

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

Thursday, January 18, 2024

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), Bob Cleveland (Secretary), Burt Snooks (Board Member), Harry Wilder (Board Member), Christy Larkins (Board Member), Mayor Cherry Fitch (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 12/7/23	Denis McKinnon, III
3.	Award Resolution 01-24 – KIPP Miami	Denis McKinnon, III
4.	Inducement Resolution 02-24 – Team Success, A School of Excellence	Denis McKinnon, III
5.	Pipeline Report	Denis McKinnon, III
6.	Adjourn	Chris Kemp

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

The 17th meeting of the Capital Trust Authority, Inc., Gulf Breeze, Florida, was held at 315 Fairpoint Dr, Gulf Breeze, Florida and on Thursday, December 7, 2023 at 9:00 a.m.

The following Board Members were present: Chris Kemp (Chairman), Gary Michaels (Vice-Chairman), Bob Cleveland (Secretary), Deborah Roche (Assistant Secretary), Christy Larkins (Board Member), Mayor Cherry Fitch (Board Member), Bobby Potomski (Board Member) and Samantha Abell (City Manager). Also attending was Denis McKinnon (Executive Director), and Connie Beargie (Office Administrator). Attending via teleconference was Kareem Spratling (BMO Bond Counsel), Brooke Gonzalez (BMO Bond Counsel) and special guest John Buck (Buck Financial Advisors).

AGENDA ITEM:

Capital Trust Authority Minutes from 11/16/2023

DISCUSSION:

No discussion.

MOTION/ACTION:

Gary Michaels made a motion to approve the minutes as presented. Christy Larkins seconded. Vote for approval was 7-0.

AGENDA ITEM:

Award Resolution 23-23 – IDEA Public School

DISCUSSION:

IPS Enterprises (IDEA Public Schools) is a 501c3 non-profit entity currently serving schools in Louisiana, Florida, Texas and Ohio. The proposed financing is for the construction and acquisition of 4 existing charter schools located in Jacksonville and Tampa, Florida.

Denis McKinnon stated the 2023 financials are included in the board packet as requested by the board. John Buck with Buck Financial Advisors stated the current financials were delayed due to the sheer volume of the total organization.

Denis McKinnon stated the investor presentation included in the packet provides a comprehensive overview of the school, including recent historical and as well as long term plans

and goals. Denis stated the school is very proud of their 99.3% graduation rate and 80% first generation college student attendees. Surrounding schools are historically low performing schools.

John Buck with Buck Financial Advisors stated the school pivoted from a K-12 school to a K-8 school due to delays with the ground up approval and the existing adaptive reuse rehab approval. The State grant was running out causing the focus to pivot to fewer sections in each grade level. John Buck also stated construction costs increased which forced them to divest properties and reduce classes and grade levels.

Bob Cleveland asked what the plan is for the \$6 million in the sources and uses used for working capital. John Buck replied that 2 million is in the cost of land and the remaining funds will be allocated to Jacksonville & Tampa based on enrollment numbers. In addition, there is a revolving fund allocated to program funds based on capacity. The state of Florida will be completely paid by the operating schools.

Bob Cleveland asked if this financing is cross-collateralized. John Buck replied that it is cross collateralized and guaranteed by the borrower under a master lease agreement.

MOTION/ACTION:

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

AGENDA ITEM:

Award Resolution 24-23 – Kids Community College Charter School

DISCUSSION:

Kids Community College is an existing charter school facility with four charter schools located in Riverview, Florida. Approval for the bonds was granted in May of 2023, however, the school became uncomfortable with the rising interest rate environment and renegotiated the bonds with a private bank.

Christy Larkins asked if restructuring the project with a private bank is beneficial to the borrower. Denis McKinnon replied that it is better as their cash flow will increase by \$400,000 per year and they can refinance in 3 to 5 years.

Bob Cleveland asked if these are 30-year bonds. Kareem Spratling replied that rather than a 30-year term, the bonds will mature in 3 years, however, they have an option to extend the term for an additional 2 years.

MOTION/ACTION:

Mayor Cherry Fitch made a motion to approve Resolution 24-23 as presented. Bobby Potomski seconded. Vote for approval was 7-0.

AGENDA ITEM:

Pipeline Report

DISCUSSION:

Denis McKinnon provided a brief overview of current and potential projects.

Bobby Potomski asked how many projects are normally closed in a given year. Denis McKinnon replied that in 2016 CTA closed 1-2 projects, in 2017 it increased to 5-6 projects, and in 2018 19-20 projects were closed.

Christy Larkins asked if Quincy is happy with our partnership so far. Denis McKinnon replied that he attended a recent City Council Meeting and they indicated they are pleased with the arrangement. Kareem Spratling stated that they appreciate the streamlined process that was approved under the new and improved Capital Trust Authority.

MOTION/ACTION:

No Action Required.

NEW BUSINESS:

Public Records Requests

DISCUSSION:

Denis McKinnon stated that we have a public records request from Morgan & Morgan. The request also asks for any and all communication for the past three years from Denis McKinnon and anything related to Gulf Breeze, Century or Quincy.

MOTION/ACTION:

No Action Required.

No other formal business of the board was taken and the meeting adjourned at approximately 9:35am.

Minutes submitted by: _____ Connie Beargie, Office Administrator

Approved by: _____ Chris Kemp, Chairman

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: KIPP Miami Public Schools, Inc.
DATE: January 18, 2023

Introduction

KSF NW 110th St LLC (“KIPP” or the Borrower) has applied to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$29,000,000 of tax-exempt bonds to finance or refinance the existing debt of one of KIPP’s campuses in Miami, FL.

Description of the Applicant

KIPP is an existing public charter school operator. The Borrower is a 501c3 non-profit entity currently serving 280 schools across 20 states and the District of Columbia. KIPP serves more than 175,000 students.

KIPP Miami operates 11 different school in Miami, FL.

Description of the Project

KIPP opened the Miami North Campus in August of 2022. The school accommodates 1,904 students in grades K-12. The site includes a 3 story, 110,00 square foot facility with 74 classrooms, 16 specialty classrooms, a gymnasium, cafeteria, and offices.



The project was funded from a combination of \$24,000,000 bridge loan from PNC Bank and \$7,100,000 subordinate loan from the Revolving Loan Fund for School of Hope Financing. The CTA bonds will be used to refinance the \$24,000,000 bridge loan from PNC Bank.

The project has received a BB (stable) rating from S&P.

KIPP operates a second charter school in Miami, the South Campus. CTA has been engaged to issue the bonds

on that project as well in the coming months.

The school has more than 500 students on a waitlist for the 2023-24 school year. 99.6% of the students are minorities and 97.9% are economically disadvantaged.

Hope Operator

A hope operator is a nonprofit organization with tax exempt status under s. 501(c)(3) of the Internal Revenue Code that operates three or more charter schools that serve students in grades K-12 in Florida or other states with a record of serving students from low-income families and is designated by the State Board of Education as a hope operator based on a determination that:

- a. The past performance of the hope operator meets or exceeds the following criteria:
 1. The achievement of enrolled students exceeds the district and state averages of the states in which the operator's schools operate;
 2. The average college attendance rate at all schools currently operated by the operator exceeds 80 percent, if such data is available;
 3. The percentage of students eligible for a free or reduced price lunch under the National School Lunch Act enrolled at all schools currently operated by the operator exceeds 70 percent;
 4. The operator is in good standing with the authorizer in each state in which it operates;
 5. The audited financial statements of the operator are free of material misstatements and going concern issues; and
 6. Other outcome measures as determined by the State Board of Education;
- b. The operator was awarded a United States Department of Education Charter School Program Grant for Replication and Expansion of High-Quality Charter Schools within the preceding 3 years before applying to be a hope operator;
- c. The operator receives funding through the National Fund of the Charter School Growth Fund to accelerate the growth of the nation's best charter schools; or
- d. The operator is selected by a district school board in accordance with s. 1002.333.

The five Florida designated hope operators are: Mater Academy, RCMA, Democracy Prep Public Schools, Inc., IDEA Public Schools, and KIPP.

Financing

PNC Capital Markets is serving as underwriter. Bond Counsel will Nelson Mullins. Bryant Miller Olive will serve as Issuer's Counsel. The Borrower has engaged Dwight Berg of Public Economics, Inc. as its FA.

SOURCES AND USES OF FUNDS

KIPP : Miami - 37 Year Scenario
Proposed Series 2024A Financing (5 Year Call, Assumes S&P BB)

Dated Date 02/13/2024
Delivery Date 02/13/2024

Sources:	
<hr/>	
Bond Proceeds:	
Par Amount	27,325,000.00
Original Issue Discount	-739,000.95
	<hr/> 26,585,999.05
Other Sources of Funds:	
Equity Contribution	571,230.02
	<hr/> 27,157,229.07
	<hr/> <hr/>
Uses:	
<hr/>	
Project Fund Deposits:	
PNC Bridge Loan Payoff - North Campus	24,200,000.00
Contingency	17,645.78
	<hr/> 24,217,645.78
Other Fund Deposits:	
Debt Service Reserve Fund	1,835,000.00
Delivery Date Expenses:	
Cost of Issuance	829,700.00
Underwriter's Discount	273,250.00
	<hr/> 1,102,950.00
Other Uses of Funds:	
Additional Proceeds	1,833.29
	<hr/> 27,157,229.07
	<hr/> <hr/>

Recommendation

It is the recommendation of Authority staff that the Board adopt Resolution 01-24, approving the issuance of not to exceed 29,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 1/18.



KIPP Miami Public Schools

Capital Trust Authority
Charter School Revenue Bonds
(Series 2024A Project)

January 12, 2024

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Disclosures

This electronic Investor Presentation you are about to view is for a proposed offering by the Camden County Improvement Authority for the benefit of KIPP Cooper Norcross Charter Schools, Inc. ("KCNA") of its Charter School Revenue Bonds. If you are viewing this Investor Presentation after posting, there may have been events that occurred subsequent to such date that would have a material adverse effect on the financial information that is presented herein, and neither KCNA nor PNC Capital Markets LLC (the "Underwriter") has undertaken any obligation to update this electronic Investor Presentation. All market prices, financial data and other information provided herein are not warranted as to completeness or accuracy by the Underwriter or the Borrower and are subject to change without notice.

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Prospective purchasers of the Bonds should recognize that the achievement of any of the results set forth in any financial forecast herein is dependent upon future events which may or may not occur as described in more detail in the Preliminary Official Statement. Actual results may vary from those as forecasted and such variances could be material. Projections are also subject to the assumptions described in such projections.

The Investor Presentation contains "forward-looking" statements that involve risks, uncertainties and assumptions. If the risks or uncertainties ever materialize or the assumptions prove incorrect, the results may differ materially from those expressed or implied by such forward-looking statements. Accordingly, we caution you not to place undue reliance on these statements. All statements other than the statements of historical fact could be deemed forward-looking. All opinions, estimates, projections, forecasts and valuations are preliminary, indicative and are subject to change without notice.

By viewing this Investor Presentation, you acknowledge that you understand and agree to the provisions of this Disclosure.

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KIPP Miami Public Schools

Dedicated Financing Team



Capital Trust Authority
Issuer

KIPP Miami Public Schools

Charlie Schmidt | Monica Kress | Steve Small

Public Economics Inc.
Financial Consultant

Dwight E. Berg, *Municipal Advisor*

PNC Capital Markets LLC
Sole Managing Underwriter

Greg McKenna, *Managing Director*
Beatriz Peguero, *Director*



McManimon, Scotland & Baumann LLC
Borrower's Counsel

Nelson Mullins Riley & Scarborough LLP
Bond Counsel

Ballard Spahr LLP
Underwriter's Counsel

Project Overview and Series 2024A Bonds

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KIPP Miami Public Schools North Campus Project



Project Description

- The existing school facility at 3000 NW 110th Street, Miami (“KIPP Miami North Campus”) was completed in August 2022 and accommodates up to 1,904 students in grades K-12 on a six acre site leased by KSF 110 from The District Board of Trustees of Miami Dade College, Florida. The three-story, approximately 110,000 square foot building includes 74 general classrooms, 16 specialty classrooms, a gymnasium, a cafeteria, and multiple offices.
- The site is developed with regulation soccer field, tot lot playground, outdoor basketball court, parking, and three lanes of drive aisle for student pick-up and drop-off. The \$32.5 million KIPP Miami North Campus project was funded from a combination of (i) \$24,000,000 bridge loan from PNC Bank to KSF 110, (ii) \$7,100,000 subordinate loan from the FLDOE Revolving Loan Fund for School of Hope financing, and (iii) deferred payment terms on the development fee.
- KSF will refinance the \$24,000,000 bridge loan from PNC Bank with proceeds of the Series 2023 Bonds.
- KIPP Miami plans to issue the Series 2024B Bonds later in 2024.

Sources and Uses

KIPP MIAMI NORTH CAMPUS PROJECT COSTS	
Acquisition	N/A
Construction Contract ¹²	\$27,863,835
Soft Costs/Other Construction	\$231,087
Furniture & Equipment	\$1,434,146
Reserves/Construction Period Rent and Interest	\$605,500
Costs of Issuance	\$962,253
Development Fee ¹⁰	\$1,438,007
Total	\$32,534,828

KIPP Miami Public Schools

Transaction Summary – Series 2024A Bonds



Tax Status:	Tax-Exempt
Par Amount:	\$27,030,000
Optional Redemption*:	TBD
Borrower:	KSF NW 110 th St, LLC, A Florida Limited Liability Company (1)
Obligated Group:	The Borrower, KSF NW 79 th Street, LLC and KIPP Miami, each as Obligated Issuers
Legal Documents:	Master Trust Indenture
Denominations:	Denominations of \$100,000, with \$5,000 multiples thereafter
Restrictions	Bonds will be offered only to QIBs and AIs, with an initial investor letter (non-travelling)
Interest Payment Dates:	June 15 and December 15, commencing June 15, 2024
Use of Proceeds:	(i) refinancing the 2022A Senior Note, the proceeds of which were used to finance the acquisition, construction, furnishing and equipping of the Project Facilities and certain related development costs; (ii) funding a Debt Service Reserve Fund for the Series 2024 Bonds; and (iii) paying certain bond issuance costs of the Series 2024 Bonds
Current Underlying Rating	S&P Rating of BB (Stable Outlook)
Security and Source of Repayment:	Security is a Leasehold mortgage on the KIPP Miami North Campus. KIPP Miami has given the District irrevocable instructions to pay all School Tuition Payments payable to KIPP Miami directly to the Master Trustee, and KIPP Miami has covenanted in the Master Indenture to maintain such payment direction so long as the 2024 Bonds remains outstanding. The Borrower leases the Project Facilities to KIPP Miami, Inc. pursuant to the Ground Sublease Agreement dated as of February 15, 2022 (the "School Lease"). School Lease Payments will be in amounts at least equal to the principal of and interest on the Series 2024 Bonds. Payments due by KIPP Miami with respect to the School Lease are expected to be the Borrower's primary source of revenues from which payments under the Loan Agreement are to be made
Covenants:	(i) Debt Service Coverage Ratio: of at least 120% (or 1.20x) (ii) Cash on Hand: maintain a ratio of (i) Cash on Hand to (ii) Cash operating Expenses of at least 15% (or 54.75 days)

Source: Preliminary Official Statement
*Preliminary and subject to change

(1) Proceeds of the bonds are being loaned to KSF NW 110th, LLC, whose sole member is KIPP South Florida Educational Facilities, Inc. KSF NW 110th, LLC is loaning the proceeds to KIPP South Florida Educational Facilities, Inc through the Project Loan.

KIPP Miami Public Schools

Series 2024A Bonds – Proposed Amortization Schedule and Transaction Details



Series 2024A

Fiscal Year End	Principal	Fiscal Year End	Principal
6/30/2024	-	6/30/2045	\$710,000
6/30/2025	-	6/30/2046	\$760,000
6/30/2026	-	6/30/2047	\$815,000
6/30/2027	\$210,000	6/30/2048	\$870,000
6/30/2028	\$225,000	6/30/2049	\$935,000
6/30/2029	\$240,000	6/30/2050	\$1,000,000
6/30/2030	\$260,000	6/30/2051	\$1,070,000
6/30/2031	\$275,000	6/30/2052	\$1,145,000
6/30/2032	\$295,000	6/30/2053	\$1,225,000
6/30/2033	\$315,000	6/30/2054	\$1,310,000
6/30/2034	\$340,000	6/30/2055	\$1,400,000
6/30/2035	\$360,000	6/30/2056	\$1,500,000
6/30/2036	\$390,000	6/30/2057	\$1,605,000
6/30/2037	\$415,000	6/30/2058	\$1,715,000
6/30/2038	\$445,000	6/30/2059	\$1,835,000
6/30/2039	\$475,000	6/30/2060	\$1,965,000
6/30/2040	\$510,000	Total	\$27,030,000
6/30/2041	\$545,000		
6/30/2042	\$580,000		
6/30/2043	\$625,000		
6/30/2044	\$665,000		

Transaction Details

Par Amount \$27,030,000
 Final Maturity 6/15/2060
 Optional Redemption TBD
 First Interest Payment 6/15/2024

Source: PNC Capital Markets LLC
 *Preliminary and subject to change

KIPP Miami Public Schools Background

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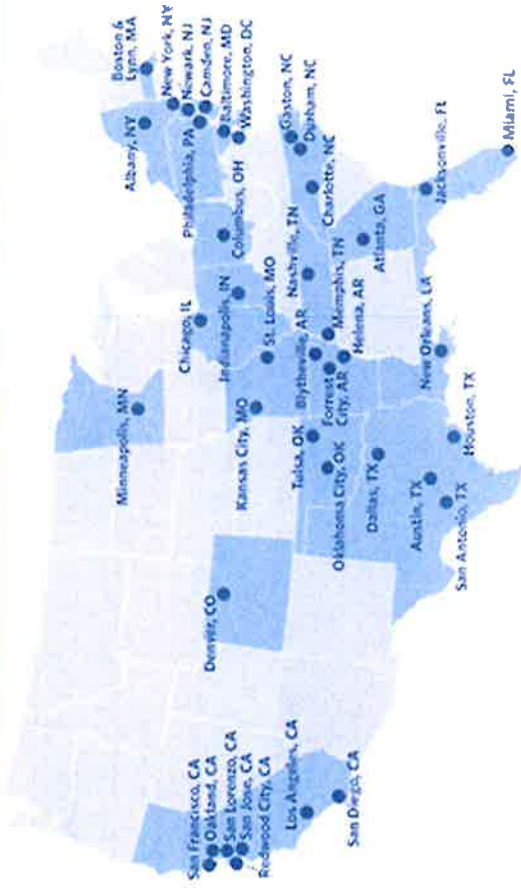


KIPP (Knowledge is Power Program) National School Network

KIPP Public Schools Nationwide



KIPP Public Schools operate 280 campuses within 30 regions, across 20 states and the District of Columbia



- KIPP Miami operates as a member of the 280-school nationwide KIPP (Knowledge is Power Program) Public Schools national school network in accordance with a license agreement with KIPP Foundation. KIPP-affiliated schools are a network of independently incorporated charter public schools that offer free, college preparatory education and support services to over 175,000 students and alumni from underserved communities in 20 states and the District of Columbia. KIPP Miami is granted the exclusive right to use the KIPP name and various licensed marks in the Miami area.
- In 2000, the KIPP Foundation was created with the objective to develop and expand the KIPP network by recruiting and training outstanding school leaders to open and operate KIPP affiliated schools. The KIPP Foundation, through its KIPP School Leadership Programs (“KSLP”), has trained more than 250 KIPP school leaders to open and/or operate locally governed KIPP affiliated schools. In addition to offering professional development for leaders, the KIPP Foundation may provide support in areas such as evaluating school and regional performance, assessing the readiness of KIPP regions to expand, and facilitating the exchange of data and effective practices to support schools across the KIPP network. Day-to-day operations are self-managed by KIPP Miami, reporting to its own Board along with KIPP Miami’s charter management organization, KIPP TEAM and Family Schools (“KTAF”). The KIPP Foundation (national network) does not provide general management, directorial or administrative services to KIPP Miami.

KIPP Team and Family Schools, Inc. (“KTAF”) Charter Management Organization



Charter Management Organization (KTAF)

- KCNA and Family Schools Inc. (“KTAF”), formerly KIPP New Jersey, is a 501(c)(3) nonprofit charter management organization (“CMO”) formed in 2014 to manage KIPP schools. KTAF’s founding senior leadership team all transitioned to KTAF from their former roles managing operations, finance, and administration of KIPP Newark which has operated continuously since 2002. KTAF currently manages (i) KIPP Camden, (ii) KCNA, and (iii) KIPP Miami public schools in Miami, Florida. KTAF provides management and operational, administrative, and support services to its managed schools.
- KTAF’s primary source of revenue is an annual management fee currently equal to 12.0% of core state and local per pupil revenues paid by KIPP Miami and its other managed schools. KTAF is an independent entity and is not required under GAAP or federal tax law to consolidate with any other entities for purposes of its financial statement presentation. KTAF and the other schools managed by KTAF are not members of the Obligated Group and are not obligated to make payments with respect to the Series 2023 Bonds or any other debt related to KIPP Miami or its facilities. KIPP Miami is not affiliated with KTAF or any other schools managed by KTAF and no public funds of KIPP Miami shall be used in connection with the operation, development or financing of any other schools managed by KTAF.

Region	Actual Enrollment		Actual Enrollment	
	2021-22*	2022-23*	2022-23*	2023-24*
KIPP Newark	5,663	6,115		6,329
KIPP Camden	1,918	2,030		2,255
KIPP Miami	985	1,048		1,231
Total	8,566	9,193		9,815

* Actual Enrollment as of October 15 (start of school year)
Source: **KIPP TEAM and Family Schools**

Florida School of Hope Program

KIPP Miami Public Schools



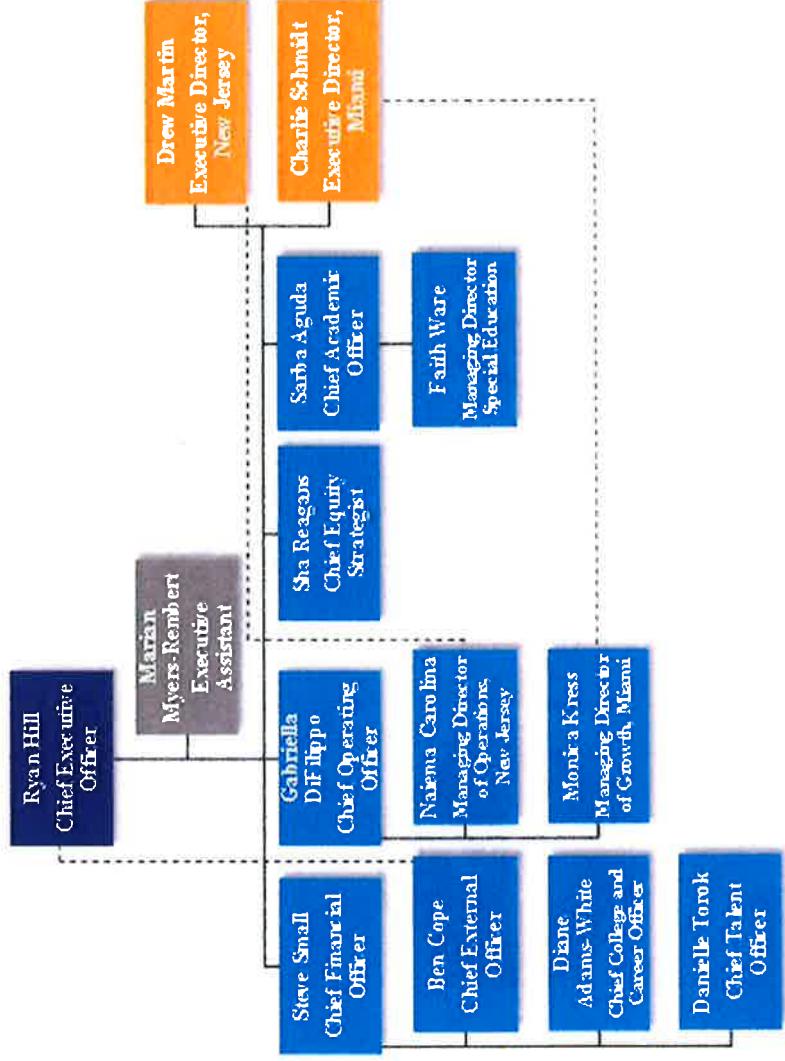
- In 2017 the State of Florida enacted legislation authorizing Florida Department of Education to establish a new program to encourage expansion of public schools operated by qualifying nonprofit charter management organizations with demonstrated track records of academic success. The purpose of the Schools of Hope Program is to attract high performing, nonprofit charter management organizations to expand high quality charter school options in neighborhoods served by PLP schools and federally designated opportunity zones. FLDOE designated KIPP TEAM and Family Schools Inc., as a qualified “hope operator” organization under the Schools of Hope Program and extends that designation to KIPP Miami while under management of KTAF.
- KIPP Miami entered into a School of Hope Performance-Based Agreement dated as of May 9, 2019, as subsequently amended July 1, 2020, between KIPP Miami and The School Board of Miami-Dade County, Florida, pursuant to which KIPP Miami has been authorized to operate a School of Hope for an initial five-year term of July 1, 2019 through June 30, 2024.
- Because KTAF was the state approved Hope Operator at the time of the execution of the Charter Agreement, the Charter Agreement is predicated on KTAF continuing to serve as the Charter Management Organization for KIPP Miami, in the manner described in the management agreement between the two parties during the term of the Charter Agreement. If KTAF ceases to serve as the CMO during the term of the Charter Agreement, the Charter Agreement will be automatically terminated with no appeal unless KIPP Miami has become approved as a Hope Operator in accordance with Section 1002.333, F.S

KIPP Team and Family (“KTAF”) Leadership Charter Management Organization



KTAF

- KTAF’s senior leadership team consists of a Chief Executive Officer, Chief Academic Officer, Chief Equity Strategist, Chief Operating Officer, Chief Financial Officer, Chief External Officer, Chief Talent Officer, Chief College and Career Officer, and two Executive Directors – one for Miami schools and the other for New Jersey schools. Each Executive Director is accountable to their region’s Board(s) of Directors as well as to the KTAF Board.
- KTAF benefits immensely from the tenure of its senior leadership team, including the continued leadership of the founder of KIPP Newark, Ryan Hill, currently the CEO of KTAF. The table below sets forth the year each leadership team member first joined KTAF (or KIPP Newark).



KIPP Miami Public Schools

Organizational Background of KIPP Miami



Background

- KIPP Miami operates as a tuition-free, open-enrollment, college-preparatory renaissance public school in Miami, Florida.
- KIPP Miami's PBA does not limit the number of students, grade levels, or campuses but anticipates that KIPP Miami will serve up to 1,990 students in its first five years (through June 30, 2024).
- KIPP Miami ultimately plans to serve 3,472 students in Grades K-12 by operating a single high school (grades 9-12) fed by two middle schools (grades 6-8) and two elementary schools (grades K-5). KIPP Miami opened in the 2018-19 school year.
- By operating under a single PBA at all grade levels, KIPP Miami gives students the opportunity to matriculate from kindergarten through high school graduation all within KIPP Miami schools without re-enrolling (i.e., students do not have to enter a new lottery, they bypass the enrollment process and are automatically enrolled in the next grade through and including grade 12). Operating under a single PBA also allows KIPP Miami to maintain a single set of financials and compliance reports covering all schools and work with a single Board of Trustees. KIPP Miami is a Local Education Agency ("LEA") for purposes of U.S. Department of Education public school funding and programs.

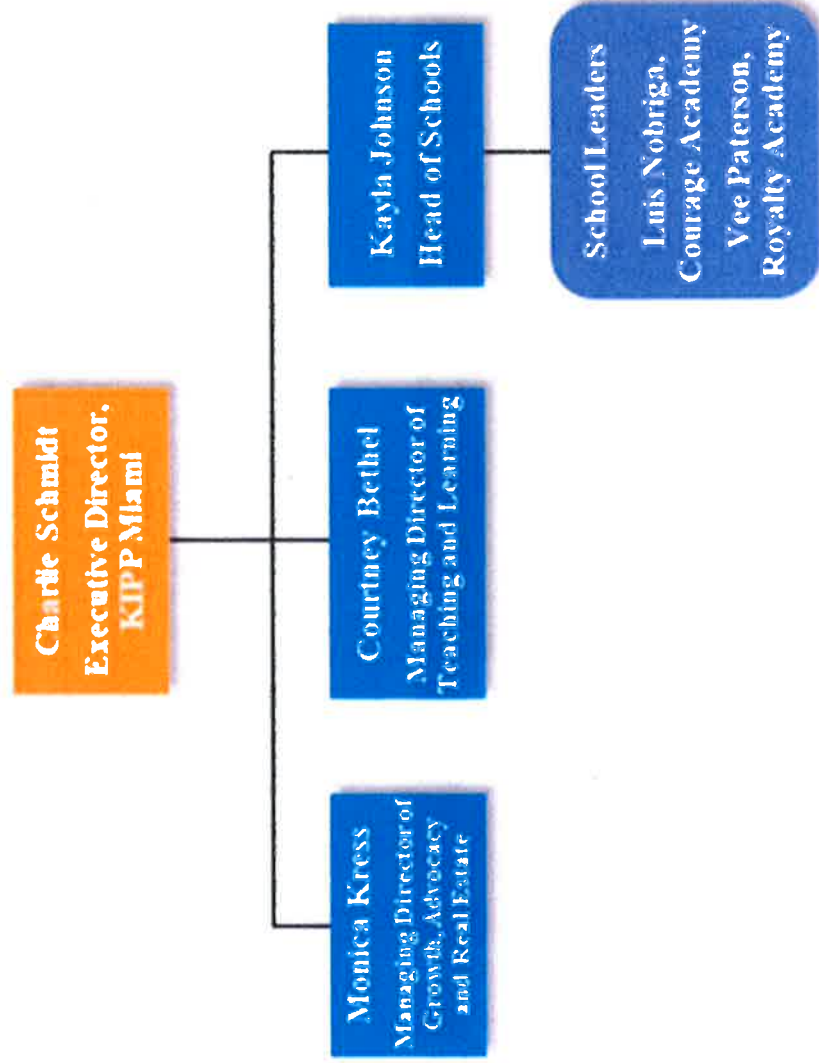
KIPP Miami Public Schools

KIPP Miami Leadership



KIPP Miami

- KIPP Miami senior management currently consists of the Executive Director (Miami), Managing Director of Growth, Advocacy and Real Estate, Managing Director of Teaching and Learning, a Head of Schools, and School Leaders for each school. Biographies of the current leadership team are set forth below.



KIPP Miami Public Schools

KIPP Miami Board of Directors



Name	Position	Occupation	Beginning Year of Service
Dan Adan	Chairman	Co-Founder and Partner of Halmos Capital	2018
Jeb Bush, Jr.	Director	Managing Partner, Jeb Bush & Associates	2017
Deborah Dauman	Director	V.P. and Secretary, The Philippe and Deborah Dauman Foundation	2018
William Krauss	Director	Executive Director, J.P. Morgan Securities	2018
Zarifa Reynolds	Director	Head of Small Business Segment & Growth Markets, Guardian Life Insurance Company	2023
Source: KIPP Miami			
*Two additional directors were appointed in 2023; not included			

Board of Trustees

- In order to ensure strong governance and oversight, KIPP Miami and its partners have developed strong boards with diverse backgrounds. As a result, KIPP Miami benefits from the support of the KIPP Miami Board of Trustees as well as the KSF Board of Trustees. KIPP Miami further benefits from the strength of the KTAF Board of Trustees, as well as from the advisory Finance and Audit Committee comprised of members of the Boards as well as a number of volunteer committee members not directly affiliated with any of the Boards. This structure gives KIPP Miami the benefit of focused governance and advisory input from financial and real estate professionals as well as seasoned community leaders.
- KIPP Miami's Board of Directors functions as the official school board whose responsibilities include financial and operational oversight, regulatory compliance, and fiduciary responsibility for the operation of the schools. The Board currently holds twelve meetings per year and consists of six voting members listed in the chart below (a seventh board position is currently vacant). KIPP Miami's bylaws provide that Directors be elected at an Annual Meeting of the Board and hold office until their successors are elected and qualified, or until their resignation or removal.

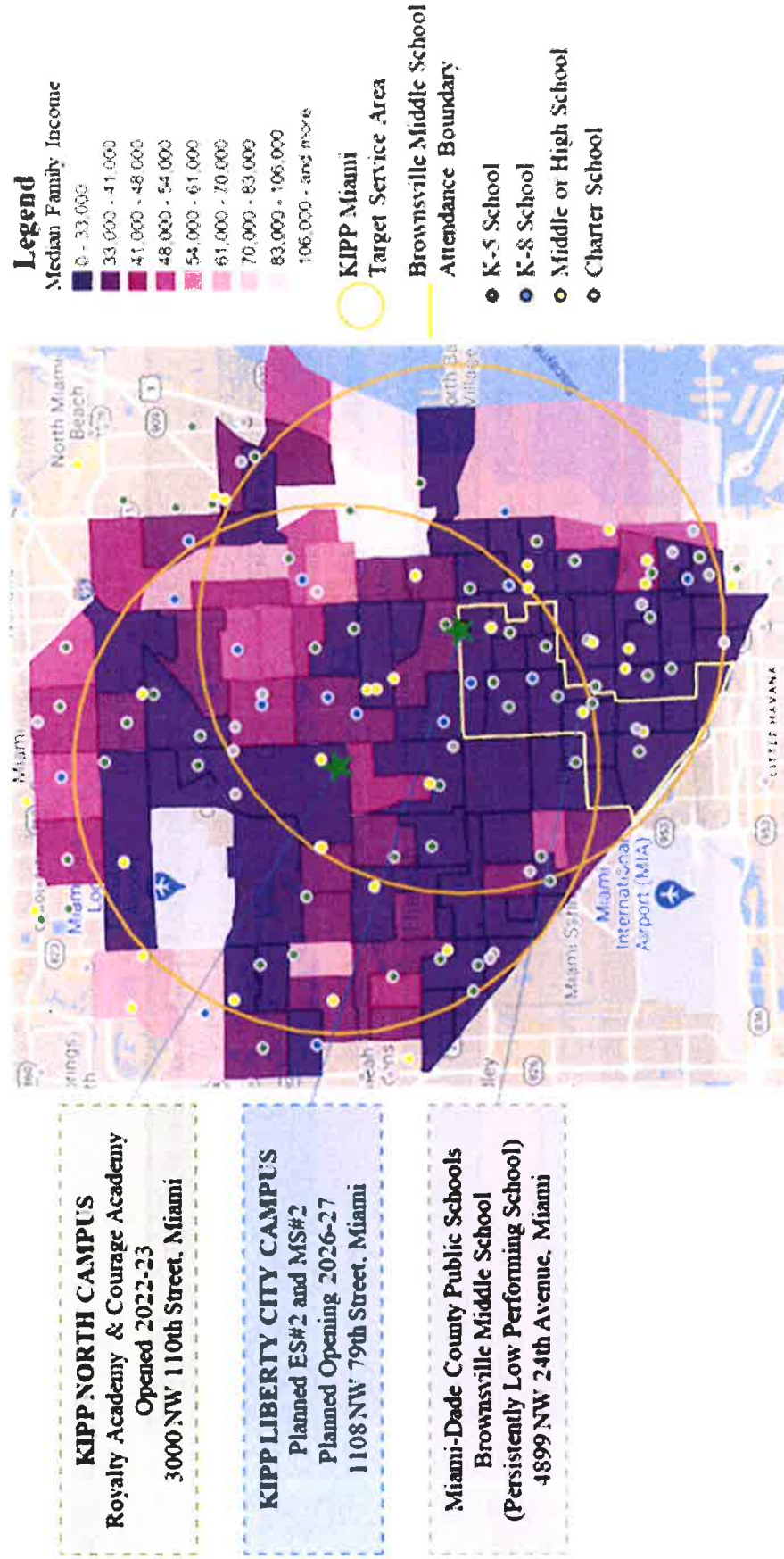
KIPP Miami Public Schools

KIPP Miami Facilities and Median Family Income



Map

- KIPP Miami enrolls students 100% from within the County and predominantly living in low-income neighborhoods. Map 3 shows median family income and locations of KIPP Miami facilities with darkest areas reflecting highest areas of poverty (lowest income levels).



KIPP Miami Public Schools

Instructional Staff



Instructional Staff

- The following table provides information regarding KIPP Miami's teaching staff as of the start of 2023-24 school year and actual full-time equivalent teachers and teacher attrition for the prior four academic years:

	2019-20	2020-21	2021-22	2022-23	2023-24
Enrollment	441	680	985	1,048	1,231
Teachers*	35	50	89	111	77
Student/Teacher Ratio	12.6	13.6	11.1	9.4	16.0
Teacher Retention**	70.0%	74.4%	71.3%	65.8%	N/A

*Full-time equivalent teachers includes Teachers, Learning Specialists, Teachers in Residence, Co-Teachers, and ESL Teachers (start of school year).

Source: KIPP Miami

KIPP Miami Public Schools Enrollment, Wait List



School	Historical					Current	Projected		
	18-19	19-20	20-21	21-22	22-23		23-24	24-25	25-26
Royalty Academy*	166	358	480	658	715	831	1,008	1,008	1,008
Courage Academy*	0	83	200	327	333	400	448	504	504
Elementary School #2						0	0	0	336
Middle School #2						0	0	0	112
High School						0	0	0	112
Out of District									
TOTAL (K-12)	166	441	680	985	1,048	1,231	1,456	1,512	2,072
Kindergarten	108	115	119	139	132	159	168	168	336
1st Grade	58	120	120	126	128	142	168	168	336
2nd Grade	N/A	60	117	135	139	146	168	168	336
3rd Grade	N/A	N/A	79	105	159	169	168	168	168
4th Grade	N/A	N/A	N/A	97	49	155	168	168	168
5th Grade	N/A	63	45	56	108	60	168	168	168
6th Grade	N/A	83	101	116	116	170	168	168	336
7th Grade	N/A	N/A	99	107	108	119	168	168	168
8th Grade	N/A	N/A	N/A	104	109	111	112	168	168
9th Grade	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	112
10th Grade	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
11th Grade	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
12th Grade	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
TOTAL (K-12)	166	441	680	985	1,048	1,231	1,456	1,512	2,296
WAIT LIST	0**	225	345	421	685	513			
Wait List as % of Enrollment	0%**	51%	51%	43%	65%	42%			

*In 2022-23 and certain prior years KIPP Miami operated two elementary schools and two middle schools which were consolidated into a single elementary school and single middle school starting in the 2023-24 academic year. For simplicity in presentation of figures from 2023-24 and earlier the grades K-5 students are aggregated into the Royalty Academy (Elementary School) row and the grades 6-8 students are aggregated into the Courage Academy (Middle School) row.

**Wait List data was NOT available for 2018-19 (the first year of operation).

Source: KIPP Miami

KIPP Miami Public Schools

Demographics



	KIPP Miami	Brownsville Middle	Madison Middle	Arcola Lake Elementary	Broadmoor Elementary	Henry Reever K-8	Liberty City Elementary	Poinciana PL Elementary	MDGPS
Distance to KIPP	N/A	3.3 miles	2.0 miles	0.2 miles	2.1 miles	2.1 miles	1.3 miles	1.9 miles	N/A
African American / Black	88.30%	52.20%	39.20%	60.10%	11.60%	74.80%	79.60%	79.80%	17.60%
White	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	6.20%
Hispanic / Latino	11.30%	46.60%	60.30%	38.20%	88.20%	24.70%	20.10%	19.60%	74.40%
Multiracial	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0.60%
Other	0.40%	1.40%	0.50%	1.70%	0.20%	0.50%	0.30%	0.60%	1.20%
Female	47.70%	47.60%	45.70%	43.60%	47.90%	47.00%	50.60%	48.20%	51.00%
Male	52.30%	52.40%	54.30%	56.40%	52.10%	53.00%	49.40%	51.80%	49.00%
Economically Disadvantaged	97.9%	70.80%	69.20%	75.80%	54.70%	76.00%	85.10%	87.50%	55.90%
Students with Disabilities	14.00%	21.60%	15.90%	34.70%	9.60%	13.20%	12.30%	34.50%	12.10%
English Language Learners	5.30%	22.20%	29.00%	26.90%	62.70%	15.40%	13.40%	12.50%	21.80%

Source: Florida Department of Education website.

Demographics

- KIPP Miami is committed to (i) serving students who require the most academic support and (ii) serving a student population that closely resembles the demographics of the most underserved students in the Service Area. To do so, KIPP Miami takes great care to ensure that Miami parents are aware of their right to enroll in KIPP Miami schools through outreach in the community, targeted mailings, social media advertising, and KIPP Miami's website. KIPP Miami also offers enrollment assistance to parents and potential students.

Financial Information

Financial Information

Financial Information



Financial Information

INTEGRITY. INNOVATION. INSIGHT.



KIPP Miami Public Schools

Summary Consolidated Statements of Activities – 2019-2023



	Audited 2019-20	Audited 2020-21	Audited 2021-22	[Internal] Estimate 2022-23
State/Local FEPP Revenue	\$3,341,632	\$4,527,431	\$7,383,402	\$8,414,964
Referendum Revenue	N/A	N/A	N/A	\$963,279
Core Federal Revenue	\$265,724	\$561,713	\$714,360	\$872,302
School of Hope Grants	\$2,049,133	\$5,958,021	\$6,854,033	\$9,953,134
Reimbursement (School Lunch)	\$0	\$0	\$196,264	\$1,190,358
FL Charter School Capital Outlay	N/A	N/A	\$177,302	\$0
COVID Relief (CARES/ESSER/ARP)	\$0	\$915,873	\$2,495,197	\$1,934,863
Fundraising (CSP Grants)	\$671,006	\$432,716	\$1,728,241	\$425,752
Fundraising (Private)	\$2,251,332	\$1,872,012	\$3,394,762	\$1,959,819
Other Public Revenue	\$10,262	\$751,536	\$75,361	\$469,135
TOTAL REVENUES	\$8,589,089	\$15,019,302	\$23,018,922	\$26,183,606
School Expenses	\$6,639,324	\$10,214,429	\$18,679,907	\$22,849,923
Interest Expense & MDC Ground Lease	\$0	\$0	\$321,690	\$1,789,950
Depreciation	\$0	\$0	\$0	\$764,034
Rent Expense (excludes Ground Lease)	\$322,777	\$940,670	\$2,222,723	\$228,666
Debt Issuance Cost Amortization	\$0	\$0	\$35,109	\$82,900
Other Expenses	\$0	\$0	\$1,438,007	\$200,060
TOTAL EXPENSES	\$6,962,101	\$11,155,099	\$22,697,436	\$25,915,533
Excess Revenues over Expenses	\$1,626,988	\$3,864,203	\$321,486	\$268,073

Source: KIPP Miami, Inc., Independent Accountants' Report On Applying Agreed-Upon Procedures, For the Years Ended June 30, [2023], 2022, and 2021.

KIPP Miami Public Schools

Summary Consolidated Statements of Financial Position – 2019-2023



	Audited 2019-20	Audited 2020-21	Audited 2021-22	[INTERNAL] 2022-23
Cash on Hand (unrestricted)	\$1,463,034	\$2,100,864	\$8,563,564	\$6,623,313
Receivables	\$1,775,403	\$4,801,575	\$3,400,030	\$5,217,348
Other Assets	\$500,000	\$1,132,199	\$973,476	\$1,483,383
Construction in Progress			\$24,894,556	\$0
Land / Building			\$8,446,000	\$40,482,585
Right to Use Asset (Ground Lease)			\$4,768,918	\$4,732,198
TOTAL ASSETS	\$3,738,437	\$8,034,638	\$51,046,544	\$58,538,827
Long-Term Indebtedness (net of unamortized issuance costs)	\$716,592	\$0	\$30,263,261	\$43,795,962
Lease Obligations	\$0	\$0	\$4,801,722	\$4,800,787
<u>Other Liabilities</u>	<u>\$363,893</u>	<u>\$1,512,483</u>	<u>\$9,137,922</u>	<u>\$2,573,064</u>
Total Liabilities	\$1,080,485	\$1,512,483	\$44,202,905	\$51,169,813
Unrestricted Net Assets	\$2,157,952	\$5,618,132	\$5,794,773	\$6,550,658
<u>Temporarily Restricted Net Assets</u>	<u>\$500,000</u>	<u>\$904,023</u>	<u>\$1,048,866</u>	<u>\$818,356</u>
Total Net Assets	\$2,657,952	\$6,522,155	\$6,843,639	\$7,369,014
TOTAL LIABILITIES & NET ASSETS	\$3,738,437	\$8,034,638	\$51,046,544	\$58,538,827

Source: KIPP Miami, Inc., Independent Accountants' Report On Applying Agreed-Upon Procedures, For the Years Ended June 30, [2023], 2022, and 2021.

KIPP Miami Public Schools

Historical Covenants and Financial Metrics



	Audited 2019-20	Audited 2020-21	Audited 2021-22	[Internal] Estimate 2022-23
Financial Covenants				
Days Cash On Hand	77	69	138	96
Cash On Hand Ratio (min. 15%)	21.0%	18.8%	37.9%	26.4%
Senior Debt Service Coverage (min. 1.20)	N/A	N/A	N/A	1.79
Total Debt Service Coverage (min. 1.00)	N/A	N/A	2.46	1.54
Key Financial Metrics				
(Senior Net Debt Service + Rent) % Revenue	N/A	N/A	1.0%	6.3%
(Total Net Debt Service + Rent) % Revenue	N/A	N/A	1.3%	7.3%
Net Debt to Capitalization			84.0%	87.4%
Source: KIPP Miami, Inc. and Affiliates, Independent Accountants' Report On Applying Agreed-Upon Procedures, As of and For the Years Ended June 30, [2023], 2022, and 2021.				

The Senior Debt Service Coverage Ratio, Total Debt Service Coverage Ratio, and Cash On Hand Ratio are calculated pursuant to the covenant definitions set forth in financing documents. Days Cash On Hand equals 365 days multiplied by the Cash On Hand Ratio. The (Senior Net Debt Service + Rent) % Revenue percentage and the (Total Net Debt Service + Rent) % Revenue Net Revenue percentage financial metrics are calculated using Net Debt Service as defined in the financing documents. The Net Debt to Capitalization financial metric is calculated as the Net Debt divided by the sum of Net Debt plus Unrestricted Net Assets, where Net Debt equals the outstanding principal less balance of Debt Service Reserve Funds.

KIPP Miami Public Schools Existing and Pro Forma Indebtedness



- Existing indebtedness of the Obligated Group as of June 30, 2023 and pro forma indebtedness as of June 30, 2024 and June 30, 2025 is shown in the table below. Pro forma indebtedness assumes issuance of the Series 2024A Bonds as well as issuance of an additional Series 2024B Bonds in October 2024.
- KIPP Miami does not currently have any short-term cash flow line of credit.

Lender	Borrower	Project	June 30, 2023	Pro Forma 6/30/2024	Pro Forma 6/30/2025
Series 2024B Bonds	KSF 110	Liberty City	N/A	\$0	\$47,225,000
Series 2024A Bonds	KSF 79	North Campus	N/A	\$27,030,000	\$27,030,000
FLDOE RLF Loan #2	KIPP Miami	Liberty City	N/A	\$10,460,997	\$10,460,997
FLDOE RLF Loan #1	KIPP Miami	North Campus	\$9,835,470	\$9,760,048	\$9,528,987
PNC \$1.35MM Loan*	KIPP Miami	Liberty City	\$1,350,000	\$0	\$0
Transparent Loan Fund*	KSF	Liberty City	\$1,000,000	\$0	\$0
M&T Bank \$4.5MM Loan*	KSF 79	Liberty City	\$4,500,000	\$0	\$0
LFF Fund LLC \$2.5MM Loan*	KIPP Miami	Liberty City	\$2,500,000	\$0	\$0
PNC \$24MM Bridge Loan*	KSF 110	North Campus	\$24,000,000	\$0	\$0
KIPP Foundation \$750K*	KIPP Miami	Working Capital	\$735,000	\$500,257	\$0
Cafeteria Loan \$200K	KIPP Miami	North Campus	\$92,000	\$44,000	\$0
TOTAL			\$44,012,470	\$47,795,302	\$94,244,984

*Loan to be repaid in its entirety at closing of FLDOE RLF #2.

**Loan to be repaid in part at closing of the FLDOE RLF Loan #2 and balance at/before closing of Series 2024B Bonds. Amounts may not add to TOTAL due to rounding.

Source: KTAF and KIPP Miami

KIPP Miami Public Schools

Assumptions for Projections



Financial Projections

- KTAF, on behalf of the Covenant Group, prepares annual budgets and long-term projections of financial activities for the Covenant Group. Following are some specific major assumptions incorporated in the Financial Projections.
 - Enrollment growth to full scale serving grades K-12 with 3,472 students in 2029-30 as described in section "Academic Organization and School Growth Plans"
 - 2.5% annual growth in Per Pupil Core State/Local Revenue starting from the baseline of scheduled 2023-24 revenue
 - 2.5% annual growth in Per Pupil Core Federal Revenue starting from the baseline of estimated 2023-24 revenue
 - Funding \$[27,030,000] Series 2024A Bonds (North Campus Project) on February 13, 2024.
 - Funding \$[47,225,000] Series 2024B Bonds (Liberty City Campus Project) on October 16, 2024.
 - Successful fundraising growth campaign which is phased out as schools are opened and grow to full enrollment
 - Availability of \$1,088,434 COVID Relief (CARES/ESSER/ARP) funding for expenses in 2023-24.
 - Availability of \$9,665,599 School of Hope grant funding for expenses in 2023-24, 2024-25, and 2025-26..

KIPP Miami Public Schools

Financial Projections



KIPP MIAMI, INC.

Obligated Group Revenues and Expenditures

Unweighted FTE (ave. of October/February)
Number of Schools

	Audited 2019-20	Audited 2020-21	Audited 2021-22	Internal 2022-23	Budgeted 2023-24
	442 2	662 3	958 4	1,034 2	1,222 2
State/Local FEFP Revenue	\$3,341,632	\$4,527,431	\$7,363,402	\$8,414,964	\$10,392,615
Referendum Revenue	N/A	N/A	N/A	\$963,279	\$1,770,678
Core Federal Revenue	\$265,724	\$561,713	\$714,360	\$672,302	\$1,216,377
School of Hope Grants	\$2,049,133	\$5,958,021	\$6,854,033	\$9,953,134	\$6,940,599
Reimbursement Revenue (School Lunch)	\$0	\$0	\$196,264	\$1,190,358	\$1,519,452
FL Charter School Capital Outlay Grants	N/A	N/A	\$177,302	\$0	\$0
COVID Relief (CARES/ESSER/ARRP)	\$0	\$915,873	\$2,495,197	\$1,934,863	\$1,088,434
Fundraising (CSP Grants)	\$671,006	\$432,716	\$1,728,241	\$425,752	\$186,667
Fundraising (Private)	\$2,251,332	\$1,872,012	\$3,394,762	\$1,959,819	\$2,400,000
Interest Income on DSRF and Sinking Fund	\$0	\$0	\$0	\$0	\$0
Other Public Revenue	\$10,262	\$751,536	\$75,361	\$469,135	\$523,334
TOTAL REVENUES	\$8,589,069	\$15,019,302	\$23,018,922	\$26,183,606	\$26,077,80

School Expenses	\$6,639,324	\$10,214,429	\$18,679,907	\$22,849,923	\$21,924,654
Interest Expense & MDC Ground Lease	\$0	\$0	\$321,690	\$1,769,950	\$2,443,567
Depreciation	\$0	\$0	\$0	\$764,034	\$833,492
Rent Expense (excludes MDC Ground Lease)	\$322,777	\$940,670	\$2,222,723	\$228,666	\$0
Debt Issuance Cost Amortization	\$0	\$0	\$35,109	\$82,900	\$34,143
Other Expenses	\$0	\$0	\$1,438,007	\$200,060	\$73,429
TOTAL EXPENSES	\$6,962,101	\$11,155,099	\$22,697,436	\$25,915,534	\$25,309,28

Excess Revenues over Expenses

Required Principal Payments			\$321,486	\$268,072	\$768,524
Planned Optional Principal Payments (or Sinking Fund)				(\$115,000)	(\$123,422)
Planned Capital Outlay Budget				\$0	(\$2,100,000)
Non-Cash Expenses (mainly Depreciation)				\$882,719	\$425,940
Other Adjustments (e.g., Capital Outlay or Receivables)				(\$2,282,003)	\$1,150,575
Operating Cash Flow	\$1,292,929	\$1,041,853	\$5,682,994	(\$1,246,212)	\$121,617

Cash On Hand (Total)	\$1,963,034	\$3,004,887	\$8,687,881	\$7,441,669	\$7,563,286
Cash On Hand (Restricted)	\$500,000	\$304,023	\$124,317	\$818,356	\$255,642
Cash On Hand (Unrestricted)	\$1,463,034	\$2,100,864	\$8,563,564	\$6,623,313	\$7,307,644
Total Net Assets (Unrestricted)	\$2,157,952	\$5,618,132	\$5,794,775	\$6,361,713	\$7,880,237

Financial Covenants

DCOH = Cash on Hand Ratio (x) 365 (54,775 minimum)	77	69	138	96	109
Senior Debt Service Coverage Ratio [1.2X minimum]	N/A	N/A	N/A	1.79	1.79
Total Debt Service Coverage Ratio [1.0X minimum]	N/A	N/A	2.46	1.54	1.64

Key Financial Metrics

(Senior Net Debt Service + Rent) % Revenue	N/A	N/A	1.0%	6.3%	8.7%
(Total Net Debt Service + Rent) % Revenue	N/A	N/A	1.3%	7.3%	9.6%
Net Debt to Capitalization			84.0%	87.4%	85.3%

KIPP Miami Public Schools Financial Projections (Continued)



KIPP MIAMI, INC.		Projected	Projected	Projected	Projected	Projected	Projected	Projected
Obligated Group Revenues and Expenditures		2024-25	2025-26	2026-27	2027-28	2028-29	2029-30	
Unweighted FTE (ave. of October/February)		1,441	1,497	2,273	2,717	3,160	3,437	
Number of Schools		2	2	5	5	5	5	
State/Local IFEPP Revenue		\$12,561,499	\$19,375,904	\$20,817,312	\$25,505,787	\$30,406,052	\$33,898,178	
Referendum Revenue		\$2,068,009	\$2,242,506	\$3,584,521	\$4,512,937	\$5,520,520	\$6,154,550	
Core Federal Revenue		\$1,470,229	\$1,565,949	\$2,436,510	\$2,985,261	\$3,558,800	\$3,967,527	
School of Hope Grants		\$1,935,000	\$790,000	\$0	\$0	\$0	\$0	
Reimbursement Revenue (School Lunch)		\$1,836,554	\$1,955,624	\$3,043,595	\$3,729,073	\$4,445,516	\$4,956,082	
FL Charter School Capital Outlay Grants		\$1,338,977	\$1,885,217	\$3,761,429	\$5,928,538	\$7,462,719	\$8,734,482	
COVID Relief (CARE/ESSER/ARP)		\$0	\$0	\$0	\$0	\$0	\$0	
Fundraising (CSP Grants)		\$0	\$0	\$0	\$0	\$0	\$0	
Fundraising (Private)		\$3,100,000	\$3,100,000	\$3,940,000	\$2,870,000	\$1,200,000	\$390,000	
Interest Income on DSRF and Sinking Fund		\$341,032	\$521,598	\$582,952	\$672,297	\$717,401	\$347,537	
Other Public Revenue		\$43,353	\$45,038	\$68,384	\$81,742	\$95,070	\$103,404	
TOTAL REVENUES		\$24,714,653	\$25,481,436	\$38,234,703	\$46,283,634	\$53,406,079	\$58,551,760	
School Expenses		\$21,133,607	\$21,795,148	\$30,262,877	\$35,551,015	\$42,636,427	\$47,445,645	
Interest Expense & MDC Ground Lease		\$2,278,468	\$2,272,538	\$4,064,740	\$5,636,809	\$5,644,887	\$5,555,855	
Depreciation		\$833,492	\$833,492	\$1,824,843	\$1,914,966	\$1,914,966	\$1,914,966	
Rent Expense (excludes MDC Ground Lease)		\$0	\$0	\$56,000	\$112,000	\$168,000	\$224,000	
Debt Issuance Cost Amortization		\$53,786	\$53,786	\$113,861	\$113,861	\$107,340	\$91,504	
Other Expenses		\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	
TOTAL EXPENSES		\$24,306,853	\$24,962,463	\$36,329,821	\$43,396,150	\$50,479,120	\$55,239,470	
Excess Revenues over Expenses		\$407,801	\$518,973	\$1,904,883	\$2,887,484	\$2,926,959	\$3,312,290	
Required Principal Payments		(\$275,061)	(\$516,091)	(\$732,739)	(\$753,825)	(\$541,269)	(\$982,421)	
Planned Optional Principal Payments (or Sinking Fund)		(\$2,416,667)	(\$1,000,000)	(\$1,500,000)	(\$500,000)	(\$1,000,000)	(\$7,400,000)	
Planned Capital Outlay Budget		\$0	\$0	\$0	(\$220,000)	(\$220,000)	(\$220,000)	
Non-Cash Expenses (mainly Depreciation)		\$923,062	\$923,062	\$1,960,088	\$2,050,210	\$2,043,689	\$2,012,589	
Other Adjustments (e.g., Capital Outlay or Receivables)		\$0	\$0	\$0	\$0	\$0	\$0	
Operating Cash Flow		(\$1,360,866)	(\$74,057)	\$1,632,232	\$3,463,870	\$3,209,379	(\$3,277,541)	
Cash On Hand (Total)		\$6,202,420	\$6,128,363	\$7,760,595	\$11,224,464	\$14,433,843	\$11,156,302	
Cash On Hand (Restricted)		\$255,642	\$255,642	\$255,642	\$255,642	\$255,642	\$255,642	
Cash On Hand (Unrestricted)		\$5,946,778	\$5,872,721	\$7,504,953	\$10,968,823	\$14,178,201	\$10,900,660	
Total Net Assets (Unrestricted)		\$8,288,038	\$8,807,011	\$10,711,893	\$13,599,378	\$16,526,336	\$19,838,627	
Financial Covenants								
DCOH = Cash on Hand Ratio (x) 365 [54.75 minimum]		93	89	80	97	107	75	
Senior Debt Service Coverage Ratio [1.2X minimum]		188	200	213	198	197	187	
Total Debt Service Coverage Ratio [1.0X minimum]		157	149	176	173	180	174	
Key Financial Metrics								
(Senior Net Debt Service + Rent) % Revenue		7.7%	7.2%	9.7%	11.6%	10.1%	9.9%	
(Total Net Debt Service + Rent) % Revenue		9.2%	9.7%	11.7%	13.3%	11.0%	10.7%	
Net Debt to Capitalization		91.5%	90.9%	89.1%	86.4%	82.4%	79.4%	

KIPP Miami Public Schools

Financing Contact Information



Borrower

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SOURCES AND USES OF FUNDS

KIPP : Miami - 37 Year Scenario
Proposed Series 2024A Financing (5 Year Call, Assumes S&P BB)

Dated Date 02/13/2024
Delivery Date 02/13/2024

Sources:

Bond Proceeds:	
Par Amount	27,325,000.00
Original Issue Discount	<u>-739,000.95</u>
	26,585,999.05
Other Sources of Funds:	
Equity Contribution	571,230.02
	<u>27,157,229.07</u>

Uses:

Project Fund Deposits:	
PNC Bridge Loan Payoff - North Campus	24,200,000.00
Contingency	<u>17,645.78</u>
	24,217,645.78
Other Fund Deposits:	
Debt Service Reserve Fund	1,835,000.00
Delivery Date Expenses:	
Cost of Issuance	829,700.00
Underwriter's Discount	<u>273,250.00</u>
	1,102,950.00
Other Uses of Funds:	
Additional Proceeds	1,633.29
	<u>27,157,229.07</u>

BOND PRICING

**KIPP : Miami - 37 Year Scenario
Proposed Series 2024A Financing (5 Year Call, Assumes S&P BB)**

<i>Bond Component</i>	<i>Maturity Date</i>	<i>Amount</i>	<i>Rate</i>	<i>Yield</i>	<i>Price</i>
2033 Term Bond Component:					
	06/15/2024	-	4.850%	5.204%	97.401
	06/15/2025	-	4.850%	5.204%	97.401
	06/15/2026	-	4.850%	5.204%	97.401
	06/15/2027	285,000	4.850%	5.204%	97.401
	06/15/2028	300,000	4.850%	5.204%	97.401
	06/15/2029	310,000	4.850%	5.204%	97.401
	06/15/2030	330,000	4.850%	5.204%	97.401
	06/15/2031	345,000	4.850%	5.204%	97.401
	06/15/2032	360,000	4.850%	5.204%	97.401
	06/15/2033	380,000	4.850%	5.204%	97.401
		<u>2,310,000</u>			
2043 Term Bond Component:					
	06/15/2034	395,000	5.800%	6.055%	97.107
	06/15/2035	420,000	5.800%	6.055%	97.107
	06/15/2036	445,000	5.800%	6.055%	97.107
	06/15/2037	470,000	5.800%	6.055%	97.107
	06/15/2038	495,000	5.800%	6.055%	97.107
	06/15/2039	525,000	5.800%	6.055%	97.107
	06/15/2040	555,000	5.800%	6.055%	97.107
	06/15/2041	590,000	5.800%	6.055%	97.107
	06/15/2042	620,000	5.800%	6.055%	97.107
	06/15/2043	660,000	5.800%	6.055%	97.107
		<u>5,175,000</u>			
2053 Term Bond Component:					
	06/15/2044	695,000	6.100%	6.305%	97.259
	06/15/2045	740,000	6.100%	6.305%	97.259
	06/15/2046	785,000	6.100%	6.305%	97.259
	06/15/2047	830,000	6.100%	6.305%	97.259
	06/15/2048	880,000	6.100%	6.305%	97.259
	06/15/2049	935,000	6.100%	6.305%	97.259
	06/15/2050	990,000	6.100%	6.305%	97.259
	06/15/2051	1,055,000	6.100%	6.305%	97.259
	06/15/2052	1,115,000	6.100%	6.305%	97.259
	06/15/2053	1,185,000	6.100%	6.305%	97.259
		<u>9,210,000</u>			
2060 Term Bond Component:					
	06/15/2054	1,255,000	6.250%	6.435%	97.396
	06/15/2055	1,335,000	6.250%	6.435%	97.396
	06/15/2056	1,420,000	6.250%	6.435%	97.396
	06/15/2057	1,510,000	6.250%	6.435%	97.396
	06/15/2058	1,600,000	6.250%	6.435%	97.396
	06/15/2059	1,700,000	6.250%	6.435%	97.396
	06/15/2060	1,810,000	6.250%	6.435%	97.396
		<u>10,630,000</u>			
		<u>27,325,000</u>			

Dated Date	02/13/2024	
Delivery Date	02/13/2024	
First Coupon	06/15/2024	
Par Amount	27,325,000.00	
Original Issue Discount	-739,000.95	
Production	26,585,999.05	97.295513%
Underwriter's Discount	-273,250.00	-1.000000%
Purchase Price	26,312,749.05	96.295513%
Accrued Interest	-	
Net Proceeds	26,312,749.05	

BOND SUMMARY STATISTICS

KIPP : Miami - 37 Year Scenario
Proposed Series 2024A Financing (5 Year Call, Assumes S&P BB)

Dated Date	02/13/2024
Delivery Date	02/13/2024
Last Maturity	06/15/2060
Arbitrage Yield	6.299631%
True Interest Cost (TIC)	6.390633%
Net Interest Cost (NIC)	6.263865%
All-In TIC	6.661838%
Average Coupon	6.115976%
Average Life (years)	25.049
Weighted Average Maturity (years)	25.054
Duration of Issue (years)	12.312
Par Amount	27,325,000.00
Bond Proceeds	26,585,999.05
Total Interest	41,861,722.89
Net Interest	42,873,973.84
Total Debt Service	69,186,722.89
Maximum Annual Debt Service	1,924,962.50
Average Annual Debt Service	1,903,930.61
Underwriter's Fees (per \$1000)	
Average Takedown	-
Other Fee	10.000000
Total Underwriter's Discount	10.000000
Bid Price	96.295513

<i>Bond Component</i>	<i>Par Value</i>	<i>Price</i>	<i>Average Coupon</i>	<i>Average Life</i>	<i>Duration</i>	<i>PV of 1 bp change</i>
2033 Term Bond Component	2,310,000.00	97.401	4.850%	6.529	5.574	1,663.20
2043 Term Bond Component	5,175,000.00	97.107	5.800%	15.302	10.153	5,692.50
2053 Term Bond Component	9,210,000.00	97.259	6.100%	25.323	12.979	11,973.00
2060 Term Bond Component	10,630,000.00	97.396	6.250%	33.581	14.170	14,563.10
	27,325,000.00			25.049		33,891.80

	<u>TIC</u>	<u>All-In TIC</u>	<u>Arbitrage Yield</u>
Par Value	27,325,000.00	27,325,000.00	27,325,000.00
+ Accrued Interest	-	-	-
+ Premium (Discount)	-739,000.95	-739,000.95	-739,000.95
- Underwriter's Discount	-273,250.00	-273,250.00	
- Cost of Issuance Expense		-829,700.00	
- Other Amounts	-	-	-
Target Value	<u>26,312,749.05</u>	<u>25,483,049.05</u>	<u>26,585,999.05</u>
Target Date	02/13/2024	02/13/2024	02/13/2024
Yield	6.390633%	6.661838%	6.299631%

BOND MATURITY STATISTICS

KIPP : Miami - 37 Year Scenario
Proposed Series 2024A Financing (5 Year Call, Assumes S&P BB)

<i>Bond Component</i>	<i>Maturity Date</i>	<i>Amount</i>	<i>Rate</i>	<i>Yield</i>	<i>Price</i>	<i>Principal Cost</i>	<i>Yield to Maturity (IRR)</i>	<i>First Call Date</i>	<i>First Call Price</i>	<i>Yield to First Call (IRR)</i>	<i>Average Life</i>	<i>Duration to Maturity</i>	<i>PV of 1 bp change</i>
TERM33:	06/15/2033	2,310,000	4.850%	5.204%	97.401	2,249,963.10	5.33443%	06/15/2028	103.00	6.03153%	6.529	5.574	1,663.20
TERM43:	06/15/2043	5,175,000	5.800%	6.055%	97.107	5,025,287.25	6.09733%	06/15/2028	103.00	7.19241%	15.302	10.153	5,692.50
TERM53:	06/15/2053	9,210,000	6.100%	6.305%	97.259	8,957,553.90	6.32014%	06/15/2028	103.00	7.45256%	25.323	12.979	11,973.00
TERM60:	06/15/2060	10,630,000	6.250%	6.435%	97.396	10,353,194.80	6.44136%	06/15/2028	103.00	7.56564%	33.581	14.170	14,563.10
		27,325,000				26,585,999.05							33,891.80

BOND DEBT SERVICE

KIPP : Miami - 37 Year Scenario
Proposed Series 2024A Financing (5 Year Call, Assumes S&P BB)

<i>Period Ending</i>	<i>Principal</i>	<i>Coupon</i>	<i>Interest</i>	<i>Debt Service</i>
06/30/2024	-	-	555,225.39	555,225.39
06/30/2025	-	-	1,638,370.00	1,638,370.00
06/30/2026	-	-	1,638,370.00	1,638,370.00
06/30/2027	285,000	4.850%	1,638,370.00	1,923,370.00
06/30/2028	300,000	4.850%	1,624,547.50	1,924,547.50
06/30/2029	310,000	4.850%	1,609,997.50	1,919,997.50
06/30/2030	330,000	4.850%	1,594,962.50	1,924,962.50
06/30/2031	345,000	4.850%	1,578,957.50	1,923,957.50
06/30/2032	360,000	4.850%	1,562,225.00	1,922,225.00
06/30/2033	380,000	4.850%	1,544,765.00	1,924,765.00
06/30/2034	395,000	5.800%	1,526,335.00	1,921,335.00
06/30/2035	420,000	5.800%	1,503,425.00	1,923,425.00
06/30/2036	445,000	5.800%	1,479,065.00	1,924,065.00
06/30/2037	470,000	5.800%	1,453,255.00	1,923,255.00
06/30/2038	495,000	5.800%	1,425,995.00	1,920,995.00
06/30/2039	525,000	5.800%	1,397,285.00	1,922,285.00
06/30/2040	555,000	5.800%	1,366,835.00	1,921,835.00
06/30/2041	590,000	5.800%	1,334,645.00	1,924,645.00
06/30/2042	620,000	5.800%	1,300,425.00	1,920,425.00
06/30/2043	660,000	5.800%	1,264,465.00	1,924,465.00
06/30/2044	695,000	6.100%	1,226,185.00	1,921,185.00
06/30/2045	740,000	6.100%	1,183,790.00	1,923,790.00
06/30/2046	785,000	6.100%	1,138,650.00	1,923,650.00
06/30/2047	830,000	6.100%	1,090,765.00	1,920,765.00
06/30/2048	880,000	6.100%	1,040,135.00	1,920,135.00
06/30/2049	935,000	6.100%	986,455.00	1,921,455.00
06/30/2050	990,000	6.100%	929,420.00	1,919,420.00
06/30/2051	1,055,000	6.100%	869,030.00	1,924,030.00
06/30/2052	1,115,000	6.100%	804,675.00	1,919,675.00
06/30/2053	1,185,000	6.100%	736,660.00	1,921,660.00
06/30/2054	1,255,000	6.250%	664,375.00	1,919,375.00
06/30/2055	1,335,000	6.250%	585,937.50	1,920,937.50
06/30/2056	1,420,000	6.250%	502,500.00	1,922,500.00
06/30/2057	1,510,000	6.250%	413,750.00	1,923,750.00
06/30/2058	1,600,000	6.250%	319,375.00	1,919,375.00
06/30/2059	1,700,000	6.250%	219,375.00	1,919,375.00
06/30/2060	1,810,000	6.250%	113,125.00	1,923,125.00
	27,325,000		41,861,722.89	69,186,722.89

NET DEBT SERVICE

KIPP : Miami - 37 Year Scenario
Proposed Series 2024A Financing (5 Year Call, Assumes S&P BB)

<i>Period Ending</i>	<i>Principal</i>	<i>Coupon</i>	<i>Interest</i>	<i>Total Debt Service</i>	<i>Debt Service Reserve Fund</i>	<i>Net Debt Service</i>
06/30/2024	-	-	555,225.39	555,225.39	-29,538.40	525,686.99
06/30/2025	-	-	1,638,370.00	1,638,370.00	-87,162.50	1,551,207.50
06/30/2026	-	-	1,638,370.00	1,638,370.00	-87,162.50	1,551,207.50
06/30/2027	285,000	4.850%	1,638,370.00	1,923,370.00	-87,162.50	1,836,207.50
06/30/2028	300,000	4.850%	1,624,547.50	1,924,547.50	-87,162.50	1,837,385.00
06/30/2029	310,000	4.850%	1,609,997.50	1,919,997.50	-87,162.50	1,832,835.00
06/30/2030	330,000	4.850%	1,594,962.50	1,924,962.50	-87,162.50	1,837,800.00
06/30/2031	345,000	4.850%	1,578,957.50	1,923,957.50	-87,162.50	1,836,795.00
06/30/2032	360,000	4.850%	1,562,225.00	1,922,225.00	-87,162.50	1,835,062.50
06/30/2033	380,000	4.850%	1,544,765.00	1,924,765.00	-87,162.50	1,837,602.50
06/30/2034	395,000	5.800%	1,526,335.00	1,921,335.00	-87,162.50	1,834,172.50
06/30/2035	420,000	5.800%	1,503,425.00	1,923,425.00	-87,162.50	1,836,262.50
06/30/2036	445,000	5.800%	1,479,065.00	1,924,065.00	-87,162.50	1,836,902.50
06/30/2037	470,000	5.800%	1,453,255.00	1,923,255.00	-87,162.50	1,836,092.50
06/30/2038	495,000	5.800%	1,425,995.00	1,920,995.00	-87,162.50	1,833,832.50
06/30/2039	525,000	5.800%	1,397,285.00	1,922,285.00	-87,162.50	1,835,122.50
06/30/2040	555,000	5.800%	1,366,835.00	1,921,835.00	-87,162.50	1,834,672.50
06/30/2041	590,000	5.800%	1,334,645.00	1,924,645.00	-87,162.50	1,837,482.50
06/30/2042	620,000	5.800%	1,300,425.00	1,920,425.00	-87,162.50	1,833,262.50
06/30/2043	660,000	5.800%	1,264,465.00	1,924,465.00	-87,162.50	1,837,302.50
06/30/2044	695,000	6.100%	1,226,185.00	1,921,185.00	-87,162.50	1,834,022.50
06/30/2045	740,000	6.100%	1,183,790.00	1,923,790.00	-87,162.50	1,836,627.50
06/30/2046	785,000	6.100%	1,138,650.00	1,923,650.00	-87,162.50	1,836,487.50
06/30/2047	830,000	6.100%	1,090,765.00	1,920,765.00	-87,162.50	1,833,602.50
06/30/2048	880,000	6.100%	1,040,135.00	1,920,135.00	-87,162.50	1,832,972.50
06/30/2049	935,000	6.100%	986,455.00	1,921,455.00	-87,162.50	1,834,292.50
06/30/2050	990,000	6.100%	929,420.00	1,919,420.00	-87,162.50	1,832,257.50
06/30/2051	1,055,000	6.100%	869,030.00	1,924,030.00	-87,162.50	1,836,867.50
06/30/2052	1,115,000	6.100%	804,675.00	1,919,675.00	-87,162.50	1,832,512.50
06/30/2053	1,185,000	6.100%	736,660.00	1,921,660.00	-87,162.50	1,834,497.50
06/30/2054	1,255,000	6.250%	664,375.00	1,919,375.00	-87,162.50	1,832,212.50
06/30/2055	1,335,000	6.250%	585,937.50	1,920,937.50	-87,162.50	1,833,775.00
06/30/2056	1,420,000	6.250%	502,500.00	1,922,500.00	-87,162.50	1,835,337.50
06/30/2057	1,510,000	6.250%	413,750.00	1,923,750.00	-87,162.50	1,836,587.50
06/30/2058	1,600,000	6.250%	319,375.00	1,919,375.00	-87,162.50	1,832,212.50
06/30/2059	1,700,000	6.250%	219,375.00	1,919,375.00	-87,162.50	1,832,212.50
06/30/2060	1,810,000	6.250%	113,125.00	1,923,125.00	-1,922,162.50	962.50
	27,325,000		41,861,722.89	69,186,722.89	-5,002,388.40	64,184,334.49

RESERVE FUND

KIPP : Miami - 37 Year Scenario
Proposed Series 2024A Financing (5 Year Call, Assumes S&P BB)

Debt Service Reserve Fund (DSRF)

<i>Date</i>	<i>Deposit</i>	<i>Interest @ 4.75%</i>	<i>Principal</i>	<i>Debt Service</i>	<i>Balance</i>
06/30/2024	1,835,000	29,538.40	-	-29,538.40	1,835,000
06/30/2025	-	87,162.50	-	-87,162.50	1,835,000
06/30/2026	-	87,162.50	-	-87,162.50	1,835,000
06/30/2027	-	87,162.50	-	-87,162.50	1,835,000
06/30/2028	-	87,162.50	-	-87,162.50	1,835,000
06/30/2029	-	87,162.50	-	-87,162.50	1,835,000
06/30/2030	-	87,162.50	-	-87,162.50	1,835,000
06/30/2031	-	87,162.50	-	-87,162.50	1,835,000
06/30/2032	-	87,162.50	-	-87,162.50	1,835,000
06/30/2033	-	87,162.50	-	-87,162.50	1,835,000
06/30/2034	-	87,162.50	-	-87,162.50	1,835,000
06/30/2035	-	87,162.50	-	-87,162.50	1,835,000
06/30/2036	-	87,162.50	-	-87,162.50	1,835,000
06/30/2037	-	87,162.50	-	-87,162.50	1,835,000
06/30/2038	-	87,162.50	-	-87,162.50	1,835,000
06/30/2039	-	87,162.50	-	-87,162.50	1,835,000
06/30/2040	-	87,162.50	-	-87,162.50	1,835,000
06/30/2041	-	87,162.50	-	-87,162.50	1,835,000
06/30/2042	-	87,162.50	-	-87,162.50	1,835,000
06/30/2043	-	87,162.50	-	-87,162.50	1,835,000
06/30/2044	-	87,162.50	-	-87,162.50	1,835,000
06/30/2045	-	87,162.50	-	-87,162.50	1,835,000
06/30/2046	-	87,162.50	-	-87,162.50	1,835,000
06/30/2047	-	87,162.50	-	-87,162.50	1,835,000
06/30/2048	-	87,162.50	-	-87,162.50	1,835,000
06/30/2049	-	87,162.50	-	-87,162.50	1,835,000
06/30/2050	-	87,162.50	-	-87,162.50	1,835,000
06/30/2051	-	87,162.50	-	-87,162.50	1,835,000
06/30/2052	-	87,162.50	-	-87,162.50	1,835,000
06/30/2053	-	87,162.50	-	-87,162.50	1,835,000
06/30/2054	-	87,162.50	-	-87,162.50	1,835,000
06/30/2055	-	87,162.50	-	-87,162.50	1,835,000
06/30/2056	-	87,162.50	-	-87,162.50	1,835,000
06/30/2057	-	87,162.50	-	-87,162.50	1,835,000
06/30/2058	-	87,162.50	-	-87,162.50	1,835,000
06/30/2059	-	87,162.50	-	-87,162.50	1,835,000
06/30/2060	-	87,162.50	1,835,000	-1,922,162.50	-
	1,835,000	3,167,388.40	1,835,000	-5,002,388.40	

Yield To Receipt Date: 4.7503483%
Arbitrage Yield: 6.2996307%
Value of Negative Arbitrage: 403,851.80

RESOLUTION NO. 01-24

A RESOLUTION OF THE GOVERNING BOARD OF THE CAPITAL TRUST AUTHORITY AWARDED SALE OF NOT TO EXCEED \$29,000,000 CAPITAL TRUST AUTHORITY EDUCATIONAL FACILITIES REVENUE AND REVENUE REFUNDING BONDS (KIPP MIAMI NORTH CAMPUS 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 PROJECT HEREIN DESCRIBED; AUTHORIZING EXECUTION AND DELIVERY OF A BOND 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 KSF NW 110th Street, LLC, a Florida limited liability company (the "Borrower"), the sole member of which is KIPP South Florida Educational Facilities, 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 3000 NW 110th Street, Miami, Florida 33167, 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 costs of the Project hereinafter described; and

WHEREAS, pursuant to the Act and the Plan of Finance, the Issuer did on October 26, 2023, duly adopt Resolution No. 17-23 (the "Inducement Resolution") expressing its intent to issue its not to exceed \$90,000,000 Educational Facilities Revenue and Revenue Refunding 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) refinancing that certain KSF 110 Promissory Note, Series 2022A Senior, dated March 25, 2022, issued by the Borrower in favor of PNC Bank, National Association, the proceeds of which were used to finance the acquisition, construction, furnishing and equipping of an approximately 110,000 square foot building, including furnishings/equipment, outdoor play areas, parking, and student pick-up/drop-off areas located at 3000 NW 110th Street, Miami, Florida, which accommodates up to 1,904 students in grades K through 12 on an approximately 6-acre site leased from The District Board of Trustees of Miami Dade College, Florida Miami Dade College (collectively, the "Facilities") and certain related development costs; (ii) funding a debt service reserve fund for the Bonds; and (iii) paying certain issuance costs of 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 \$29,000,000, pursuant to a Bond Trust Indenture more particularly described herein (the "Indenture") between the Issuer and Wilmington Trust, 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 November 16, 2023, and it is expected that the 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 November 20, 2023, in the City Council Chambers located at 1070

Shoreline Drive, Gulf Breeze, Florida 32561, and the elected representative approval was received on November 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 Revenue and Revenue Refunding Bonds (KIPP Miami North Campus Project)," 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 \$29,000,000. 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 PNC Capital Markets LLC (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," "LITIGATION – The Issuer" and "DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS" 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 Nelson Mullins Riley & Scarborough LLP, as Bond Counsel to the Borrower ("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 Bond Trustee, Paying Agent and Registrar.

Wilmington Trust, 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 January 18, 2024.

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. 01-24 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 18th day of January, 2024, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this ___ day of January, 2024.

CAPITAL TRUST AUTHORITY

By: _____
Its: Secretary

EXHIBIT A

FORM OF NEGOTIATED SALE DISCLOSURE STATEMENT

[DATE]

Capital Trust Authority
Gulf Breeze, Florida

KSF NW 110th Street, LLC
3000 NW 110th Street
Miami, Florida 33167

Re: \$ _____ Capital Trust Authority Educational Facilities Revenue and Revenue Refunding Bonds (KIPP Miami North Campus Project), Series 2024A (the "Bonds")

Ladies and Gentlemen:

Pursuant to Chapter 218.385, Florida Statutes, and in reference to the issuance of Bonds as set forth above, PNC Capital Markets LLC (the "Underwriter"), makes the following disclosures to Capital Trust Authority (the "Issuer") and KSF NW 110th Street, LLC, a Florida limited liability company (the "Borrower"), the sole member of which is KIPP South Florida Educational Facilities, 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, the Borrower and KIPP Miami, Inc. (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:

PNC Capital Markets LLC
1600 Market Street, 21st Floor
Philadelphia, Pennsylvania 19103
Greg McKenna, Managing Director

(f) *Truth in Bonding Statement.* The Bonds are being issued for the purpose of financing or refinancing, including through reimbursement, (i) refinancing that certain KSF 110 Promissory Note, Series 2022A Senior, dated March 25, 2022, issued by the Borrower in favor of PNC Bank, National Association, the proceeds of which were used to finance the acquisition, construction, furnishing and equipping of an approximately 110,000 square foot building, including furnishings/equipment, outdoor play areas, parking, and student pick-up/drop-off areas located at 3000 NW 110th Street, Miami, Florida, which accommodates up to 1,904 students in grades K through 12 on an approximately 6-acre site leased from The District Board of Trustees of Miami Dade College, Florida Miami Dade College (collectively, the "Facilities") and certain related development costs; (ii) funding a debt service reserve fund for the Bonds; and (iii) paying certain issuance costs of 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.

PNC CAPITAL MARKETS LLC

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

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: Team Success, A School of Excellence
DATE: January 18, 2024

Introduction

Team Success, A School of Excellence (“Team Success” or the Borrower) has applied to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$22,000,000 of tax-exempt bonds to finance or refinance the acquisition of a charter school in Manatee County, FL.

Capital Trust Agency (“Agency”) has issued bonds on behalf of this Borrower twice in the past – first in 2020 and then 2022. The Agency issued bonds in order for the Borrower to construct a new charter school to be known as the South Campus. The Borrower operates 2 charter schools in Manatee County. The South Campus ran into construction delays and will open in the Fall of 2024 for the first time. In the meantime, the North campus has been able to pay the debt service on the project. The Borrower is currently operating at a 2x debt service and 75 days cash on hand.

The school was unable to purchase the North Campus during the initial financings due to the seller not wanting to sell. Now, the owner of the North Campus is ready to sell the property.

Description of the Applicant



Team Success has consistently been an “A” or “B” school serving approximately 1,300 students in grades K-12. The school has been in existence since 1997 when the Police Athletic League opened a charter school for approximately 100 students. Since then, the school has grown to serve more than 1,300 students and has been designated by the State of Florida as a High Performing School.

Financing

The application proposes CTA issue \$17,845,000 to be used to finance the acquisition, deferred maintenance, costs of issuance, reserve fund, and capitalized interest.

Recommendation

It is the recommendation of Authority staff that the Board adopt Resolution 02-24, approving the issuance of not to exceed \$22,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 1/18.

RESOLUTION NO. 02-24

A RESOLUTION OF THE CAPITAL TRUST AUTHORITY EXPRESSING ITS INTENT TO ISSUE CAPITAL TRUST AUTHORITY EDUCATIONAL FACILITIES 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 \$22,000,000 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, Team Success A School of Excellence, 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 and real property, 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 Bradenton, Manatee 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 Revenue Bonds in an aggregate principal amount not to exceed \$22,000,000 (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 \$22,000,000 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 of the Authority (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 placed or sold at a negotiated sale by or to Raymond James & Associates, Inc., 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 January 18, 2024.

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. 02-24 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 18th day of January, 2024, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this ___ day of January, 2024.

CAPITAL TRUST AUTHORITY

By: _____

Its: Secretary

EXHIBIT A

FORM OF LETTER

[CTA Letterhead]

January 18, 2024

Team Success A School of Excellence, Inc.
202 13th Avenue East
Bradenton, Florida 34208

Re: Proposed (i) acquisition, construction, renovation, expansion, 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 (as herein defined).

Ladies and Gentlemen:

Based upon recent discussions with representatives of Team Success A School of Excellence, 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, of the acquisition, construction, renovation, expansion, installation, furnishing and equipping of the Facilities, as more fully described on Schedule I to Resolution No. 02-24 adopted by the Authority on January 18, 2024 (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 \$22,000,000 (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 \$22,000,000 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 January 1, 2025, 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 18th day of January, 2024.

**TEAM SUCCESS A SCHOOL OF EXCELLENCE,
INC.**

By: _____

Name: _____

Title: _____

SCHEDULE I

DESCRIPTION OF THE FACILITIES

The Facilities consist primarily of the following:

(i) the acquisition and renovation of an existing approximately 89,621 square foot building consisting of administrative facilities, classrooms, a cafeteria, a kitchen, a gymnasium, and basketball and soccer facilities, located on approximately 11 acres of land, located at 202 13th Avenue East, Bradenton, Manatee County, Florida 34208, including the real property upon which such facilities are located (the "Existing North Campus Facilities"), and the construction, expansion, installation and equipping of an additional parking lot, a bus maintenance facility, tennis and golf facilities and a new paved driveway around the existing basketball and soccer area (the "North Campus Expansion Facilities" and together with the Existing North Campus Facilities, the "North Campus Facilities"), all to include related facilities, fixtures, furnishings and equipment and to accommodate approximately 1,368 students in grades K-12, known as "Team Success North Campus"; and

(ii) the acquisition, construction, expansion, installation and equipping of classrooms, covered walkways, maintenance buildings, a parking lot, fencing and signage, totaling approximately 21,440 square feet, located on approximately 15.56 acres of land, located at 8231 Lindbergh Court, Sarasota, Florida 34243 (the "South Campus Expansion Facilities" and together with the North Campus Facilities, the "Facilities"), all to include related facilities, fixtures, furnishings and equipment and to accommodate approximately 1,625 students in grades K-12, to be known as "Team Success South Campus".

Capital Trust Authority

1/18/2024

Capital Trust Authority Board of Directors

From: Denis A. McKinnon, III

CTA Pipeline Report

The purpose of this report is to provide you with information concerning projects that have either 1) sent applications to CTA that have not yet come to the Board for Inducement, 2) have been Induced and not yet been brought to the Board for final action, or 3) are brief reminders of projects before the Board.

Kid's Community College Charter Schools

Inducement Date	5/11/2023
Inducement Amount	\$16,500,000
Project Type	Public Charter School
Location	Riverview, FL

KCC successfully closed in December of 2023. CTA issued \$12,960,000 bonds on behalf of the school. This project will be removed from future pipeline reports.

Independence Classical Academy

Inducement Date	7/20/2023
Inducement Amount	\$25,000,000
Project Type	Public Charter School
Location	Ft. Pierce, FL

General Overview
Independence Classical submitted an application to finance the construction of its charter school facilities and refinance existing debt. The project is expected to close during the 1Q24

Orlando College of Osteopathic Medicine

Inducement Date	10/17/2023
Inducement Amount	\$145,000,000
Project Type	Higher Education
Location	Orlando, FL

General Overview
OCOM is a start up college seeking to fill the need for Osteopathic practitioners in Florida. Butler Snow as Bond Counsel is drafting legal documents and expects to close in February of 2024.

Capital Trust Authority

Creative Learning Academy

Inducement Date 10/17/2023
Inducement Amount \$9,500,000
Project Type Private School
Location Pensacola, FL
General Overview This project closed on December 16. CTA successfully issued \$9,500,000 bonds on behalf of CLA. This project will be removed from future pipeline reports.

KIPP Miami

Inducement Date 10/26/2023
Inducement Amount \$90,000,000
Project Type Public Charter School
Location Miami, FL
General Overview KIPP has applied to the CTA for the refinancing of existing debt on a charter school facility located in Miami, FL. KIPP operates over 280 charter schools across 20 states and the District of Columbia. KIPP is a member of the Florida School of Hope Program. The bonds are expected to close in February.

AcadeMir Charter School West High School

Inducement Date 11/16/2023
Inducement Amount \$17,500,000
Project Type Public Charter School
Location Miami, FL
General Overview AcadeMir operates multiple charter schools in the Miami area. The schools have more than 1,000 student waitlist. Capital Trust Agency and Capital Trust Authority have issued bonds on behalf of AcadeMir 4 times. This is the operator's next charter school to be located in Miami, FL. The project is expected to close in February.

IDEA Public Schools, Inc.

Inducement Date 11/16/2023
Inducement Amount \$84,000,000
Project Type Public Charter Schools
Location Hillsborough and Duval Counties
General Overview IPS closed in December 2023. CTA issued \$87,000,000 bonds on behalf of the charter school operator. This project will be removed from future pipeline reports.

Capital Trust Authority

Mohawk Valley Solid Waste

Inducement Date	11/16/2023
Inducement Amount	\$45,000,000
Project Type	Solid Waste
Location	Walton County, FL
General Overview	The project will consist of the land acquisition and construction of a solid waste disposal site in Walton County. Bond Counsel will apply for a Private Activity Bond Allocation from the State of Florida in January. The project is expected to close in early 2024.

Sumter County Workforce Housing

Inducement Date	Pending
Inducement Amount	\$40,000,000
Project Type	Workforce Housing
Location	Sumter County, FL
General Overview	This borrower is in the process of completing an application to the CTA. The project will consist of the land acquisition and construction of a workforce housing project in Sumter County, FL.