna Avenue Riverview, Florida 33578.
- Southeast IB Campus – 11513 and 11519 McMullen Road Riverview, Florida 33569.

Note: The Lower School Campus located at 10030 Mathog Road Riverview, Florida 33578 is included in the map view, but such facilities will not be acquired as part of the bond transaction.



2023 Bond Structure Overview

Tax-Exempt Revenue Bonds, Series 2023

Borrower	KCCCS Holdings LLC
Issuer	Capital Trust Authority
Issue Size	\$13,390,000 Series A (tax-exempt); \$475,000 Series B (taxable) – preliminary
Bond Rating	Nonrated
Structure	Fixed rate, 35-year, tax-exempt and taxable revenue bonds
Optional Redemption	To Be Determined
Purpose	Acquisition of Lake St. Charles Campus and IB Middle Campus
Collateral	Fee simple mortgage on Existing Facilities; pledge and assignment of rental revenues received from KCC Schools; Debt Service Reserve Fund sized to MADS; Repair and Replacement fund
Financial Covenants	<ul style="list-style-type: none"> Debt service coverage ratio of 1.10x at FYE June 30, starting FY 2024 DCOH of 45 days at FYE June 30, starting FY 2024
Additional Debt	<ul style="list-style-type: none"> The Obligated Group may incur Long-Term Debt on parity with or subordinated to the then Outstanding Notes in an amount that does not exceed fifteen percent (15%) of the Available Revenues for the most recently completed Fiscal Year. <ul style="list-style-type: none"> Parity debt: <ul style="list-style-type: none"> 1.10x historical pro forma coverage not including new debt, and 1.20x pro forma coverage including new debt for the first full FY following the issuance of debt or the completion of the project

2023 Bond Sources & Uses of Funds

Bond proceeds will be used to:

- 1) Finance the acquisition of:
 - a) Lake St. Charles Campus located at 10550 Johanna Avenue, Riverview, Florida 33578
 - b) IB Middle Campus located at 11513 McMullen Road, Riverview, Florida 33569
- 2) Fund a debt service reserve fund
- 3) Pay the cost of issuing the bonds

Sources	
Series 2023 Bonds	\$13,865,000
Bond Premium	11,918
Total Sources	\$13,876,918
Uses	
Property Acquisition	\$12,200,000
Debt Service Reserve Fund	979,482
Cost of Issuance (Estimated)	697,436
Total Uses	\$13,876,918

Note: Preliminary; Subject to change



Organization Profile



KCC District Office



Timothy B. Kilpatrick
Superintendent

- Mr. Kilpatrick serves as Chief Administrative Officer for the District Office and all KCC Schools.
- He responsible for the effective operation of the District Office; for the general administration of all shared resources as assigned by the Board, business, or other operations of the district; and for advising and making recommendations to the Board with respect to such activities.
- Under Mr. Kilpatrick's leadership KCC has grown to four campuses in the County serving more than 1,300 students via over 130 associates and has over \$6 million in startup funding and \$9 million in annual operational funding.
- Mr. Kilpatrick is also the President of Kid's Community College Franchise, LLC, where he is responsible for the executive level management, performance, marketing, strategic and technological direction, and financials of a 300 student, 52 employee, early childhood educational franchise system – overseeing 4 early childhood, elementary and middle school campuses.
- He has successfully positioned company for NAC, NAEYC and Advanced national accreditation, international franchising and a public charter school offering grades K-8.
- Mr. Kilpatrick is the President Formation Technologies where he administers application of system analysis techniques and procedures including consulting with educational users and district clients to determine hardware/software or system functional specifications, write charter applications and CSP grants.
- He received a Bachelor of Science in Management Information Systems from the University of Tampa.



KCC District Office



Ternica Blackmon
Professional Standards & Compliance

- Ms. Blackman is primarily responsible for the regulatory compliance program administered as a part of the legal and compliance team, including conducting research, compliance audits and investigations.
- Ms. Blackman is responsible for coordinating and maintaining a professional development system for K-12 education professionals, and establishing and conducting training programs for career advancement, ethics and assisting education professionals in meeting certification requirements.
- Ms. Blackman has a Bachelor of Science in Criminal Justice.



Vickie Sanders
Human Resources and Procurement Manager

- Ms. Sanders has been the Human Resources and Procurement Manager of the District Office since 2019.
- Prior to 2019 she spent seven years as the Director of Finance for Kid's Community College Orange County in Ocoee, Florida.
- She is responsible for ensuring all procurement operations are conducted in line with campus budgets.
- Ms. Sanders is also responsible for new hire orientation, overseeing transportation operations, maintaining insurance coverage and overseeing campus janitorial and supply requisitions.



Mission & Vision

The **mission** of KCC is to ensure all the well-being and educational success of every child by taking a leadership role in providing top-rated, accredited, high-quality care giving services, higher learning, community enrichment and promoting cultural diversity.

KCC directs activities toward student success by offering a strong foundational system of learning taught to the specific learning modality of each student served, using Howard Gardner's Multiple Intelligences Theory as the basis of the educational approach.

KCC integrates curricula and State aligned readiness criteria with Multiple Intelligences Developmental Assessment Scales (MIDAS) to develop Individual Development and Education Plans (IDEPs) that serve as the BEGINNING of a dialogue that maximizes motivation, allows the formation of action plans to focus efforts and for the most effective use of the curricula for the student. The educators facilitate education and instructional experiences that maximize the effective use of strengths and target areas of developmental need to ensure optimal student success.

The **vision** of KCC is:

KCC will integrate research based best practices at home, at school and in the community and position itself as the market leader in early, primary and secondary education and caregiving by partnering with parents, school districts, franchisees, early childhood coalitions and the community to offer the highest quality, cutting edge instruction and learning system in the industry.

KCC will continue to research and develop business strategies and instructional methods that improve student outcomes, strengthen the foundational learning process, and expand the company and will continue to be aware of market trends and make changes, as needed, to remain competitive and consistently offer the best in service quality.



Academic Principles and Curriculum

Guidance. KCC Schools provide students with a wealth of opportunities for personal growth. KCC believes in educating the whole child. With this in mind, KCC provides a comprehensive guidance program that specializes in preparing students to handle all aspects of life with thoughtfulness and good character.

Foreign Language. The courses offered at KCC Schools introduce students to the languages and cultures through conversation, songs, videos, poems, games, reading, writing and hands-on activities which will develop their understanding of practical applications of foreign language and how to integrate these languages into their career paths. Students have the opportunity to understand the cultural role of foreign languages and identify and use data related to community resources. Students develop a self-confidence and appreciation for foreign languages and different cultures.

Visual Arts. The arts are an essential part of providing a well-rounded education. Using the Multiple Intelligences theory and an understanding of the learning modalities of each student, the Professors are encouraged to use visual arts in their classroom curriculum. Students learn through creating using a variety of medium and techniques. They are encouraged to explore their artistic side and learn the history and an appreciation of the fine arts.

Performing Arts. Each KCC campus provides opportunities for performance several times a year. Through campus wide productions such as the Winter Concert or the End of the Year Show as well as individual performances such as the Talent Show or Drama Class production, students are inspired to "get out there" and try something new. Providing these opportunities allows students to grow in their appreciation of self, of music, and of the performing arts.



Board of Directors

The Members of the Obligated Group are related entities through common Board members. The Board oversees the overall operations of the Obligated Group.

The Board of Kid's Community College Charter consists of a minimum of three (3) members and shall be elected at the annual meeting of members and the term of office shall be three (3) years. The officers of the Board are elected at the annual meeting by a majority vote of a duly constituted quorum of the Board and must be members of the Board. Officers must serve in their elected capacity for a minimum of two terms.

The following are the officers of the Board as outlined in the Bylaws: President, Vice-President, Secretary and Treasurer. The duties of such officers are outlined in the Tenant's Bylaws.

Name	Title	Profession	Employer	Year Joined	Term Ends
Shirley S Bhat	Board Chair/ President	Counseling Psychologist	Kerela Ayurveda Panchakarma Center	2018	2025
Dr. Richard Rivas	Vice Chair/ Vice President	Doctor of Health Sciences	St. Leo University	2020	2024
Robert P. Blount III	Secretary	Executive Director	Abe Brown Ministries	2020	2024
Paul Brockett	Treasurer	Director of Sales and Analytics	Intertape Polymer Group	2021	2024
Kenneth R Scarborough	Member	Missionary and Principal	Servants of Christ International & Legacy Enterprise Group, LLC	2007	2025



Charter Contracts

School	Original Charter Year	Term (years)	Expiration Term	First Charter Renewal		Second Charter Renewal		Third Charter Renewal	
				Term (years)	Expiration Term	Term (years)	Expiration Term	Term (years)	Expiration Term
KCC Riverview South ⁽¹⁾	2005	3	6/30/2008	5	6/30/2013 ⁽²⁾	10	6/30/2025 ⁽³⁾	5	6/30/2026 ⁽⁴⁾
Southeast IB School	2012	5	6/30/2017 ⁽⁵⁾	10	6/30/2027 ⁽⁶⁾	-	-	-	-

⁽¹⁾On July 1, 2021, KCC Riverview South's Charter was modified to include grade 9-12 previously operated by Kid's Community College Charter High.

⁽²⁾On April 20, 2010, Kid's Community College Middle Charter School, Inc (a 6-8 Middle School Expansion of the K-5 elementary school) was approved for a 4 year contract from July 1, 2010 to June 30, 2014. Two automatic 1 year extensions were exercised for Kid's Community College Charter School Inc. as the school negotiated a long-term, modified contract with the School District.

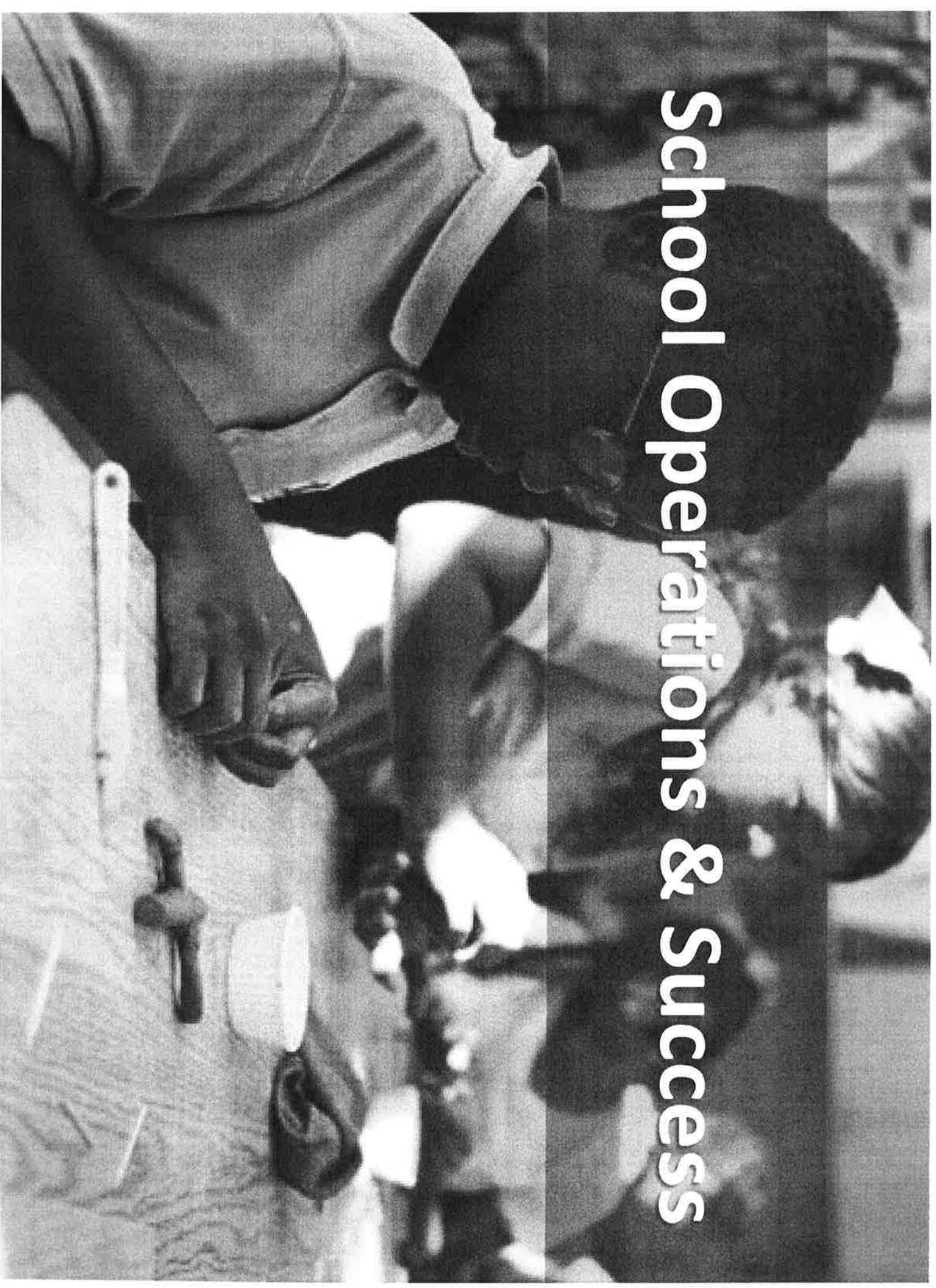
⁽³⁾On April 26, 2016, Kid's Community College Charter High (a 9-12 expansion of the consolidated K-8 School) was approved for a 5-year contract from July 1, 2016 to June 30, 2021.

⁽⁴⁾On July 1, 2021 the a new charter contract for KCC Riverview South was approved, consolidating the K-8 and 9-12 contracts, resulting in a 5 year contract renewal from July 1, 2021 to June 30, 2026.

⁽⁵⁾On May 2, 2017, Kid's Community College Middle Charter School Southeast County, Inc. (a 6-8 IB middle school expansion of the K-5 IB elementary school) was approved for a 5-year contract from July 1, 2017 to June 30, 2022.

⁽⁶⁾On February 8, 2022 a new charter contract for the Southeast IB School was approved, consolidating the K-5 and 6-8 contracts, resulting in a 5 year contract renewal from July 1, 2022 to June 30, 2027.

School Operations & Success



Enrollment

KCC Riverview South

Year	Kind	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	10th	11th	12th	Total	Change %
2017-18	54	54	53	54	65	66	82	68	66	57	26	-	-	645	0.0%
2018-19	53	56	53	54	67	65	68	85	67	84	58	23	-	733	13.6
2019-20	55	53	54	54	69	65	78	66	73	90	69	49	18	793	8.2
2020-21	53	55	53	54	60	67	84	71	68	46	41	52	39	743	-6.3
2021-22	54	55	54	54	67	66	69	88	68	43	34	40	36	726	-2.3
2022-23	54	54	54	54	52	66	69	57	81	26	24	28	25	649	-10.6
2023-24	126	90	90	73	68	69	69	91	66	-	-	-	-	742	14.3
2024-25	108	126	90	90	68	69	69	66	91	-	-	-	-	777	4.7
2025-26	108	108	126	90	68	69	91	69	66	-	-	-	-	795	2.3
2026-27	108	108	108	126	68	69	69	91	66	-	-	-	-	813	2.3
2027-28	126	108	108	108	68	69	69	66	91	-	-	-	-	813	0.0

Southeast IB School

Year	Kind	1st	2nd	3rd	4th	5th	6th	7th	8th	Total	Change %
2017-18	71	50	50	67	57	57	71	63	22	508	0.0%
2018-19	65	72	52	50	58	56	63	66	64	546	7.5
2019-20	56	67	72	57	58	60	75	65	70	580	6.2
2020-21	54	58	60	74	54	62	59	78	58	557	-4.0
2021-22	69	59	66	65	65	59	65	64	80	592	6.3
2022-23	55	54	46	55	43	59	66	56	59	493	-16.7
2023-24	72	54	54	54	69	46	132	66	48	595	20.7
2024-25	56	72	54	54	69	69	71	88	66	599	0.7
2025-26	56	56	72	54	69	69	66	71	88	601	0.3
2026-27	56	56	56	72	69	69	88	66	71	603	0.3
2027-28	56	56	56	56	88	69	71	88	66	606	0.5



Waitlist Data

KCC Riverview South Upper School

Year	State Reported Enrollment	Students Returning From Previous Year	Waiting List At Start of Year
2017-18	-	-	-
2018-19	193	127	62
2019-20	210	136	82
2020-21	195	158	66
2021-22	209	160	46
2022-23	-	-	-

KCC Riverview South Lower School

Year	State Reported Enrollment	Students Returning From Previous Year	Waiting List At Start of Year
2017-18	561	492	295
2018-19	565	490	180
2019-20	573	496	287
2020-21	567	497	334
2021-22	709	620	177
2022-23	658	640	193



Waitlist Data

IB Elementary Campus

Year	State Reported Enrollment	Students Returning From Previous Year	Waiting List At Start of Year
2017-18	-	-	-
2018-19	353	298	77
2019-20	370	327	89
2020-21	362	305	107
2021-22	383	322	125
2022-23	493	430	202

IB Middle Campus

Year	State Reported Enrollment	Students Returning From Previous Year	Waiting List At Start of Year
2017-18	561	492	295
2018-19	565	490	180
2019-20	573	496	287
2020-21	567	497	334
2021-22	709	620	177
2022-23	658	640	193



Student Demographics

KCC Riverview South

Demographics

Year	Total										Percent Minority	District % Minority
	Total White	Total Black	Total Hispanic	Total Asian	Total Haw/Pac Isl	Total Am Ind	Total Multirace					
2017-18	236	136	151	0	0	0	22	58%	67%			
2018-19	243	132	146	0	0	0	25	57	67			
2019-20	214	156	166	0	0	0	10	63	68			
2020-21	181	170	167	0	0	0	25	68	68			
2021-22	221	204	229	19	0	0	30	69	69			
2022-23	200	207	214	12	0	0	19	70	69			

Free & Reduced Lunch Status

Year	Free Lunch	Reduced Lunch	Percent FRL	District % FRL
2017-18	179	30	36.93%	61.15%
2018-19	141	37	31.50	60.15
2019-20	154	26	31.41	59.26
2020-21	156	21	31.22	60.78
2021-22	262	28	40.90	55.13
2022-23	229	57	44.68	50.79



Student Demographics

Southwest IB School

Demographics

Year	Total White	Total Black	Total Hispanic	Total Asian	Total			Total Am Ind	Total Multirace	Percent Minority	District % Minority
					Haw/Pac Isl	Ind	Multirace				
2017-18	92	106	103	32	0	0	0	0	74%	67%	
2018-19	94	101	102	26	0	0	0	12	73	67	
2019-20	93	116	107	25	0	0	0	12	75	68	
2020-21	96	117	103	10	0	0	0	11	73	68	
2021-22	91	132	117	19	0	0	0	17	76	69	
2022-23	109	178	138	27	0	0	0	34	78	69	

Free & Reduced Lunch Status

Year	Free Lunch	Reduced Lunch	Percent FRL	District % FRL
2017-18	55	12	19.03%	61.15%
2018-19	123	25	41.93	60.15
2019-20	129	10	37.57	59.26
2020-21	26	12	10.50	60.78
2021-22	10	13	6.01	55.13
2022-23	37	14	12.58	50.79



Competition Overview

- Hillsborough County Schools.** The School District of Hillsborough County (the "School District") serves the County under the direction of the School Board. The School District is the largest employer in the County with more than 24,000 employees and has more than 281 school sites, including 137 K-5 elementary schools, 45 middle schools, 28 high schools, 9 K-8 schools, four career centers, four technical colleges, and 54 charter schools.
- The table below shows certain information about the Schools and the schools that Management has identified as competitors, including limited demographic information and performance data for the most recent school year.

School	FRL Rate	Minority Rate	Title 1	Enrollment	2022 Grade
Bridgeprep Academy of Riverview	78%	93%	Yes	1134	C
Ippolito Elementary School	70	85	No	553	D
Frost Elementary	51	86	No	616	C
Southshore Charter Academy	52	78	No	1228	C
Riverview Elementary	66	66	No	563	C



Schools Faculty and Staff

Lake St. Charles Campus

	<u>Historical</u>					<u>Projected</u>				
	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	
Classroom Teachers	11	12	12	9	15	15	15	15	15	
Specialists Teachers	2	1	1	1	1	1	1	1	1	
Educational Assistants	1	0	0	1	1	1	1	1	1	
Administrators	1	1	1	1	1	1	1	1	1	
Administrative Assistants	4	3	3	3	2	2	2	2	2	
School Safety Officer	1	1	1	1	1	1	1	1	1	
Before/After Care Staff	1	0	1	1	1	1	1	1	1	
Maintenance Staff/Cleaning										
Service	1	1	1	1	1	1	1	1	1	
School Guardian	0	0	0	0	0	0	0	0	0	
Nurse	0	0	0	0	0	0	0	0	0	
Total Full Time	22	19	20	18	23	23	23	23	23	
Staff Turnover History	30%	25%	40%	30%	N/A	N/A	N/A	N/A	N/A	

Southwest IB School

	<u>Historical</u>					<u>Projected</u>				
	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26	2026-27	2027-28	
Classroom Teachers	10	10	10	10	10	10	10	10	10	
Specialists Teachers	4	2	3	5	1	1	1	1	1	
Educational Assistants	1	2	2	2.5	3	2	2	2	2	
Administrators	0.5	0.5	0.5	1	0.5	0.5	0.5	0.5	0.5	
Administrative Assistants	3	3	3	3	1	1	1	1	1	
School Safety Officer	1	1	1	1	1	1	1	1	1	
Before/After Care Staff	1	1	1	1	1	1	1	1	1	
Maintenance Staff/Cleaning										
Service	2	2	2	1.5	1.5	1	1	1	1	
School Guardian	0	0	0	0	0	0	0	0	0	
Nurse	0	0	0	0	0	0	0	0	0	
Total Full Time	22.5	21.5	22.5	25	19	17.5	17.5	17.5	17.5	
Staff Turnover History	20%	35%	30%	40%	N/A	N/A	N/A	N/A	N/A	



Schools Academic Results

State Indicators. The Schools are required to participate in Florida's State Accountability System testing. The Bureau of K-12 Assessment is responsible for all aspects of the State's K-12 statewide student assessment programs, including developing, administering, scoring, and reporting the results for assessments aligned to the Benchmarks for Excellent Student Thinking ("BEST Standards"), formerly the Florida Standards, or state academic standards, formerly the NGSSS, as well as assisting with the administration and reporting of several other K-12 student assessment programs.

The individual K-12 assessments offered in the State are as follows:

- Through the 2021-22 school year, the Florida Standards Assessments ("FSA") was administered which measures student success with the Florida Standards, and includes assessments in English Language Arts (grades 3-10), Mathematics (grades 3-8), and end-of-course ("EOC") assessments for Algebra 1 and Geometry. Beginning in the 2022-23 school year the State has replaced the FSA with progress monitoring tests known as the Florida Assessment of Student Thinking ("FAST") which will measure student achievement aligned with the B.E.S.T. Standards.
- The Statewide Science Assessment measures student success with the state academic standards (formerly the NGSSS) and includes assessments in grades 5 and 8.
- State academic standards (formerly the NGSSS) EOC assessments are computer-based tests designed to measure student achievement of the specified standards for middle and high school level courses in Science (Biology 1) and Social Studies (Civics and U.S. History).
- National and state assessments enable the FDOE to understand how well students are doing in a variety of subjects at different ages and grade levels. International assessments allow for student assessments to be compared to other countries. The State participates in several national (National Assessment of Education Progress (NAEP)) and international (Progress in International Reading Literacy Study (PIRLS), Programme for International Student Assessment (PISA), Trends in International Mathematics and Science Study (TIMSS)) criterion-referenced surveys.

Schools in the State will be assigned a grade based primarily upon student achievement data from the FAST. Schools are graded: "A," "B," "C," "D," or "F". The 2022-2023 grades will serve as an informational baseline. Schools will not be required to enter turnaround based on their 2022-2023 school grades but may exit turnaround with a grade of "C" or higher in that year.



Schools Academic Results

KCC Riverview South

Category	School Results			District Results		
	2017-18	2018-19	2020-21	2017-18	2018-19	2020-21
School Grade	D	C	-	B	B	-
Adjusted Points Earned	253	404	406	649	656	595
Percent Tested	99	99	94	99	99	92
Reading % Satisfactory or Higher	36	41	30	54	55	51
			39	54	55	49
Reading Points for Gains	40	47	43	42	43	36
Reading Gains for Low 25%	40	46				
Math % Satisfactory or Higher	19	49	17	56	56	48
			24	57	57	43
Math Points for Gains	36	54	42	44	44	36
Math Gains for Low 25%	55	47				
Science % Satisfactory or Higher	27	64	46	56	56	50

Southeast IB School

Category	School Results			District Results		
	2017-18	2018-19	2020-21	2017-18	2018-19	2020-21
School Grade	C	D	C	D	B	B
Adjusted Points Earned	403	350	376	344	649	595
Percent Tested	100	100	96	98	99	92
Reading % Satisfactory or Higher	47	37	48	46	54	55
				48	54	55
Reading Points for Gains	48	41	44	48	54	49
Reading Gains for Low 25%	49	44	36	33	42	36
Math % Satisfactory or Higher	51	27	28	29	56	48
				41	57	43
Math Points for Gains	51	18	29	41	57	43
Math Gains for Low 25%	49	35	46	43	44	36
Writing % Satisfactory or Higher	35	29	28	28	56	0
						56
Science % Satisfactory or Higher						51

Schools Academic Results — Next Steps

The administration of the Schools believe, when considering the communities and the demographic in they serve, the Schools are performing on par with similarly situated schools. The administration of the Schools believe a comparison of school grades alone without consideration to other vital demographics such as socio-economic status, race and even cohort size, the school believes to do so in the case of schools that serve communities with underlying issues in public education - inequitable comparisons.

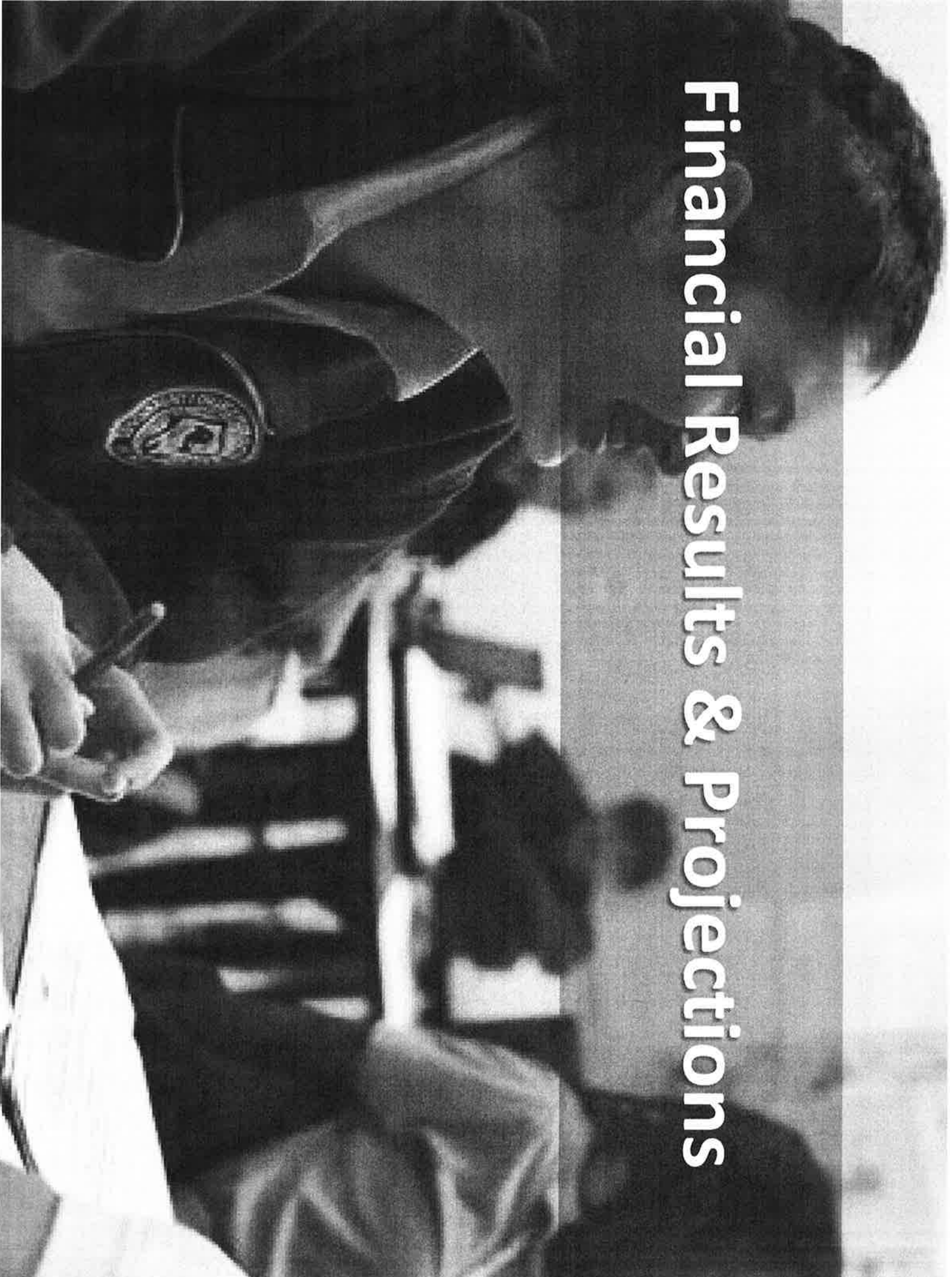
Two KCC District Office level positions are being created to ensure improvement and efficacy at the instructional level. Karen Seder will assume the role of Director of Educational Standards and Ternica Blackmon will assume the role of Director of Compliance and Business Continuity. Both roles will be pivotal in ensuring that KCC Schools overall performance moves from good to great. Though these roles will not be official until 2023-24, KCC contracted with Trusted in August 2022 to begin 1:1 administrative training with all KCC Campus Directors, Assistant Campus Directors and Executives to ensure a commitment to excellence, innovation, ownership, trust, cohesion, alignment and efficacy across the enterprise. In addition, KCC District will hire a Human Resource Manager and a Director of Marketing and Engagement to focus on the improvement of the professional experience and enrollment/retention of student families in all KCC Schools.

At the student level, Kid's Community College® assessments will be complemented by the aforementioned administrative changes to maximize student success. The assessment plan will provide for the systematic collection, interpretation, and use of information about student learning and achievement to improve instruction. To be comprehensive, this level of assessment includes more than just student assessment data. KCC will also demonstrate public accountability by providing evidence of institutional effectiveness.

The Kid's Community College® improvement approach is a proactive, comprehensive assessment program, which addresses institutional quality and curricular cohesiveness. It is designed so that the results of the assessment efforts will contribute to the institution's strategic planning, budgetary decision-making, institutional branding, and improving the quality of student services. Kid's Community College® uses the results of its improvement assessments to evaluate the effectiveness of its learning system at four levels.



Financial Results & Projections



Statement of Activities—FY 2018 - 2022

	2018	2019	2020	2021	2022
REVENUES					
Federal thru State & Local	-	-	-	-	-
State	\$7,972,057	\$8,881,904	\$9,683,000	\$10,057,488	\$9,249,092
Unrestricted Grants and Contributions	143,900	-	-	-	-
Local & Other	605,572	752,538	1,072,802	534,787	838,407
Extraordinary Item - Loan Forgiveness	-	-	-	282,638	-
Charges for Services	358,718	364,011	307,922	102,491	382,713
Operating Grants and Contributions	925,464	869,995	303,780	507,685	1,473,246
Capital Grants and Contributions	181,898	548,724	717,801	675,662	707,351
TOTAL REVENUES	\$10,187,609	\$11,417,172	\$12,085,305	\$12,160,751	\$12,650,809
EXPENSES:					
Instruction	\$4,049,512	\$4,261,875	\$4,862,672	\$5,343,354	\$6,009,209
Student support services	-	-	1,257	-	8,516
Instructional media	2,915	663	-	205	3,435
Instructional & Curriculum Development	-	3,084	3,081	-	5,335
Instructional staff training	48,079	48,823	16,031	2,210	2,098
Instructional-related technology	30,570	-	1,211	5,611	2,005
Board	81,479	93,106	118,041	80,539	127,145
General administration	260,519	284,854	283,825	393,170	263,311
School administration	2,264,045	2,828,661	2,432,207	2,029,341	2,151,630
Facilities Acquisition & Construction	1,873,971	2,046,986	2,391,400	2,383,623	136,728
Fiscal services	21,273	47,287	68,641	95,600	38,476
Food services	905,084	935,192	470,397	497,254	998,799
Student transportation	510	-	650	364	27,402
Operation of plant	565,751	695,310	774,178	682,148	927,729
Community service	168,991	182,651	78,016	65,251	82,012
Debt service - interest	16,326	937	10,686	2,764	1,384,842
Unallocated depreciation	36,575	50,545	53,622	57,835	982,569
TOTAL EXPENDITURES	\$10,325,600	\$11,479,974	\$11,565,915	\$11,639,269	\$13,151,241
CHANGE IN NET POSITION					
	\$(137,991)	\$(62,802)	\$519,390	\$521,482	\$(500,432)
Net Assets at Beginning of Year	\$1,009,008	\$871,017	\$808,215	\$1,327,605	\$1,849,087
Net Assets at End of Year	\$871,017	\$808,215	\$1,327,605	\$1,849,087	\$1,348,655

Source: Preliminary
Limited Offering
Memorandum



5 Year Pro Forma Financial Projections

	Budgeted 2023	Budgeted 2024	Projected 2025	Projected 2026	Projected 2027	Projected 2028	Projected 2029
Budgeted Enrollment	1,151	1,337	1,376	1,396	1,416	1,419	1,419
Enrollment Growth by Students		156	39	20	20	3	-
Enrollment Growth by Percentage %		16.2%	2.9%	1.5%	1.4%	0.2%	0.0%

REVENUES

Federal Sources:									
NSLP	\$ 540,000	\$ 686,060	\$ 718,960	\$ 743,150	\$ 768,236	\$ 785,358	\$ 801,065		
ESSEER	1,600,000	1,923,403	480,851	480,851	-	-	-		
Other	43,514	52,571	54,463	55,968	57,519	58,898	60,066		
Total - Federal Sources:	\$ 2,183,514	\$ 2,662,034	\$ 1,254,264	\$ 799,118	\$ 825,755	\$ 844,246	\$ 861,131		

State Sources:

FEFP	\$ 8,611,673	\$ 10,594,617	\$ 11,138,631	\$ 11,532,440	\$ 11,941,225	\$ 12,202,328	\$ 12,446,375		
Charter School Capital Outlay	670,000	843,647	976,584	1,038,624	1,074,574	1,098,388	1,120,355		
Other State Revenues	45,000	53,626	55,992	57,769	59,609	60,966	62,185		
Total - State Sources:	\$ 9,326,673	\$ 11,491,890	\$ 12,170,207	\$ 12,628,834	\$ 13,075,408	\$ 13,361,682	\$ 13,628,915		

Local Sources:

Student lunch sales	\$ 138,000	\$ 448,331	\$ 475,915	\$ 495,120	\$ 515,121	\$ 525,753	\$ 536,268		
Childcare fees	425,000	460,687	481,618	497,227	513,388	524,991	535,491		
Other local source revenue	1,068,000	742,598	763,956	782,224	800,942	820,776	837,192		
Total - Local Sources:	\$ 1,631,000	\$ 1,651,616	\$ 1,721,489	\$ 1,774,570	\$ 1,829,451	\$ 1,871,520	\$ 1,908,950		

TOTAL REVENUES

	\$ 13,141,187	\$ 15,805,541	\$ 15,145,960	\$ 15,202,522	\$ 15,730,615	\$ 16,077,448	\$ 16,398,966		
--	----------------------	----------------------	----------------------	----------------------	----------------------	----------------------	----------------------	--	--

EXPENDITURES

Instruction	\$ 6,478,217	\$ 6,746,953	\$ 6,668,622	\$ 6,904,427	\$ 7,149,200	\$ 7,305,513	\$ 7,451,623		
Pupil personnel services	-	89,483	93,657	96,749	99,953	102,196	104,240		
Instructional media services	-	4,821	4,933	5,039	5,147	5,262	5,367		
Curriculum development	6,000	231,200	231,932	236,802	241,774	247,012	251,953		
Instructional staff training	26,581	101,299	103,948	106,301	108,707	111,389	113,586		
Instructional related technology	-	28,000	28,644	29,254	29,877	30,539	31,150		
Board	27,500	42,250	43,095	43,957	44,836	45,733	46,647		
Insurance and Bond Premiums	-	186,136	160,459	172,848	176,305	179,831	183,428		
General administration	175,597	187,179	190,923	194,741	198,636	202,609	206,661		
School administration	2,135,000	2,349,625	2,396,518	2,444,550	2,493,441	2,543,310	2,594,176		
Facilities Acquisition & construction	-	-	-	-	-	-	-		
Fiscal services	72,000	81,400	83,028	84,689	86,362	88,110	89,872		
Food services	645,000	779,182	814,242	841,230	869,217	886,602	904,334		
Pupil transportation services	15,000	10,000	10,000	10,000	10,000	10,000	10,000		
Operation of plant	825,000	876,631	894,164	912,047	930,288	948,894	967,872		
Lease Rental (10030 Matheog/Wonders)	991,259	1,001,172	1,031,207	1,062,143	1,094,008	1,126,828	1,160,633		
Lease Rental (10550 Johnson)	514,324	88,292	-	-	-	-	-		
Lease Rental (11513 McMillen)	319,271	54,808	-	-	-	-	-		
Lease Rental (11519 McMillen/Wonders)	697,080	711,021	725,241	739,746	754,541	769,632	785,025		
Community services	77,000	77,000	5,310	5,533	5,703	6,014	6,134		
Debt Service - SBA loan	61,796	105,936	105,936	105,936	105,936	105,936	105,936		
Debt Service - Series 2023 (Preferential)	-	686,731	845,506	980,606	983,831	982,406	982,331		
TOTAL EXPENDITURES	\$ 13,099,124	\$ 14,346,429	\$ 14,446,788	\$ 14,976,767	\$ 15,385,956	\$ 15,697,784	\$ 16,000,966		

NET ORDINARY INCOME

	\$ 42,063	\$ 1,459,112	\$ 699,172	\$ 225,755	\$ 344,658	\$ 379,663	\$ 388,030		
--	-----------	--------------	------------	------------	------------	------------	------------	--	--

Net Assets at Beginning of Year	\$ 1,348,655	\$ 1,390,718	\$ 2,849,829	\$ 3,549,001	\$ 3,774,756	\$ 4,119,414	\$ 4,499,077	\$ 4,897,107
Net Assets at End of Year	\$ 1,390,718	\$ 2,849,829	\$ 3,549,001	\$ 3,774,756	\$ 4,119,414	\$ 4,499,077	\$ 4,897,107	

Source: Preliminary
Limited Offering
Memorandum



5 Year Pro Forma Financial Projections

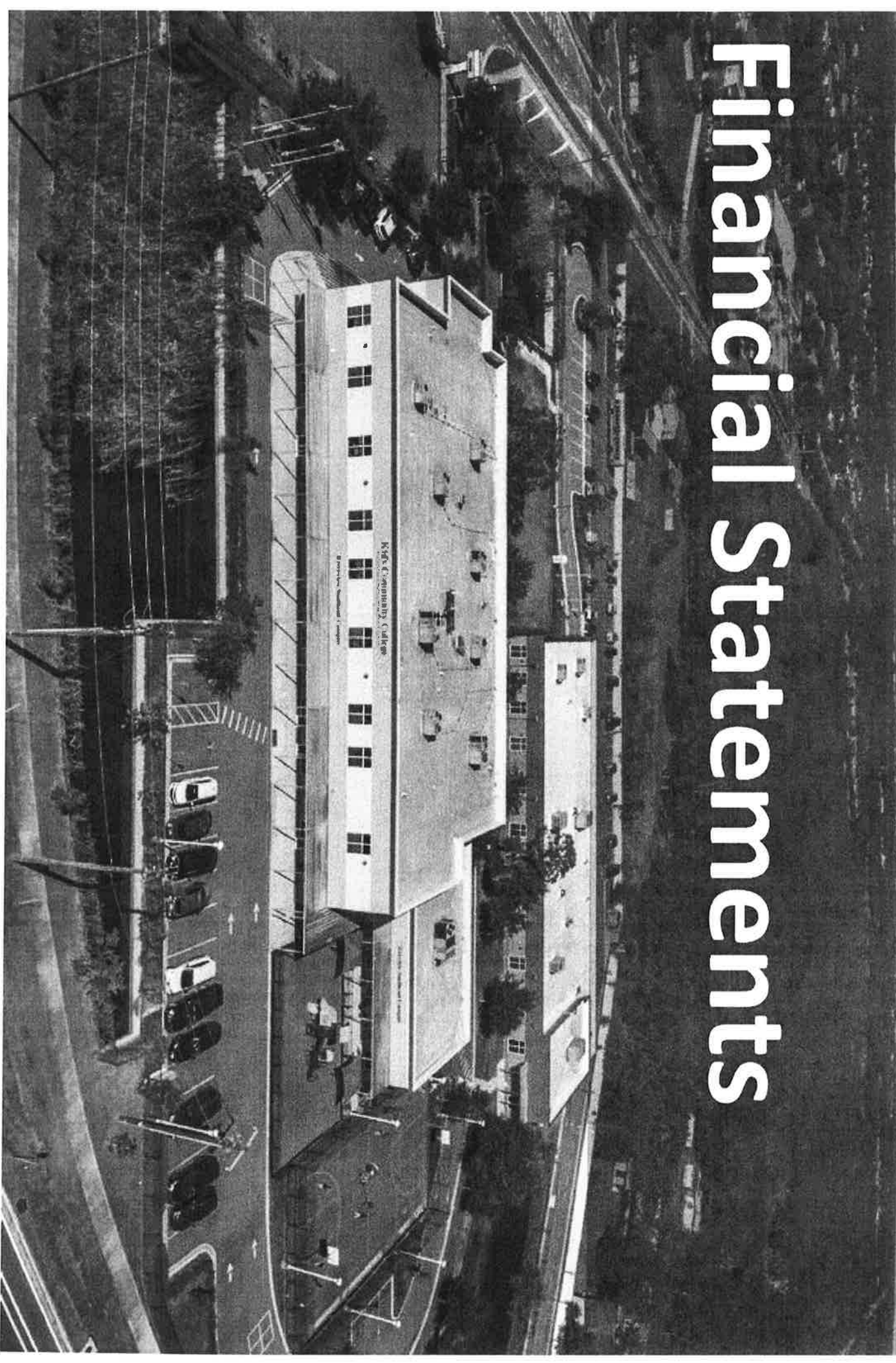
	Budgeted 2023	Budgeted 2024	Projected 2025	Projected 2026	Projected 2027	Projected 2028	Projected 2029
Budgeted Enrollment	1,151	1,337	1,376	1,396	1,416	1,419	1,419
Enrollment Growth by Students		186	39	20	20	3	-
Enrollment Growth by Percentage %		16.2%	2.9%	1.5%	1.4%	0.2%	0.0%

	2023	2024	2025	2026	2027	2028	2029
ADD BACK:							
Lease Rental 10550 Johannal	514,324	88,292	-	-	-	-	-
Lease Rental 11513 McMullen	319,271	54,808	-	-	-	-	-
Debt Service - 56A Loan	61,796	105,936	105,936	105,936	105,936	105,936	105,936
Debt Service - Series 2023 (Preliminary)	-	686,731	845,606	980,606	981,831	982,406	982,331
ADJUSTED INCOME	\$ 937,453	\$ 2,394,879	\$ 1,650,714	\$ 1,312,297	\$ 1,432,426	\$ 1,468,005	\$ 1,486,297

PRO FORMA ANNUAL COVERAGE RATIO	1.05	2.56	1.73	1.21	1.32	1.35	1.37
MADS COVERAGE RATIO	0.49	1.94	1.51	1.20	1.31	1.35	1.36
CASH BALANCE	\$ 1,327,997	\$ 2,787,108	\$ 3,486,280	\$ 3,712,035	\$ 4,056,693	\$ 4,436,356	\$ 4,834,386
DAYS CASH ON HAND	37	71	88	90	96	103	110



Financial Statements



Disclaimer

Investment banking and capital markets services offered through B.C. Ziegler and Company. FHA mortgage banking services are provided through Ziegler Financing Corporation which is not a registered broker/dealer. Ziegler Financing Corporation and B.C. Ziegler and Company are affiliated and referral fees may be paid by either entity for services provided.

This presentation was prepared based upon information provided to Ziegler Investment Banking (ZIB) and contains certain financial information, including audited and unaudited information, certain statistical information and explanations of such information in narrative form (the "Information"). ZIB believes this information to be correct as of the date or dates contained herein. However, the financial affairs change constantly, and such changes may be material. Today's discussion may contain forward-looking statements, which may or may not come to fruition depending on certain circumstances, including those outside the control of management. Please be advised that ZIB has not undertaken, assumed no duty and are not obligated to update the Information. In addition, please be advised that past financial results do not predict future financial performance. The material in this presentation is designed to present potential financing structures and options for discussion, however it does not represent a commitment to underwrite bonds, place debt or provide financing and thus should not be relied upon as a promise of financing or underwriting commitment.



RESOLUTION NO. 13-23

A RESOLUTION OF THE GOVERNING BOARD OF THE CAPITAL TRUST AUTHORITY AWARDING SALE OF NOT TO EXCEED \$16,500,000 CAPITAL TRUST AUTHORITY EDUCATIONAL FACILITIES LEASE REVENUE BONDS (KID'S COMMUNITY COLLEGE SCHOOLS PROJECTS), IN ONE OR MORE SERIES OF TAX-EXEMPT QUALIFIED 501(C)(3) BONDS OR TAXABLE BONDS, OR BOTH, FOR THE PURPOSE OF FINANCING A LOAN PROGRAM TO FINANCE OR REFINANCE, INCLUDING THROUGH REIMBURSEMENT, THE COSTS OF THE ACQUISITION OF THE PROJECT HEREIN DESCRIBED; AUTHORIZING EXECUTION AND DELIVERY OF A TRUST INDENTURE AND A LOAN AGREEMENT FOR SUCH BONDS; ACKNOWLEDGING THE USE OF OFFERING MATERIALS IN CONNECTION WITH MARKETING SUCH BONDS AND OTHER ACTIONS IN CONNECTION WITH DELIVERY OF SUCH BONDS; PROVIDING CERTAIN OTHER DETAILS IN CONNECTION WITH THE BONDS; PROVIDING FOR A SEVERABILITY CLAUSE AND A REPEALER CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Capital Trust Authority (the "Issuer") is a legal entity duly created and a public agency duly organized and validly existing under the laws of the State of Florida (the "State") established for the purposes set forth under Section 163.01, Florida Statutes, Chapter 166, Part II, Florida Statutes, Chapter 617, Florida Statutes, and Chapter 159, Florida Statutes, each as amended; Resolution No. 14-22, duly adopted by the City Council of the City of Gulf Breeze, Florida ("Gulf Breeze"), on June 6, 2022, as amended by Resolution No. 46-22, duly adopted by the City Council of Gulf Breeze on November 21, 2022; Ordinance Number 04-00, enacted by the City Council of Gulf Breeze on May 15, 2000; Resolution No. 1424-2022, duly adopted by the City Commission of the City of Quincy, Florida ("Quincy"), on May 24, 2022; the City Charter of Gulf Breeze; the City Charter of Quincy; the Interlocal Agreement dated as of June 6, 2022, between Gulf Breeze and Quincy, as may be amended and supplemented from time-to-time; with powers as a "local agency" under Chapter 159, Part II, Florida Statutes, and together with all of the home rule powers granted by the Constitution and laws of the State and all other applicable provisions of law (collectively, the "Act"), and is empowered pursuant to the Act to sell and deliver its revenue bonds for the purpose of financing or refinancing, including through reimbursement, and advancing the general welfare of the State and its people by providing for educational facilities, as defined by the Act; and

WHEREAS, pursuant to the Act, the Issuer may issue its revenue bonds for the purpose of developing and maintaining the public welfare and relieving the burdens of government by financing and refinancing capital facilities for for-profit and non-profit organizations and for participating public agencies within and without the State, including the Issuer; and

WHEREAS, the Issuer has been requested by KCCCS Holdings LLC, a Florida limited liability company (the "Borrower"), whose sole member is Kid's Community College Charter School, Inc., a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), whose principal place of business is 11513 McMullen Road, District Office, Riverview, Florida 33569, to issue its revenue bonds to finance or refinance the Project (as hereinafter defined) on behalf of the Borrower and fund the loan program herein described (collectively, the "Plan of Finance") for the purpose, among other things, of financing or refinancing, including through reimbursement, the acquisition of the Project hereinafter described; and

WHEREAS, pursuant to the Act and the Plan of Finance, the Issuer did on May 11, 2023, duly adopt Resolution No. 07-23 (the "Inducement Resolution") expressing its intent to issue its not to exceed \$16,500,000 Educational Facilities Lease Revenue Bonds in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, or both (collectively, the "Bonds") and authorizing a loan program (the "Program") to loan the proceeds thereof to the Borrower for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition of (A) an existing approximately 24,729 square foot charter school facility, to accommodate approximately 275 students in grades K-3 previously known as "Kid's Community College Riverview South," and now known as "Riverview Lake St. Charles," located on approximately 3.67 acres of land, located at 10550 Johanna Avenue, Riverview, Hillsborough County, Florida 33578, including related facilities, fixtures, furnishings and equipment (and constituting the Lake St. Charles Campus of the KCC Riverview South School); and (B) an existing approximately 127,630 square foot charter school facility, to accommodate approximately 220 students in grades 6-8 known as "Southeast International Baccalaureate School," located on approximately 2.929 acres of land, located at 11513 McMullen Road, Riverview, Hillsborough County, Florida 33569, including related facilities, fixtures, furnishings and equipment (constituting the IB Middle Campus of the Southeast IB School) (collectively the "Facilities"); (ii) the funding of a debt service reserve fund; (iii) the funding of capitalized interest for the Bonds; and (iv) the payment of certain costs of issuing the Bonds (collectively, the "Project"); and

WHEREAS, by the Inducement Resolution and this Resolution, approvals will have been duly and validly provided for pursuant to the Act to issue revenue bonds for the purpose of providing funds to finance or refinance all or any part of the cost of the Project, and the Issuer now desires to issue, sell and deliver its Bonds in an aggregate principal amount of not to exceed \$16,500,000, pursuant to a Trust Indenture more particularly described herein (the "Indenture") between the Issuer and U.S. Bank Trust Company, National Association (the "Bond Trustee"); and

WHEREAS, pursuant to Section 147(f) of the Code, a telephonic public hearing was scheduled with respect to the Project and held on behalf of the county in which the Project is located (the "County") on June 22, 2023, and it is expected that elected representative approval will be received from the Governor of the State, as an applicable elected representative of the State (the "Host Jurisdiction"), no later than the execution and delivery of the Bonds (the "Governor TEFRA Approval"); and

WHEREAS, pursuant to Section 147(f) of the Code, a public hearing was scheduled and held on behalf of the Issuer on June 20, 2023, in the City Council Chambers located at 1070 Shoreline Drive, Gulf Breeze, Florida 32561, and the elected representative approval was received on June 20, 2023; and

WHEREAS, the Issuer has determined that issuing its Bonds for the purposes of financing or refinancing the Project serves a public purpose and is in the best interest of the citizens and residents of the County, the Host Jurisdiction and the people of the State, to implement the Program through the financing or refinancing of the Project, and to loan the proceeds of the Bonds to the Borrower pursuant to the hereafter described Loan Agreement (the "Loan Agreement"); and

WHEREAS, the Issuer hereby finds that the timing, size and complexity of the financing and the present volatility of the municipal bond market require that the terms of each series of the Bonds being hereby sold be negotiated at private sale to a purchaser selected by the Borrower and approved by the Issuer rather than offered by competitive bid at public sale in order to assure the most favorable terms in the bond market and, therefore, has determined to sell such Bonds at private, negotiated sale; and

WHEREAS, the Issuer desires to acknowledge the use and distribution of a Preliminary Limited Offering Memorandum (the "Preliminary Limited Offering Memorandum") and a Limited Offering Memorandum (the "Limited Offering Memorandum") in connection with the marketing of the Bonds and to authorize the taking of all other necessary action in connection with the issuance and delivery of the Bonds.

NOW THEREFORE, BE IT RESOLVED BY THE GOVERNING BOARD OF THE CAPITAL TRUST AUTHORITY:

Section 1. Issuance of Bonds.

The Bonds shall be issued in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, or both designated "Educational Facilities Lease Revenue Bonds (Kid's Community College Schools Projects)," with such priority among series and additional descriptive titles as may be set forth in the Indenture, the aggregate principal amount of all of the Bonds being not to exceed \$16,500,000. The proceeds of the Bonds shall be used to fund the financing or refinancing, including through reimbursement, of the Project by making a loan to the Borrower, all as defined in the Indenture, in the manner described in the Indenture and the Loan Agreement.

Section 2. Award of Bonds; Bond Purchase Agreement.

The matters set forth in the penultimate preamble hereof, require that the Bonds be a negotiated sale to a purchaser selected by the Borrower and approved by the Issuer rather than

offered by competitive bid at public sale, in order to assure the necessary flexibility to obtain the most favorable terms in the bond market. The Issuer finds that a competitive sale of the Bonds would in all likelihood not result in better terms or interest rates than the negotiated sale of the Bonds. The sale of the Bonds to and by B.C. Ziegler and Company (the "Underwriter"), is hereby authorized pursuant to Section 218.385, Florida Statutes, as amended. Further, the Chair, the Executive Director or each of their designees are hereby authorized and empowered, on behalf of the Issuer, to authorize the inclusion of one or more additional co-managing underwriters in the marketing and sale of the Bonds.

The interest rates on the Bonds shall be established as provided in the Indenture but in any event shall not exceed 12% (except upon the occurrence and continuance of an event of default under the Indenture) and in no event shall the interest rates on the Bonds exceed the maximum rates permitted by law. The Bonds shall be sold for a price not less than 95% of the principal amount thereof, plus accrued interest, if any, with the exact price to be set forth in the final bond purchase agreement. The form of Underwriter's Negotiated Sale Disclosure Statement attached hereto as Exhibit A, which, by this reference thereto, is incorporated herein, is hereby accepted and placed on record in the minutes of the Issuer.

The Chair, Vice-Chair or Executive Director of the Issuer is hereby authorized to enter into such bond purchase agreement for the sale of the Bonds as the Borrower may recommend and the Executive Director of the Issuer may approve, with such provisions or modifications not inconsistent with this Resolution as may be approved by the officer executing the same, such approval to be presumed by his execution thereof.

Section 3. Description of the Bonds.

The Bonds shall be issued in fully registered form, shall be dated, shall mature on the date or dates, and shall bear interest in the manner as shall be set forth in the Indenture.

Section 4. Redemption Provisions.

The Bonds shall be subject to redemption prior to maturity upon the terms and in the manner as shall be set forth in the Indenture.

Section 5. Approval of Documents.

The Indenture in substantially the form attached hereto as Exhibit B, which, by this reference thereto, is incorporated herein, the other documents referred to therein, the Loan Agreement in substantially the form attached hereto as Exhibit C, which, by this reference thereto, is incorporated herein, a tax certificate, and other documents necessary or desirable to implement the financing or refinancing of the Project (collectively, the "Bond Documents"), are hereby approved and shall be executed by the Chair, Vice-Chair, or Executive Director of the Issuer, with such provisions or modifications not inconsistent with this Resolution as may be approved by the

officers executing the same, such approval to be presumed by their execution thereof.

Section 6. Preliminary and Final Limited Offering Memorandum.

The use and distribution by the Underwriter of a Preliminary Limited Offering Memorandum substantially in the form attached hereto as Exhibit D, which, by this reference thereto, is incorporated herein, in connection with the offering and sale of the Bonds is hereby acknowledged. The sections of the Preliminary Limited Offering Memorandum relating to the Issuer shall be subject to such changes, modifications, insertions or omissions as may be approved by the authorized officers of the Issuer including incorporation of the provisions recommended by legal counsel to the Issuer to comply with applicable securities laws, and the sections of the Preliminary Limited Offering Memorandum relating to the Issuer are hereby approved and adopted by the Issuer. The Issuer is acting solely as a conduit issuer of the Bonds. The Issuer is authorized to deem the information contained in the Preliminary Limited Offering Memorandum under the heading "THE ISSUER" and "LITIGATION – Issuer," as approved by this Resolution, "final" as of the date hereof, solely for the purposes and within the meaning of paragraph (b)(1) of Rule 15c2-12 of the United States Securities and Exchange Commission in effect from time to time, and any successor provisions to such rule. The final Limited Offering Memorandum shall be substantially in the form of the attached Preliminary Limited Offering Memorandum, with such changes, modifications, insertions and omissions as may be determined by the Underwriter and the Borrower. The use and distribution by the Underwriter of the final Limited Offering Memorandum in connection with the offering and sale of the Bonds is hereby acknowledged.

In adopting this Resolution, the Issuer hereby disclaims any responsibility for the Limited Offering Memorandum except for the information described as having been provided by the Issuer and expressly disclaims any responsibility for any other information included as part of the Limited Offering Memorandum.

Section 7. Designation of Professional Advisors.

The Issuer hereby designates and approves Bryant Miller Olive P.A., Tampa, Florida, as Bond Counsel ("Bond Counsel") and as Issuer's Counsel ("Issuer's Counsel"), and such other professional advisors as the Chair, Vice-Chair or Executive Director may designate.

Section 8. Designation of Bond Trustee, Paying Agent and Registrar.

U.S. Bank Trust Company, National Association is hereby designated and approved as Bond Trustee, Paying Agent and Registrar for the Bonds.

Section 9. Authorization of all Other Necessary Action.

(a) The Chair, Vice-Chair, Secretary, Assistant Secretary, Executive Director of the Issuer, Issuer's Counsel and Bond Counsel are each designated agents of the Issuer in connection

with the issuance and delivery of the Bonds, and are authorized and empowered, collectively or individually, to take all action and steps to execute and deliver any and all instruments, documents, investments or contracts on behalf of the Issuer which are necessary or desirable in connection with the sale, execution and delivery of the Bonds and the Bond Documents which are not inconsistent with the terms and provisions of this Resolution and other actions relating to the Bonds and the Bond Documents heretofore taken by the Issuer.

(b) In addition, subsequent to the issuance of the Bonds, the Chair, Vice-Chair, Secretary, Executive Director and Bond Counsel for the Issuer are each designated agents of the Issuer in connection with refunding or refinancing of the Bonds, and are authorized and empowered, collectively or individually, to take all action and steps to execute and deliver any and all instruments, documents, investments or contracts on behalf of the Issuer which are necessary or desirable in connection with the refunding or refinancing of the Bonds which comply with the terms of the Bond Documents. Notwithstanding the foregoing, the authority granted in this Section 9(b) shall not be construed as authority for the issuance of new debt by the Issuer to be applied to the refunding or refinancing of the Bonds.

Section 10. Public Purpose Determinations.

Based solely upon information provided by the Borrower, the Issuer, as a "local agency" pursuant to Chapter 159, Part II, Florida Statutes, hereby makes the following determinations:

(i) the Facilities are appropriate to the needs and circumstances of, and make a significant contribution to the economic growth of the County and the State, provide or preserve gainful employment, promote commerce within the State, serve a public purpose by providing educational facilities within the meaning of Chapter 159, Part II, Florida Statutes, and advance the economic prosperity and the general welfare of the State and its people;

(ii) the Borrower is the financially responsible party and is fully capable and willing to fulfill (A) its obligations under the financing documents, including the obligation of the Borrower to make loan repayments under the Loan Agreement in the amounts and at the times required to provide for the timely payment of the principal of, premium, if any, and interest on the Bonds herein authorized, and (B) all other obligations and responsibilities imposed under the financing documents;

(iii) the County is able to cope satisfactorily with the impact of the Facilities and is able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, necessary for the Facilities, including operation, repair and maintenance thereof and on account of any increase in population or other circumstances resulting therefrom;

(iv) adequate provision will be made in the financing documents for the operation, repair and maintenance of the Facilities at the expense of the Borrower and for the payment by the Borrower of certain fees and expenses incurred in connection with the

issuance of the Bonds, and that the loan repayments under the Loan Agreement are sufficient to pay the principal of, premium, if any, and interest on the Bonds herein authorized; and

- (v) the Facilities constitute a "project" within the meaning of the Act.

In accordance with Section 159.29, Florida Statutes, the foregoing determinations of public purpose shall be final and conclusive.

Section 11. No Third Party Beneficiaries.

Unless specifically noted, nothing in this Resolution or in the Bond Documents, express or implied, is intended or shall be construed to confer upon any person other than the Issuer, the Borrower, the holders of the Bonds, the Underwriter and the Bond Trustee any right, remedy or claim, legal or equitable, under and by reason of any provision of this Resolution or of the Bond Documents. This Resolution and the Bond Documents are for the sole and exclusive benefit of the Issuer, the Borrower, the holders of the Bonds, the Underwriter and the Bond Trustee.

Section 12. Severability.

In case any one or more of the provisions of this Resolution, the Bond Documents or the Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Resolution, the Bond Documents or the Bonds, as the case may be, and they shall be construed and enforced without consideration of such illegal or invalid provisions.

Section 13. No Personal Liability.

No covenant, stipulation, obligation or agreement contained in this Resolution or contained in the Bond Documents, the Bonds, or any instrument contemplated by each shall be deemed to be a covenant, stipulation, obligation or agreement of any officer, member, agent or employee of the Issuer in his or her individual capacity, and no member of the Issuer executing the Bonds or other documents related to the issuance of the Bonds including those approved by this Resolution shall be liable personally for such documents or the obligations under each, or be subject to any personal accountability by reason of his or her delivery or execution of such documents on behalf of the Issuer.

Section 14. Repealer.

All provisions of resolutions of the Issuer in conflict with the provisions of this Resolution are, to the extent of such conflict, superseded and repealed.

Section 15. Contingent Approval.

The approval provided herein of the issuance of the Bonds, as tax-exempt bonds, is subject to receipt of the Governor TEFRA Approval.

[Remainder of Page Intentionally Left Blank]

Section 16. Effective Date. This Resolution shall take effect immediately upon its adoption.

Adopted on July 20, 2023.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Robert F. Cleveland, Secretary of the Capital Trust Authority, Santa Rosa County, Florida, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. 13-23 and its supporting exhibits as the same was duly adopted and passed at a public meeting of the Board of Directors of the Capital Trust Authority on the 20th day of July, 2023, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this ___ day of July, 2023.

CAPITAL TRUST AUTHORITY

By: _____

Its: Secretary

EXHIBIT A

FORM OF NEGOTIATED SALE DISCLOSURE STATEMENT

[DATE]

Capital Trust Authority
Gulf Breeze, Florida

KCCCS Holdings LLC
11513 McMullen Road, District Office
Riverview, Florida 33569

Re: \$_____ Capital Trust Authority Educational Facilities Lease Revenue Bonds
(Kid's Community College Schools Projects), Series 2023 (the "Bonds")

Ladies and Gentlemen:

Pursuant to Chapter 218.385, Florida Statutes, and in reference to the issuance of Bonds as set forth above, B.C. Ziegler and Company (the "Underwriter"), makes the following disclosures to Capital Trust Authority (the "Issuer") and KCCCS Holdings LLC, a Florida limited liability company (the "Borrower"), whose sole member is Kid's Community College Charter School, Inc., a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. All capitalized terms not otherwise defined herein shall have the respective meanings specified in the Bond Purchase Agreement dated the date hereof among the Underwriter, the Issuer and the Borrower (the "Bond Purchase Agreement"). The Underwriter is acting as underwriter in connection with the offering or sale of the Bonds. The underwriting fees to be paid to the Underwriter in the Bond Purchase Agreement are equal to [_____] % of the total face amount of the Bonds.

(a) The expenses estimated to be incurred by the Underwriter in connection with the issuance of the Bonds are itemized on Schedule A hereto.

(b) Names, addresses and estimated amounts of compensation of any person who is not regularly employed by, or not a partner or officer of, the Underwriter and who enters into an understanding with either the Issuer or the Underwriter, or both, for any paid or promised compensation or valuable consideration directly, expressly or impliedly, to act solely as an intermediary between the Issuer and the Underwriter for the purpose of influencing any transaction in the purchase of the Bonds:

[None]

(c) The amount of underwriting spread expected to be realized is \$[____] per \$1,000 of the Bonds and consists of the following components including the management fee indicated:

	<u>Per \$1,000</u>
Management Fee	
Average Takedown	
Expenses	
Total	

(d) No fee, bonus or other compensation is estimated to be paid by the Underwriter in connection with the issuance of the Bonds, to any persons not regularly employed or retained by the Underwriter (including any "finder" as defined in Section 218.386(1)(a), Florida Statutes, as amended), except as specifically enumerated as expenses to be incurred and paid by the Underwriter, as set forth in Schedule A attached hereto.

(e) The name and address of the Underwriter connected with the Bonds is:

B.C. Ziegler and Company
1605 Main Street, Suite 1020
Sarasota, Florida 34236
Wes Bradish, Managing Director

(f) *Truth in Bonding Statement.* The Bonds are being issued for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition of (A) an existing approximately 24,729 square foot charter school facility, to accommodate approximately 275 students in grades K-3 previously known as "Kid's Community College Riverview South," and now known as "Riverview Lake St. Charles," located on approximately 3.67 acres of land, located at 10550 Johanna Avenue, Riverview, Hillsborough County, Florida 33578, including related facilities, fixtures, furnishings and equipment (and constituting the Lake St. Charles Campus of the KCC Riverview South School); and (B) an existing approximately 127,630 square foot charter school facility, to accommodate approximately 220 students in grades 6-8 known as "Southeast International Baccalaureate School," located on approximately 2.929 acres of land, located at 11513 McMullen Road, Riverview, Hillsborough County, Florida 33569, including related facilities, fixtures, furnishings and equipment (constituting the IB Middle Campus of the Southeast IB School) (collectively the "Facilities"); (ii) the funding of a debt service reserve fund; (iii) the funding of capitalized interest for the Bonds; and (iv) the payment of certain costs of issuing the Bonds. This debt or obligation is expected to be repaid over a period of [__] years. Total interest paid over the life of the debt or obligation, assuming an interest rate (total interest cost) of [____]% per annum, will be approximately \$[_____].

The source of repayment and security for this proposal to issue the Bonds is exclusively limited to certain revenues derived from the Borrower pursuant to the Loan Agreement. Because (a) such revenues may not be used by the Issuer for any purpose other than the purposes set forth

in the Indenture, (b) the Issuer has no taxing power and the taxing power of the Issuer and the State of Florida is not pledged or involved in the Bonds, (c) the Bonds and the interest thereon do not constitute a debt of the Issuer within the meaning of any constitutional or statutory provision, and (d) the faith and credit of the Issuer are not pledged to the payment of the principal of or the interest on the Bonds, authorizing this debt or obligation will not result in any moneys not being available to the Issuer to finance other transactions each year for the [] year term of the Bonds. We understand that the Issuer does not require any further disclosure from the Underwriter pursuant to Section 218.385, Florida Statutes.

This statement is for informational purposes only and shall not affect or control the actual terms and conditions of the Bonds.

B.C. ZIEGLER AND COMPANY

By: _____
Name: _____
Title: _____

SCHEDULE A

[INSERT SCHEDULE OF EXPENSES]

SCHEDULE B

[INSERT DESCRIPTION OF THE FACILITIES]

EXHIBIT B
FORM OF INDENTURE

EXHIBIT C
FORM OF LOAN AGREEMENT

EXHIBIT D

FORM OF PRELIMINARY LIMITED OFFERING MEMORANDUM

Capital Trust Agency, Inc.

Minimum Reserves of \$800,000

FYE 9/30/2024

Revision 5/31/2023

	Proposed Budget FYE 9/30/2024	Original Budget 9/30/2023	Proposed Budget vs Original Budget
INCOME			
Interest Income	\$600	\$600	\$0
Aeroterm - Miami 2004	\$12,978	\$14,454	(\$1,476)
Atlantic Housing Foundation	\$64,537	\$65,902	(\$1,365)
Stonybrook	\$0	\$16,000	(\$16,000)
Windsor Cove	\$0	\$15,000	(\$15,000)
Jacksonville Pool	\$38,736	\$38,736	\$0
Holley Navarre	\$12,000	\$12,000	\$0
Sarasota Fountain of Hope	\$0	\$0	\$0
River City Science	\$0	\$16,026	(\$16,026)
Tuscan Gardens	\$0	\$0	\$0
Glorietta LTD	\$0	\$20,184	(\$20,184)
Tapestry Tallahassee	\$31,560	\$31,560	\$0
Odyssey Charter School	\$15,510	\$15,510	\$0
Tapestry Walden	\$19,852	\$20,112	(\$260)
Viera	\$29,162	\$29,777	(\$615)
Renaissance - 2017	\$23,612	\$23,612	\$0
Tuscan Palm Coast	\$35,020	\$35,020	\$0
Elim Senior Housing	\$23,602	\$23,873	(\$271)
St Johns Classical Academy	\$20,466	\$20,658	(\$192)
Aviva	\$24,000	\$24,000	\$0
Pineapple Cove	\$16,524	\$16,872	(\$348)
Seaside	\$0	\$15,000	(\$15,000)
Coral Gardens	\$15,000	\$15,000	\$0
Babcock Ranch	\$27,680	\$27,680	(\$0)
H-Bay Ministries	\$0	\$0	\$0
FIU University Bridge	\$90,120	\$90,120	\$0
Somerset Academy	\$15,000	\$15,000	\$0
Florida Charter Education Found	\$20,860	\$20,860	\$0
Provision Proton Therapy - Orlando	\$0	\$0	\$0
CAD High School	\$0	\$0	\$0
CAD Broward County	\$0	\$0	\$0
Pineapple Cove 2	\$22,449	\$22,449	\$0
Sawgrass	\$0	\$0	\$0
Sunshine Paragon	\$12,000	\$12,000	\$0
Renissance - 2019	\$38,120	\$38,120	\$0
Treasure Coast	\$19,575	\$19,575	\$0
Advantage Academy	\$19,140	\$19,140	\$0
Odyssey 2019	\$7,500	\$7,500	\$0

Alura Senior Living	\$40,332	\$40,332	\$0
GW Real Estate LLC	\$15,000	\$15,000	\$0
Franklin Academies	\$44,333	\$44,333	(\$0)
Image Schools	\$16,995	\$16,995	\$0
LLT School	\$15,708	\$15,708	\$0
Liza Jackson School	\$15,864	\$15,864	\$0
Pepin Academy	\$15,000	\$15,000	\$0
Wonderful Foundation	\$34,836	\$34,836	\$0
Team Success Academy	\$15,000	\$15,000	\$0
South Tech	\$15,000	\$15,000	\$0
Lutz Preparatory School	\$15,000	\$15,000	\$0
Pineapple Cove WM	\$15,000	\$15,000	\$0
Building Faith EGF	\$49,488	\$49,488	\$0
Academir Charter School	\$49,488	\$78,420	(\$28,932)
Image North Manatee AB	\$18,000	\$38,964	(\$20,964)
Image North Manatee CD	\$0	\$18,000	(\$18,000)
Wonderful Foundation 2	\$17,940	\$17,940	\$0
Pineapple Cove Lockmar	\$15,000	\$15,000	\$0
Discovery Education Holdings	\$22,176	\$22,176	\$0
Kingdom Development WPB	\$38,964	\$0	\$38,964
Kingdom Kensington Villas	\$24,000	\$24,000	\$0
Marie Selby Botanical Gardens	\$18,960	\$18,960	\$0
Lake Osborne	\$19,824	\$19,824	\$0
Lake Worth	\$42,084	\$42,084	\$0
Tallahassee Classical School	\$15,000	\$15,000	\$0
New Springs	\$15,000	\$15,000	\$0
Legends Academy	\$15,000	\$15,000	\$0
Imagine Schools West Melbourne	\$17,352	\$17,352	\$0
TOTAL INCOME	<u>\$1,291,946</u>	<u>\$1,407,616</u>	<u>(\$115,670)</u>

EXPENSE

Contractual Staff	\$316,737	\$312,953	\$3,784
Legal	\$1,200	\$60,000	(\$58,800)
Professional Services	\$102,936	\$162,936	(\$60,000)
Special Consultants	\$22,500	\$22,500	\$0
Accounting & Auditing	\$5,000	\$9,500	(\$4,500)
Bank Charges	\$4,800	\$1,200	\$3,600
Food and Travel	\$12,000	\$12,000	\$0
Telephone	\$7,200	\$7,200	\$0
Postage	\$360	\$720	(\$360)
Utilities	\$4,200	\$3,600	\$600
Repairs & Maintenance Bldg	\$15,000	\$15,000	\$0
Office Supplies	\$2,400	\$1,500	\$900
Operating Supplies	\$18,000	\$3,000	\$15,000
Office Expense	\$0	\$600	(\$600)
Membership & Subscription	\$14,400	\$6,000	\$8,400
TOTAL EXPENSE	\$526,733	\$618,709	(\$91,976)
NET BEFORE OTHER INC & EXP	\$765,213	\$788,907	(\$23,694)
Other Expenses			
CTA-CDE Partnership Income	\$0	\$0	\$0
Charitable Education Fund	\$40,000	\$60,000	(\$20,000)
Charitable Giving	\$20,000	\$30,000	(\$10,000)
Payment to City of Gulf Breeze	\$1,000,000	\$1,000,000	\$0
NET AFTER OTHER EXPENSES	(\$294,787)	(\$301,093)	\$6,306
Other Income			
Transfer From Cash Reserves	\$294,787	\$301,093	(\$6,306)
NET INCOME	\$0	\$0	\$0

Capital Trust Authority, Inc

Proposed Budget FYE

9/30/2024

Revision Date

5/31/2023

	Proposed Budget FYE 9/30/2024	Original Budget FYE 9/30/2023	Proposed Budget vs Budget
INCOME			
Interest Income	\$0	\$0	\$0
Payment From CTA CDE	\$0	\$0	\$0
Application Fee	\$31,500	\$0	\$31,500
Origination Fee	\$100,000	\$90,000	\$10,000
River City Academy	\$15,000	\$13,500	\$1,500
New Program - First Quarter	\$0	\$13,500	(\$13,500)
New Program - Second Quarter	\$11,250	\$9,000	\$2,250
New Program - Second Quarter	\$11,250	\$9,000	\$2,250
New Program - Third Quarter	\$7,500	\$4,500	\$3,000
New Program - Third Quarter	\$7,500	\$4,500	\$3,000
New Program - Fourth Quarter	\$3,750	\$0	\$3,750
New Program - Fourth Quarter	\$3,750	\$0	\$3,750
TOTAL INCOME	\$191,500	\$144,000	\$47,500
EXPENSE			
City of Quincy - Interlocal	\$39,000	\$0	\$39,000
Legal	\$24,000	\$36,000	(\$12,000)
Professional Services	\$0	\$13,575	(\$13,575)
Accounting & Auditing	\$7,000	\$5,000	\$2,000
Travel Expenses	\$6,000	\$6,000	\$0
Bank Charges	\$0	\$0	\$0
Licenses and Permits	\$1,200	\$0	\$1,200
Postage and Delivery	\$600	\$0	\$600
Office Expense	\$1,200	\$12,000	(\$10,800)
TOTAL EXPENSE	\$40,000	\$72,575	(\$32,575)
NET INCOME	\$151,500	\$71,425	\$80,075
OTHER INCOME			
Transfer From Cash Reserves	(\$151,500)	(\$71,425)	(\$80,075)
TOTAL INCOME	\$0	\$0	\$0

Overview

Imagine School at Land O'Lakes ("Imagine Land O' Lakes"), is currently a designated High Performing Charter School by the Florida Department of Education pursuant to Section 1002.331, Florida Statutes. Imagine Land O' Lakes opened in the Fall of 2008 and has been an "A"-rated school every year that schools in the State have received ratings, other than 2009, 2010, and 2014. Seeking to build their success, they submitted an application to The District School Board of Pasco County, Florida to establish and operate a new charter school that will substantially replicate its educational program. This charter contract has been granted to Imagine School at West Pasco (the School), an entirely new contract, not an amendment to the existing contract. The School will be located in a newly construction facility, funded by 2023 bond proceeds, approximately 15 miles from Imagine Land O' Lakes.

The School will be a tuition-free public charter school expected to open in August 2024 in Pasco County, Florida, which is in the western portion of the State of Florida, approximately 30 miles north of Tampa. The School will be operated by Imagine - Pasco County, LLC, a limited liability company duly organized and existing under the laws of the State, which was formed on August 26, 2005 (the Borrower). The School is expected to serve up to 696 students in grades K-5 for its inaugural school year (2024-2025) and add one grade level each year until it serves grades K-8 in 2027-28.

The Borrower will operate the School pursuant to the terms of a charter contract, the term of which begins on July 1, 2024 and ends June 30, 2029, and which is subject to annual review and may be renewed or extended by mutual agreement between the Borrower and the School Board. The Charter governs the major issues involving the School's operation, students, curriculum, finances, and management/administration.

The Borrower issued \$17,445,000 Series 2020A&B "Ba1" rated bonds for the benefit of Imagine School at Land O'Lakes in January 2020 for the primary purposes of acquiring their existing 54,000sf charter school facility and funding renovations/improvements.

The Project

The Borrower has entered into a Vacant Land Contract to purchase the Facility Site for a purchase price of \$2,000,000. The Facility will serve as the permanent location of the School and will be constructed on the Facility Site. Upon completion, the Facility is expected to consist of an approximately 74,000 square foot, two-story building containing approximately 53 classrooms, science, music, art, and media specialty rooms, an administration wing, a gymnasium/auditorium with a performance stage, multipurpose lunchroom and food service area, a sports field, a playground, traffic queuing lanes and parking. The Facility is expected to be able to accommodate up to 1,070 students in grades K-8. The project construction cost not including land is approximately \$20,000,000.

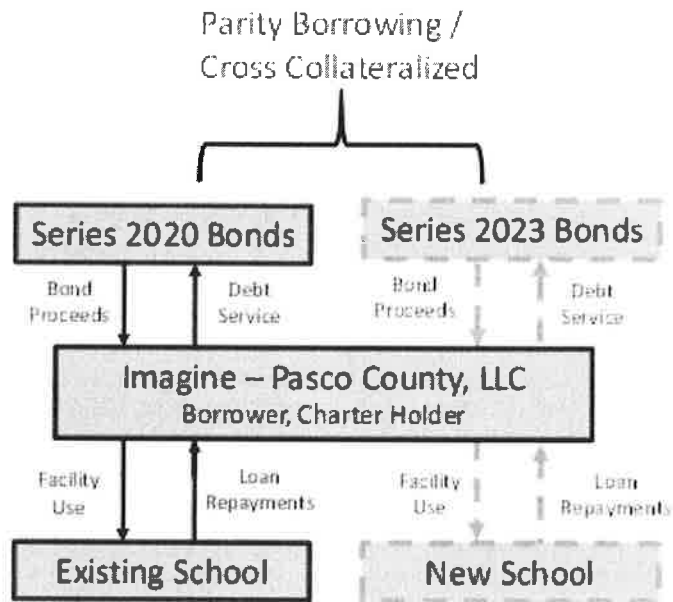
To mitigate construction related risks, all the following will be in place at the time of bond pricing:

- All entitlements and building/site
- Guaranteed Maximum Price Construction Contract
 - Includes provisions for liquidated damages and payment and performance bonds
- Adequate contingency funds set aside

Additional Bonds Test

Under the existing Indenture, the School is defined as "Imagine School at Land O'Lakes" and any other public charter school owned by the Borrower using facilities which are financed or refinanced with the proceeds of the Series 2020 Bonds or Additional Bonds issued under this Indenture.

Therefore, because the new charter contract (Imagine School at West Pasco) is held by the current Borrower, Imagine-Pasco County, LLC, the new charter school has the ability to exercise the additional debt test of the Series 2020 Bonds and issue parity Long-Term Indebtedness for the benefit of the new charter school under a Supplemental Indenture. Under this scenario, the revenues/assets of the new school are crossed with the revenues/assets of the existing school (b/c all the same entity effectively). The additional debt test is outlined in Section 5.14(a)(iii) of the Series 2020 Bonds Loan Agreement.



Capital Trust Authority will act as the conduit issuer of the bonds. This is a non-rated financing and is structured with a final maturity in 2058 (35 years with a 40 year amortization). The bonds will be sized at level debt service after three years interest only and up to 24 months of capitalized interest. A taxable tail will amortize first for excess costs of issuance, followed by the tax-exempt bonds. The taxable bonds will be non-callable, the tax-exempt bonds will have a call no longer than 10 years at 100% of par. As a parity borrowing with the 2020 bonds, the 2020 holders and 2023 holders will have a gross revenues pledge of both schools and a first lien on both facilities. Only the 2023 holders will have access to the 2023 Debt Service Reserve Fund (as only the 2020 holders have access to the 2020 Debt Service Reserve Fund). The bonds will be issued in minimum denominations of \$100,000 and an initial (non-traveling) investor letter will be required.

Building Hope is engaged as municipal advisor on this transaction.

Preliminary sources and uses as follows:

Sources:	Tax-Exempt 2023A Bonds	Taxable 2023B Bonds	Total
Bond Proceeds:			
Par Amount	27,985,000.00	340,000.00	28,325,000.00
Original Issue Discount	-6,319.95		-6,319.95
	27,978,680.05	340,000.00	28,318,680.05
Uses:	Tax-Exempt 2023A Bonds	Taxable 2023B Bonds	Total
Project Fund Deposits:			
Project Fund	22,000,000.00		22,000,000.00
Other Fund Deposits:			
Debt Service Reserve Fund	2,009,436.62	24,413.38	2,033,850.00
Capitalized Interest Fund	3,407,075.04	41,393.80	3,448,468.84
	5,416,511.66	65,807.18	5,482,318.84
Cost of Issuance:			
Financial Advisor (.35%)	50,683.97	48,453.53	99,137.50
Issuer	40,260.87	38,489.13	78,750.00
Issuer's Counsel	21,855.90	20,894.10	42,750.00
Bond Counsel	48,568.67	46,431.33	95,000.00
Underwriter's Counsel	46,012.43	43,987.57	90,000.00
Borrower's Counsel	35,787.44	34,212.56	70,000.00
Trustee	5,112.49	4,887.51	10,000.00
Trustee Counsel	2,556.25	2,443.75	5,000.00
CDA Surveillance	2,556.25	2,443.75	5,000.00
Title Commitment	12,781.23	12,218.77	25,000.00
Appraisal	2,556.25	2,443.75	5,000.00
Environmental Phase 1	1,278.12	1,221.88	2,500.00
ALTA Survey	1,278.12	1,221.88	2,500.00
Printing & CUSIP	766.87	733.13	1,500.00
Contingency	7,668.74	7,331.26	15,000.00
	279,723.60	267,413.90	547,137.50
Delivery Date Expenses:			
Underwriter's Discount	279,850.00	3,400.00	283,250.00
Other Uses of Funds:			
Rounding Amount	2,594.79	3,378.92	5,973.71
	27,978,680.05	340,000.00	28,318,680.05

Mission

The School's mission statement, as an Imagine Charter School, provides that as a national family of public charter school campuses, the School partners with parents and guardians in the education of their children by providing high quality schools that prepare students for lives of leadership, accomplishment, and exemplary character.

Academic Model & Management Company

Imagine Schools Non-Profit, incorporated in 2005, is a national network of public charter schools. ISNP partners with parents and guardians in the education of their children by providing high quality schools that prepare students for lives of leadership, accomplishment and exemplary character. ISNP's network consists of approximately 49 public charter schools educating more than 26,000 students in seven states. ISNP acts as the charter management organization operating the School providing curriculum, staffing, etc.

ISNP's shared values of JUSTICE, INTEGRITY and FUN form the foundation of its educational mission. ISNP educators aspire to live by these values daily and teach them to students.

In addition, ISNP is driven to fulfill its vision by adhering to its Six Measures of Excellence:

- 1) Shared Values of Justice, Integrity and Fun allow every teacher, student, and parent associated with Imagine schools to unite around common values that guide our behavior.
- 2) Parent Choice and satisfaction drive the quality of ISNP schools as we work to be the school that parents will choose over and over for their children.
- 3) Academic Growth, tailored to each student's needs and learning style, is evaluated by student learning gains.

Below is the combined projected enrollment, operating revenues and expenses through for both Imagine School at Land O' Lakes and Imagine School at West Pasco.

IMAGINE - PASCO COUNTY LLC (IMAGINE SCHOOL AT LAND O'LAKES AND IMAGINE SCHOOL AT WEST PASCO)
Financial Projections - Income/Expense
Fiscal Year Ended June 30

	Budgeted 2023	Projected 2024	Projected 2025	Projected 2026	Projected 2027	Projected 2028	Projected 2029
Budgeted Enrollment	877	885	1,581	1,727	1,859	1,976	1,976
Enrollment Growth by Students		8	696	146	132	117	
Enrollment Growth by Percentage %		0.9%	78.6%	9.2%	7.6%	6.3%	0.0%

INCOME							
Federal / State / Local Revenue							
FEPP FTE Generated Revenue	\$ 6,543,406	\$ 6,892,968	\$ 12,477,561	\$ 13,874,485	\$ 15,199,872	\$ 16,451,841	\$ 16,780,878
School Recognition Funds A+ Program	156,107	-	-	-	-	-	-
Tax Referendum (Property Millage)	-	159,300	284,580	310,860	334,620	355,680	355,680
Charter Capital Outlay	470,131	516,840	961,248	1,050,016	1,152,877	1,249,045	1,274,944
ESSER grant funds	747,000	377,000	-	-	-	-	-
Miscellaneous state revenue	31,880	32,808	59,782	66,514	72,908	78,946	80,525
Total Federal / State / Local Revenue	\$ 7,948,524	\$ 7,978,916	\$ 13,783,172	\$ 15,301,875	\$ 16,760,277	\$ 18,136,412	\$ 18,492,026
Supplemental Revenue							
Rental of Facilities Fees	\$ 31,156	\$ 32,063	\$ 44,705	\$ 48,402	\$ 51,679	\$ 54,801	\$ 55,897
Before/Aftercare Fees	123,285	126,855	217,650	240,842	262,639	283,252	288,918
Local-School Fund Raising Activities	184,025	189,384	253,172	272,726	289,724	305,961	312,080
Local - Field Trip Collections	26,663	27,439	27,988	28,996	29,576	30,167	30,771
Sports Program Revenues	2,296	2,363	2,410	2,497	6,547	7,166	7,309
Other Local Revenues	113,804	97,118	119,061	126,827	133,211	139,356	142,143
Total Supplemental Revenue	\$ 481,209	\$ 475,223	\$ 664,985	\$ 720,290	\$ 773,375	\$ 820,704	\$ 837,118
TOTAL INCOME	\$ 8,429,733	\$ 8,454,139	\$ 14,448,157	\$ 16,022,165	\$ 17,533,652	\$ 18,957,115	\$ 19,329,144

EXPENDITURES							
Salaries and Benefits	\$ 4,831,538	\$ 4,591,467	\$ 7,803,696	\$ 8,504,839	\$ 9,322,514	\$ 10,060,074	\$ 10,152,742
Non-cap FFE	4,201	4,323	4,410	4,569	8,660	8,753	8,846
Facility Expenses (annual bond fees)	28,182	28,182	58,182	58,182	58,182	58,182	58,182
Series 2020AB DS	1,031,619	1,034,050	1,031,475	1,033,675	1,030,650	1,032,400	1,033,850
Series 2023AB DS (Preliminary)	-	-	-	1,068,842	1,837,550	2,029,550	2,033,850
Direct Educational	368,828	379,569	626,062	690,170	749,935	806,513	822,644
Facility Operating	235,530	240,241	402,966	411,026	419,246	427,631	436,124
General and Administrative	414,169	422,452	661,044	674,265	687,751	701,506	715,536
Board	9,500	9,690	17,684	18,241	18,606	18,978	19,358
Depreciation	-	-	-	-	-	-	-
School Services	355,331	365,679	595,631	655,812	711,762	764,746	780,041
Start Up Costs (Imagine Fee)	30,000	30,000	30,000	30,000	30,000	30,000	30,000
Marketing and Enrollment	4,496	4,500	10,500	10,500	10,500	10,500	10,500
School Reserve	-	-	93,026	112,395	132,557	151,348	154,317
TOTAL EXPENDITURES	\$ 7,313,394	\$ 7,110,153	\$ 11,334,877	\$ 13,272,515	\$ 15,017,913	\$ 16,100,181	\$ 16,226,051
NET ORDINARY INCOME	\$ 1,116,339	\$ 1,343,986	\$ 3,113,280	\$ 2,749,650	\$ 2,515,739	\$ 2,856,934	\$ 3,103,093

Subordinated Management Fee	821,322	889,177	1,612,657	1,790,940	1,942,330	2,124,214	2,166,699
NET ORDINARY INCOME AFTER MGT FEE:	\$ 295,017	\$ 454,809	\$ 1,500,623	\$ 958,710	\$ 573,409	\$ 732,720	\$ 936,394

Net Assets at Beginning of Year	\$ 1,058,908	\$ 1,353,925	\$ 1,808,734	\$ 3,309,357	\$ 4,268,067	\$ 4,841,476	\$ 5,574,196
Net Assets at End of Year	\$ 1,353,925	\$ 1,808,734	\$ 3,309,357	\$ 4,268,067	\$ 4,841,476	\$ 5,574,196	\$ 6,510,590

	Budgeted 2023	Projected 2024	Projected 2025	Projected 2026	Projected 2027	Projected 2028	Projected 2029
Budgeted Enrollment	877	885	1,581	1,727	1,859	1,976	1,976
Enrollment Growth by Students		8	696	146	132	117	
Enrollment Growth by Percentage %		0.9%	78.6%	9.2%	7.6%	6.3%	0.0%

ADD BACK:							
Series 2020AB DS	\$ 1,031,619	\$ 1,034,050	\$ 1,031,475	\$ 1,033,675	\$ 1,030,650	\$ 1,032,400	\$ 1,033,850
Series 2023AB DS (Preliminary)	\$ -	\$ -	\$ -	\$ 1,068,842	\$ 1,837,550	\$ 2,029,550	\$ 2,033,850
School Reserve	\$ -	\$ -	\$ 93,026	\$ 112,395	\$ 132,557	\$ 151,348	\$ 154,317
ADJUSTED INCOME	\$ 1,326,636	\$ 1,488,859	\$ 2,625,124	\$ 3,173,621	\$ 3,574,166	\$ 3,946,018	\$ 4,158,411

RATIOS - BEFORE MANAGEMENT FEES							
PRO FORMA ANNUAL DS COVERAGE RATIO	2.08	2.30	4.11	2.36	1.92	1.98	2.06
MADS COVERAGE RATIO - SERIES 2020AB & SERIES	0.70	0.78	1.38	1.62	1.80	1.98	2.06

RATIOS - AFTER MANAGEMENT FEES							
PRO FORMA ANNUAL DS COVERAGE RATIO	1.29	1.44	2.55	1.51	1.25	1.29	1.36
MADS COVERAGE RATIO - SERIES 2020AB & SERIES	0.43	0.49	0.86	1.03	1.17	1.29	1.36

CASH BALANCE (AFTER SUB. MGMT FEE)	\$ 1,100,000	\$ 1,554,809	\$ 3,148,458	\$ 4,219,563	\$ 4,925,529	\$ 5,809,596	\$ 6,900,307
DAYS CASH ON HAND	49	71	89	103	107	117	136

Proposed Timeline:

- August 3 – Post PLOM
- August 15 – Price Bonds
- August 17 – Close Financing