

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

Thursday January 23, 2025
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), Christy Larkins (Secretary), Mayor JB Schluter (Board Member), Burt Snooks (Board Member), Harrison Wilder (Board Member), Cherry Fitch (Board Member), Kareem Spratling (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 – November 22, 2024	Denis McKinnon, III
3.	Minutes – December 12, 2024	Denis McKinnon, III
4.	Award Resolution 01-25 – St. John’s Classical Academy	Denis McKinnon, III
5.	Inducement Resolution 02-25 – Quality Senior Housing – Central Florida	Denis McKinnon, III
6.	Inducement Resolution 03-25 – Quality Senior Housing – St. Augustine	Denis McKinnon, III
7.	Pipeline Report	Denis McKinnon, III
8.	12-31-24 Financials	Denis McKinnon, III
9.	Adjourn	Denis McKinnon, III
10.	Call to Order	Chris Kemp

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

The 29th meeting of the Capital Trust Authority, Inc., Gulf Breeze, Florida, was held at 315 Fairpoint Dr, Gulf Breeze, Florida and on Friday, November 22, 2024 at 9:00 a.m.

The following Board Members were present: Chris Kemp (Chairman), Gary Michaels (Vice-Chairman), Deborah Roche (Assistant Secretary), Burt Snooks (Board Member), Harry Wilder (Board Member), Bobby Potomski (Board Member), and Mayor Cherry Fitch (Board Member). Also attending were Denis McKinnon (Executive Director), Connie Beargie (Office Administrator) and Samantha Abell (City Manager). Attending via teleconference was Kareem Spratling (BMO Bond Counsel), and Alex Moorhead (CTA Intern). Special guests were Richard Moreno (Building Hope, FA).

AGENDA ITEM:

Capital Trust Authority Minutes from 10/29/2024

DISCUSSION:

No discussion.

MOTION/ACTION:

Mayor Cherry Fitch made a motion to approve the minutes as presented. Deborah Roche seconded. Vote for approval was 7-0.

AGENDA ITEM:

Award Resolution 47-24 – Plato Academy

DISCUSSION:

Plato Academy operates 9 public charter schools across Pinellas, Hillsborough, and Pasco Counties, Florida. The purpose of the bonds is to finance the acquisition and outstanding debt of the currently leased facilities. Plato is open to all students and places an emphasis on Greek culture.

Gary Michaels commented that the presentation packet looks good.

MOTION/ACTION:

Deborah Roche made a motion to approve Resolution 47-24 as presented. Bobby Potomski seconded. Vote for approval was 7-0.

AGENDA ITEM:

Inducement Resolution 48-24 – St. John’s Classical Academy

DISCUSSION:

St. John’s Classical Academy is an existing charter school operating two schools in Clay County, Florida. The two campuses have approximately 1,380 students in grades K-12 with a waitlist of 810 students. The purpose of the bonds is to refinance existing debt, acquire and install modular classrooms and finance capital improvements at both campuses.

Denis McKinnon stated the Agency successfully issued bonds for the St. John’s group in 2017 and again in 2021 and the schools continue to perform well.

Harry Wilder asked about the increase in enrollment from 2023 to 2024. Denis McKinnon replied that the new school opened during that time frame and the increased enrollment numbers were expected. Harry Wilder asked about the increased expenses reported in the audit. Kareem Spratling replied that the revenues will be reported on parity and the two schools will share both the revenues and the expenses.

Gary Michaels asked about demographics for the schools. Richard Moreno stated he would provide them.

Gary Michaels and asked why the schools keep coming back for more financing requests. Richard Moreno stated the school continues to grow and performs very well; enrollment is strong with a waitlist over 800 students. Parents want their kids in this school system. Denis McKinnon continued that the school is growing to meet rising student demand and needs additional funding to grow.

Deborah Roche reported that she visited the site and had a satisfactory experience. She was pleased to see no evidence of prejudice or discrimination.

Mayor Cherry Fitch asked about buses for the students. Denis McKinnon replied he would inquire with the school as to whether or not buses were provided.

Harry Wilder asked if the Hillsdale classical curriculum which represents a specific style of morality, culture, and philosophy is a state approved program. Richard Moreno stated is

approved and the teachers are well versed in the classical approach which also includes classical studies in romanticism, the arts and liberal arts.

MOTION/ACTION:

Harry Wilder made a motion to approve Resolution 48-24 provided satisfactory student and faculty demographics will be presented. Deborah Roche seconded. Vote for approval was 7-0.

AGENDA ITEM:

Pipeline Report

DISCUSSION:

Denis McKinnon gave an overview of the pipeline report.

MOTION/ACTION:

No Motion Required.

No other formal business of the board was taken and the meeting adjourned at approximately 9:40am.

Minutes submitted by: _____ Connie Beargie, Office Administrator

Approved by: _____ Chris Kemp, Chairman

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

The 30th meeting of the Capital Trust Authority, Inc., Gulf Breeze, Florida, was held at 315 Fairpoint Dr, Gulf Breeze, Florida and on Thursday, December 12, 2024 at 9:00 a.m.

The following Board Members were present: Chris Kemp (Chairman), Gary Michaels (Vice-Chairman), Burt Snooks (Board Member), Harry Wilder (Board Member), Christy Larkins (Secretary), Cherry Fitch (Board Member) and Mayor JB Schluter (Board Member). Also attending were Denis McKinnon (Executive Director), Connie Beargie (Office Administrator) and Samantha Abell (City Manager). Attending via teleconference was Kareem Spratling (BMO Bond Counsel), and Alex Moorhead (CTA Intern). Special guest was Robert Ryan, III (First Tryon Advisors).

AGENDA ITEM:

Award Resolution 49-24 – Trinity Preparatory School

DISCUSSION:

Trinity Preparatory School is an existing, successful private school located in Winter Park, Florida. The purpose of the bonds is to refinance two outstanding loans and construct new facilities on campus. The financing will be a private placement with Synovus Bank.

Christy Larkins asked if CTA has previously worked with this group. Denis McKinnon replied that we have worked with First Tryon Advisors as financial advisors for the Creative Learning Academy transaction, but this is our first transaction with Trinity Prep. Denis stated his understanding is this transaction is the first of many to come for the expanding school.

Denis McKinnon stated the award resolution has been increased to \$46,500,000 in order to accommodate enrollment growth. Additional dining space will be added along with the wellness center in the 2nd construction phase.

Gary Michaels stated the results of the school's capital campaign is impressive. Gary Michaels asked for the enrollment projections and the overall demographics of the school. Robert Ryan replied the school's growth rate is 20% and the staffing is hired in anticipation of the projected growth.

MOTION/ACTION:

Christy Larkins made a motion to approve Resolution 49-24 as presented. Cherry Fitch seconded. Vote for approval was 7-0.

AGENDA ITEM:

Gulf Breeze After School Program Event Sponsorship

DISCUSSION:

Denis McKinnon stated in celebration of our retiring officials, Mayor Cherry Fitch and Mayor Pro Tem Tom Naile, The City of Gulf Breeze is hosting a Denim and Pearls fundraiser to benefit the Gulf Breeze After School Program. Denis McKinnon stated the Gulf Breeze After-School program offers free comprehensive after school experiences for students in the community. The program operates Monday-Friday from 1:30 to 5:30pm. The program serves over 100 students daily.

The City of Gulf Breeze is requesting a \$10,000 sponsorship to assist with the catering for the event.

MOTION/ACTION:

Cherry Fitch made a motion to approve the sponsorship not to exceed \$10,000. Harry Wilder seconded. Vote for approval was 7-0.

AGENDA ITEM:

Pipeline Report

DISCUSSION:

Denis McKinnon gave an overview of the pipeline report.

MOTION/ACTION:

No Motion Required.

AGENDA ITEM:

FYE Financials as of 10/31/2024

DISCUSSION:

Denis McKinnon stated we should anticipate another bond validation for the coming year.

Denis McKinnon also stated the Authority began sharing overhead expenses with CTA at the start of the new fiscal year. The goal will be to push all overhead expenses to the Authority as the program progresses.

Harry Wilder asked if the application fees are refundable. Denis McKinnon stated generally not, but we can make exceptions as deemed necessary. Denis McKinnon explained the purpose of the fee is to cover costs up to the date of closing as well as attorney's fees.

MOTION/ACTION:

No Motion Required.

No other formal business of the board was taken and the meeting adjourned at approximately 9:15am.

Minutes submitted by: _____ Connie Beargie, Office Administrator

Approved by: _____ Chris Kemp, Chairman

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: St. John's Classical Academy
DATE: January 23, 2025

Introduction

St. John's Classical Academy ("St. John's" or the Borrower) submitted an application to the Capital Trust Authority (the "Authority") for the issuance of not to exceed \$24,000,000 of tax-exempt bonds to refinance existing debt, acquire and install modular classrooms, and capital improvements at the original Fleming Island campus and, new, Orange Park campus.

Description of the Borrower

The Capital Trust Agency has issued bonds on behalf of St. John's twice. Both of those transactions are performing well and Agency staff reports no issues with the Borrower or schools. In 2017, the Agency issued \$12,215,000 for the school to purchase and renovate their Fleming Island campus and then again in 2021, the Agency issued \$17,215,000 for an expansion project of that same location.

St. John's operates 2 schools in Clay County, FL. Between the 2 campuses, St. John's has 1,379 students enrolled in grades K-12 with a waitlist of 810 students. Fleming Island operates as a K-12 and Orange Park as K-6 expanding to K-8 in the coming years.

As requested during inducement, the school's population is made up of 23.9% minority students and 5.2% economically disadvantaged students.



Description of the Project

The proposed project would utilize bond proceeds to finance the acquisition, construction and equipping of modular classrooms, payoff \$8,000,000 loan used to acquire the site as well as construction of the gym floor – all of which are at the Orange Park location. Additionally, bond proceeds will be used to refinance \$8,000,000 used to expand the Fleming Island campus, FF&E, and additional site work and improvements.

Financing

These bonds will be publicly offered to qualified institutional buyers and accredited investors in \$100,000 denominations or any integral multiple of \$5,000

thereafter.

St. John's has selected Raymond James to serve as Underwriter. Bryant Miller Olive will serve as Bond Counsel and Issuer's Counsel.

Recommendation

It is the recommendation of Authority staff that the Board adopt Resolution 01-25, approving the issuance of not to exceed 24,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 1/23.



INVESTOR PRESENTATION

January 17, 2025



RAYMOND JAMES

SECTION 1

Overview of St. Johns Classical Academy

OVERVIEW OF ST JOHNS CLASSICAL ACADEMY

PUBLIC FINANCE

MISSION, VISION AND VIRTUES

Mission

“The mission of St. Johns Classical Academy is to develop graduates in mind and character through a classical, content-rich curriculum that emphasizes the principles of virtuous living, traditional learning, and civic responsibility. We are building intelligent, virtuous American citizens.”

Vision

“The vision of St. Johns Classical Academy is to offer a unique option that provides students with classical education. Scholars will receive a cohesive Classical education, which builds upon itself year after year, creating a successful foundation for learning. Scholars will be intentionally taught the benefits of a virtuous character and will be challenged through the lessons taught within the curriculum to develop and strengthen their character. Our teachers will provide the support and attention scholars require in order to meet the high expectations of a Classical education.”

Virtues

St. Johns Classical Academy has a mission to join instruction in principles of moral character and civic virtues through a rigorous academic program. Our virtues require trained minds and generous hearts. This will unite our ability to think and reason with our passions, desires, and feelings.

Rarely does a public school speak openly about virtue, since virtue means we judge our actions against an objective standard of beauty or goodness. Instead, most people speak of values, since in our age we are much more comfortable with language that does not make clear discrimination between good and bad. Indeed, to speak of virtue means that we judge some qualities of character to be better than others, and this entails taking a stand in their defense and attempting to cultivate them in our scholars.

RAYMOND JAMES



OVERVIEW OF ST JOHNS CLASSICAL ACADEMY

ACADEMIC PROGRAM CONT.

The School offers two types of diplomas for high school students. The School Diploma which has the same credits as the State standard with some additional requirements including latin, and the School Scholar Diploma which includes further additional requirements including advanced math, world language, and at least one AP or dual enrollment course. Both degrees require the completion of a 10-15 page Senior Thesis in which students defend a philosophical topic.

	9th Grade	10th Grade	11th Grade	12th Grade
ELA	<ul style="list-style-type: none"> - Honors Classical Literature 	<ul style="list-style-type: none"> - Honors British Literature 	<ul style="list-style-type: none"> - Honors American Literature 	<ul style="list-style-type: none"> - Contemporary Literature Honors
History	<ul style="list-style-type: none"> - Honors Western Civilization 1 	<ul style="list-style-type: none"> - Honors World History 	<ul style="list-style-type: none"> - Honors U.S. History 	<ul style="list-style-type: none"> - Honors Visions and Countervisions: Europe, U.S. and World from 1848
Other Core	<ul style="list-style-type: none"> - Composition / Logic 	<ul style="list-style-type: none"> - Elective 	<ul style="list-style-type: none"> - Elective 	<ul style="list-style-type: none"> - United States Government
Science	<ul style="list-style-type: none"> - Honors Biology 	<ul style="list-style-type: none"> - Honors Chemistry 1 	<ul style="list-style-type: none"> - Honors Chemistry 2 or DE Physics/DE Chemistry 	<ul style="list-style-type: none"> - Honors Astronomy
Math	<ul style="list-style-type: none"> - Honors Algebra 1 or Geometry 	<ul style="list-style-type: none"> - Honors Geometry or Honors Algebra 2 	<ul style="list-style-type: none"> - Honors Algebra 2 - Precalculus - DE Math - College Algebra 	<ul style="list-style-type: none"> - Honors Algebra 2 - Precalculus - Calculus - AP Calculus
Latin Requirement	- Latin 1-4			
Language Elective	- French 1			
	- French 1 & 2			
Classical Core Electives	<ul style="list-style-type: none"> - Art, Band, Chorus, Lead Scholar and Studium 	<ul style="list-style-type: none"> - Art, Band, Chorus, Lead Scholar, Honors Creative Writing - Art, Band, Chorus, Lead Scholar, Honors Creative 		



OVERVIEW OF ST JOHNS CLASSICAL ACADEMY

FACULTY AND STAFFING – ORANGE PARK

- The tables below set forth staffing, teacher retention rate and teacher accreditation for the School.

Faculty and Staffing

	Historical		Current		Projected			
	2023-24	2024-25	2024-25	2025-26	2026-27	2027-28	2028-29	
Classroom Teachers	27	30	30	37	42	42	42	
Specialist Teachers	0	0	0	1	1	1	1	
Teacher Assistant	0	0	0	3	3	3	3	
Administration	2	2	2	2	2	2	2	
Administration Support	9	11	11	14	15	16	16	
Food Service	1	1	1	1	1	1	1	
Other Staff	3	3	3	4	5	5	5	
Total Staffing	42	47	47	62	69	70	70	

Teacher Retention

	2023-24
Teacher Retention Rate	63%

Teacher Level of Education and Accreditation (2023-24 School Year)

	Bachelor's	Master's	Doctorate	% Certified
Percentage of Teachers	19%	11%	-	87%



OVERVIEW OF ST JOHNS CLASSICAL ACADEMY

PUBLIC FINANCE

WAITLIST – FLEMING ISLAND

- The following table sets forth the Fleming Island Campus' waitlist for each of the school years listed

Waitlist Data

Grades	2020-21	2021-22	2022-23	2023-24	2024-25
K	69	62	125	85	54
1	43	29	119	156	82
2	64	40	98	112	170
3	27	99	97	147	67
4	61	68	149	145	155
5	55	75	102	190	28
6	84	71	123	167	72
7	71	138	130	62	141
8	13	64	139	39	32
9	-	0	3	1	1
10	-	1	2	1	1
11	-	0	1	0	1
12	N/A	0	-	1	-
Total	487	647	1,088	1,106	804

OVERVIEW OF ST JOHNS CLASSICAL ACADEMY

PUBLIC FINANCE

WAITLIST – ORANGE PARK

The following table sets forth the Orange Park Campus' waitlist for each of the school years listed

Waitlist Data

Grades	2023-24	2024-25
K	-	-
1	7	-
2	1	-
3	3	1
4	1	3
5	1	1
6	-	-
Total	13	5



OVERVIEW OF ST JOHNS CLASSICAL ACADEMY

SCHOOL COMPETITORS

- The tables below show the letter grades and other academic information for the 2022-23 & 2023-24 school year for the School and other schools that Management has identified as competitors

2023-24 School Year

School	School Grade	Achievement				Learning Gains		
		ELA	Math	Social Studies	Science	ELA	Math	Math
SJCA – Fleming Island	B	61%	65%	93%	54%	53%	55%	
SJCA – Orange Park	C	51%	45%	N/A	46%	51%	35%	
Fleming Island High School	A	75%	81%	89%	92%	63%	65%	
Ridgeview High School	A	64%	54%	86%	78%	62%	58%	
Middleburg High School	A	55%	56%	85%	79%	57%	56%	
Clay High School	A	64%	56%	71%	74%	56%	65%	

2022-23 School Year

School	School Grade	Achievement				Learning Gains		
		ELA	Math	Social Studies	Science	ELA	Math	Math
SJCA – Fleming Island	A	62%	73%	87%	69%	N/A	N/A	
Fleming Island High School	A	73%	66%	86%	86%	N/A	N/A	
Ridgeview High School	A	53%	50%	83%	76%	N/A	N/A	
Middleburg High School	A	49%	50%	80%	73%	N/A	N/A	
Clay High School	B	57%	52%	70%	67%	N/A	N/A	

FACILITIES AND THE PROJECT

FACILITIES OVERVIEW

Fleming Island

- Consists of 3 buildings at totaling approximately 61,000 sf on 10.1 acres.
- 55 total classrooms, technology lab, media center, art room, music room and offices
- Currently at capacity (approximately 1,000).
- Addition funded with a bridge loan is 28,800 sf, with a gymnasium, locker rooms, concessions, 12 new classrooms, science labs, and offices.
- Maximum capacity will be approximately 1,200 upon the completion of the construction project in February 2025.

Fleming Island Campus
114 Canova Rd., Fleming Island, FL 32003



Orange Park

- Consists of 2 primary buildings totaling approximately 39,000 sf on 9.8 acres, along with a modular building of approximately 5,300 sf.
- The project includes the purchase and installation of several modular buildings to support enrollment growth.
- Current max capacity of 478 students with a max capacity of 698 after completion of project.
- 27 classrooms, gymnasium, cafeteria.

Orange Park Campus
1324 Kingsley Ave., Orange Park, FL 32073



The facilities are 7 miles apart

PROPOSED FINANCING

SOURCES AND USES OF FUNDS

Proposed Sources & Uses				
	Series 2025A (Fleming Island)	Series 2025B (Orange Park)	Series 2025C (Taxable)	Total
Sources:				
Par Amount	10,095,000	11,745,000	335,000	22,175,000
Net OID	(222,223)	(256,452)	-	(478,675)
	9,872,777	11,488,548	335,000	21,696,325
	-	-	-	-
Total Sources:	9,872,777	11,488,548	335,000	\$ 21,696,325

	Series 2025A (Fleming Island)	Series 2025B (Orange Park)	Series 2025C (Taxable)	Total
Uses:				
Payoff - Fleming Expansion	8,000,000	-	-	8,000,000
Fleming FF&E	200,000	-	-	-
Fleming Site Work	650,000	-	-	-
Payoff - Orange Park Acquisitor	-	8,000,000	-	8,000,000
Orange Park Portables	-	2,200,000	-	2,200,000
Orange Park Gym Floor	-	100,000	-	100,000
Total Project Fund	8,850,000	10,300,000	-	19,150,000
DSRF	817,549	951,175	27,130	1,795,854
COI & Rounding	112,078	128,997	166,771	407,846
UW Discount	93,151	108,376	141,099	342,625
	205,228	237,373	307,870	750,471
Total Uses:	9,872,777	11,488,548	335,000	\$ 21,696,325

PROPOSED FINANCING

SECURITY AND COVENANTS

Security

- Mortgage on the both the Fleming Island and Orange Park Facilities
- Pledge of Revenues of both Schools
- Debt Service Reserve Fund
- On parity with Series 2021 Bonds

Covenants

- **Days Cash on Hand: 45 Days**
- **Debt Service Coverage Ratio: 1.10x**
- **Additional Indebtedness: A)Debt Service Coverage Ratio for the most recent available fiscal year including the proposed issuance must be at least 1.25x, or B) both (1) the most recent audited financial statement's Debt Service Coverage Ratio is 1.10x, and (2) a forecast accompanied by an Accountant's examination states that the projected aggregate MADS including the additional bonds will be at least 1.25x beginning with the next Fiscal Year after the Fiscal Year in which the new debt is issued.**

RESOLUTION NO. 01-25

A RESOLUTION OF THE GOVERNING BOARD OF THE CAPITAL TRUST AUTHORITY AWARDDING THE SALE OF NOT TO EXCEED \$24,000,000 CAPITAL TRUST AUTHORITY EDUCATIONAL FACILITIES REVENUE AND REVENUE REFUNDING BONDS (ST. JOHNS CLASSICAL ACADEMY, INC. PROJECT), IN ONE OR MORE SERIES OF TAX-EXEMPT QUALIFIED 501(C)(3) BONDS OR TAXABLE BONDS, OR BOTH, FOR THE PURPOSE OF FINANCING A LOAN PROGRAM TO FINANCE OR REFINANCE, INCLUDING THROUGH REIMBURSEMENT, THE COSTS OF THE SERIES 2025 PROJECT HEREIN DESCRIBED; AUTHORIZING EXECUTION AND DELIVERY OF A SECOND AMENDMENT AND SUPPLEMENT TO TRUST INDENTURE AND A FIRST AMENDMENT AND SUPPLEMENT TO LOAN AGREEMENT FOR SUCH SERIES 2025 BONDS; ACKNOWLEDGING THE USE OF OFFERING MATERIALS IN CONNECTION WITH MARKETING SUCH SERIES 2025 BONDS AND OTHER ACTIONS IN CONNECTION WITH DELIVERY OF SUCH SERIES 2025 BONDS; PROVIDING CERTAIN OTHER DETAILS IN CONNECTION WITH THE SERIES 2025 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 Capital Trust Agency (the "Prior Issuer") has heretofore executed and delivered a Trust Indenture, dated as of March 1, 2021 (the "Original Indenture"), as amended and supplemented by a First Amendment and Supplement to Trust Indenture, dated as February 1, 2025 (the "First Supplemental Indenture"), by and between the Prior Issuer and BOKF, N.A., as trustee (the "Trustee"); and

WHEREAS, pursuant to the Original Indenture, on March 1, 2021, the Prior Issuer issued its Educational Facilities Revenue and Revenue Refunding Bonds (St. Johns Classical Academy, Inc. Project), Series 2021A and its Taxable Educational Facilities Revenue and Revenue Refunding Bonds (St. Johns Classical Academy, Inc. Project), Series 2021 (collectively, the "Series 2021 Bonds"); and

WHEREAS, the proceeds of the Series 2021 Bonds were loaned to St. Johns Classical Academy, Inc. (the "Borrower"), 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 114 Canova Road, Fleming Island, Florida 32003 pursuant to a Loan Agreement, dated as of March 1, 2021 (the "Original Loan Agreement"), by and between the Prior Issuer and the Borrower, in order to finance the Series 2021 Project (as defined in the Original Indenture); and

WHEREAS, the Issuer has been requested by the Borrower, to issue its revenue bonds to finance or refinance the Series 2025 Project (as hereinafter defined) on behalf of the Borrower and fund the loan program herein described (collectively, the "Plan of Finance") for the purpose, among other things, of financing or refinancing, including through reimbursement, the Series 2025 Project; and

WHEREAS, pursuant to the Act and the Plan of Finance, the Issuer did on November 22, 2024, duly adopt Resolution No. 48-24 (the "Inducement Resolution") expressing its intent to issue its not to exceed \$24,000,000 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 "Series 2025 Bonds") and authorizing a loan program (the "Program") to loan the proceeds thereof to the Borrower for the purpose of financing or refinancing, including through reimbursement, (i) the refunding (the "Refunding") of (A) a Promissory Note dated May 2, 2024, issued by the Borrower in favor of Building Hope Finance ("Building Hope"), pursuant to a Loan Agreement dated as of May 2, 2024, between the Borrower and Building Hope, the proceeds of which were applied to construct the Series 2025 Fleming Island Refinanced Facilities, as described on Schedule I (together with the Series 2021 Facilities, the "Fleming Island Facilities"), and (B) a Promissory Note dated January 23, 2023, issued by the Borrower in favor of EB-5 Charter School Redeployment Fund, LLC ("EB-5"), pursuant to a Construction Loan Agreement dated as of January 23, 2023, between the Borrower and EB-5, the proceeds of which were applied to acquire the Orange Park Refinanced Facilities, as described on Schedule I; (ii) the acquisition and installation of the Orange Park Modular Expansion, as described Schedule I (together with the Orange Park Refinanced Facilities, the "Orange Park Facilities"); (iii) acquisition, construction, renovation and equipping of various additional capital improvements at each of the Fleming

Island Facilities and the Orange Park Facilities (collectively, the "Series 2025 Facilities") (together with the Refunding, the "Series 2025 Project"); (iv) the funding of a Series 2025 Reserve Subaccount (as defined in the hereinafter defined Second Supplemental Indenture) for the Series 2025 Bonds; and (v) the payment of certain costs of issuing the Series 2025 Bonds as Additional Bonds (as defined in the Original Indenture); and

WHEREAS, by the Inducement Resolution and this Resolution, approvals will have been duly and validly provided for pursuant to the Act to issue revenue bonds for the purpose of providing funds to finance or refinance all or any part of the cost of the Series 2025 Project, and the Issuer now desires to issue, sell and deliver its Series 2025 Bonds in an aggregate principal amount of not to exceed \$24,000,000, as Additional Bonds pursuant to the Original Indenture, as amended and supplemented by the First Supplemental Indenture and as particularly amended and supplemented by a Second Amendment and Supplement to Trust Indenture, dated as of February 1, 2025, between the Issuer and the Trustee (the "Second Supplemental Indenture" and together with the Original Indenture and the First Supplemental Indenture, the "Indenture"); and

WHEREAS, pursuant to Section 147(f) of the Code, a telephonic public hearing was scheduled with respect to the Series 2025 Project and held on behalf of the county in which the Series 2025 Project is located (the "County") on December 13, 2024, and it is expected that elected representative approval will be received from the Governor of the State, as an applicable elected representative of the State (the "Host Jurisdiction"), no later than the execution and delivery of the Bonds (the "Host Jurisdiction 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 January 21, 2025, in the City Council Chambers located at 1070 Shoreline Drive, Gulf Breeze, Florida 32561, and the elected representative approval was received on January 21, 2025; and

WHEREAS, the Issuer has determined that issuing its Series 2025 Bonds for the purposes of financing or refinancing the Series 2025 Project serves a public purpose and is in the best interest of the citizens and residents of the County, the Host Jurisdiction and the people of the State, to implement the Program through the financing or refinancing of the Series 2025 Project, and to loan the proceeds of the Series 2025 Bonds to the Borrower pursuant to the Original Loan Agreement, as amended and supplemented by the First Supplemental Loan Agreement, dated as of February 1, 2025 (the "First Supplemental Loan Agreement" and, together with the Original Loan Agreement, the "Loan Agreement"), by and between the Issuer and the Borrower; and

WHEREAS, the Issuer hereby finds that the timing, size and complexity of the financing and the present volatility of the municipal bond market require that the terms of each series of the Series 2025 Bonds being hereby sold be negotiated at private sale to a purchaser selected by the Borrower and approved by the Issuer rather than offered by competitive bid at public sale in order to assure the most favorable terms in the bond market and, therefore, has determined to sell such Series 2025 Bonds at private, negotiated sale; and

WHEREAS, the Issuer desires to acknowledge the use and distribution of a Preliminary Limited Offering Memorandum (the "Preliminary Limited Offering Memorandum") and a Limited Offering Memorandum (the "Limited Offering Memorandum") in connection with the marketing of the Series 2025 Bonds and to authorize the taking of all other necessary action in connection with the issuance and delivery of the Series 2025 Bonds.

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

Section 1. Issuance of Series 2025 Bonds.

The Series 2025 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 (St. Johns Classical Academy, Inc. Project)," with such priority among series and additional descriptive titles as may be set forth in the Second Supplemental Indenture, the aggregate principal amount of all of the Series 2025 Bonds being not to exceed \$24,000,000. The proceeds of the Series 2025 Bonds shall be used to fund the financing or refinancing, including through reimbursement, of the Series 2025 Project by making a loan to the Borrower, all as defined in the Second Supplemental Indenture, in the manner described in the Indenture and the Loan Agreement.

Section 2. Award of Series 2025 Bonds; Bond Purchase Agreement.

The matters set forth in the penultimate preamble hereof, require that the Series 2025 Bonds be a negotiated sale to a purchaser selected by the Borrower and approved by the Issuer rather than offered by competitive bid at public sale, in order to assure the necessary flexibility to obtain the most favorable terms in the bond market. The Issuer finds that a competitive sale of the Series 2025 Bonds would in all likelihood not result in better terms or interest rates than the negotiated sale of the Series 2025 Bonds. The sale of the Series 2025 Bonds to and by Raymond James & Associates, Inc. and/or such other underwriter or underwriters selected by the borrower (collectively, the "Underwriter"), is hereby authorized pursuant to Section 218.385, Florida Statutes, as amended. Further, the Chair, the Executive Director or each of their designees are hereby authorized and empowered, on behalf of the Issuer, to authorize the inclusion of one or more additional co-managing underwriters in the marketing and sale of the Series 2025 Bonds.

The interest rates on the Series 2025 Bonds shall be established as provided in the Indenture but in any event shall not exceed 12% (except upon the occurrence and continuance of an event of default under the Indenture) and in no event shall the interest rates on the Series 2025 Bonds exceed the maximum rates permitted by law. The Series 2025 Bonds shall be sold for a price not less than 95% of the principal amount thereof, plus accrued interest, if any, with the exact price to be set forth in the final bond purchase agreement. Provided, however, the Series 2025 Bonds are hereby expressly permitted to be issued as capital appreciation bonds. The form

of Underwriter's Negotiated Sale Disclosure Statement attached hereto as Exhibit A, which, by this reference thereto, is incorporated herein, is hereby accepted and placed on record in the minutes of the Issuer.

The Chair, Vice-Chair or Executive Director of the Issuer is hereby authorized to enter into such bond purchase agreement for the sale of the Series 2025 Bonds as the Borrower may recommend and the Executive Director of the Issuer may approve, with such provisions or modifications not inconsistent with this Resolution as may be approved by the officer executing the same, such approval to be presumed by his execution thereof.

Section 3. Description of the Series 2025 Bonds.

The Series 2025 Bonds shall be issued in fully registered form, shall be dated, shall mature on the date or dates, and shall bear interest in the manner as shall be set forth in the Indenture.

Section 4. Redemption Provisions.

The Series 2025 Bonds shall be subject to redemption prior to maturity upon the terms and in the manner as shall be set forth in the Indenture.

Section 5. Approval of Documents.

The Second Supplemental Indenture in substantially the form attached hereto as Exhibit B, which, by this reference thereto, is incorporated herein, the other documents referred to therein, the First Supplemental Loan Agreement in substantially the form attached hereto as Exhibit C, which, by this reference thereto, is incorporated herein, a tax certificate, and other documents necessary or desirable to implement the financing or refinancing of the Series 2025 Project (collectively, the "Bond Documents"), are hereby approved and shall be executed by the Chair, Vice-Chair, or Executive Director of the Issuer, with such provisions or modifications not inconsistent with this Resolution as may be approved by the officers executing the same, such approval to be presumed by their execution thereof.

Section 6. Preliminary and Final Limited Offering Memorandum.

The use and distribution by the Underwriter of a Preliminary Limited Offering Memorandum substantially in the form attached hereto as Exhibit D, which, by this reference thereto, is incorporated herein, in connection with the offering and sale of the Series 2025 Bonds is hereby acknowledged. The sections of the Preliminary Limited Offering Memorandum relating to the Issuer shall be subject to such changes, modifications, insertions or omissions as may be approved by the authorized officers of the Issuer including incorporation of the provisions recommended by legal counsel to the Issuer to comply with applicable securities laws, and the sections of the Preliminary Limited Offering Memorandum relating to the Issuer are hereby approved and adopted by the Issuer. The Issuer is acting solely as a conduit issuer of the

Series 2025 Bonds. The Issuer is authorized to deem the information contained in the Preliminary Limited Offering Memorandum under the headings "THE ISSUER," "DISCLOSURE REQUIRED BY FLORIDA BLUE SKY REGULATIONS," and "LITIGATION – The Issuer," as approved by this Resolution, "final" as of the date hereof, solely for the purposes and within the meaning of paragraph (b)(1) of Rule 15c2-12 of the United States Securities and Exchange Commission in effect from time to time, and any successor provisions to such rule. The final Limited Offering Memorandum shall be substantially in the form of the attached Preliminary Limited Offering Memorandum, with such changes, modifications, insertions and omissions as may be determined by the Underwriter and the Borrower. The use and distribution by the Underwriter of the final Limited Offering Memorandum in connection with the offering and sale of the Series 2025 Bonds is hereby acknowledged.

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

Section 7. Designation of Professional Advisors.

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

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

BOKF, N.A. is hereby designated and approved as Trustee, Paying Agent and Registrar for the Series 2025 Bonds.

Section 9. Authorization of all Other Necessary Action.

(a) The Chair, Vice-Chair, Secretary, Assistant Secretary, Executive Director of the Issuer, Issuer's Counsel and Bond Counsel are each designated agents of the Issuer in connection with the issuance and delivery of the Series 2025 Bonds, and are authorized and empowered, collectively or individually, to take all action and steps to execute and deliver any and all instruments, documents, investments or contracts on behalf of the Issuer which are necessary or desirable in connection with the sale, execution and delivery of the Series 2025 Bonds and the Bond Documents which are not inconsistent with the terms and provisions of this Resolution and other actions relating to the Series 2025 Bonds and the Bond Documents heretofore taken by the Issuer.

(b) In addition, subsequent to the issuance of the Series 2025 Bonds, the Chair, Vice-Chair, Secretary, Executive Director and Bond Counsel for the Issuer are each designated agents of the Issuer in connection with refunding or refinancing of the Series 2025 Bonds, and are

authorized and empowered, collectively or individually, to take all action and steps to execute and deliver any and all instruments, documents, investments or contracts on behalf of the Issuer which are necessary or desirable in connection with the refunding or refinancing of the Series 2025 Bonds which comply with the terms of the Bond Documents. Notwithstanding the foregoing, the authority granted in this Section 9(b) shall not be construed as authority for the issuance of new debt by the Issuer to be applied to the refunding or refinancing of the Series 2025 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 Series 2025 Facilities are appropriate to the needs and circumstances of, and make a significant contribution to the economic growth of the County and the State, provide or preserve gainful employment, promote commerce within the State, serve a public purpose by providing educational facilities within the meaning of Chapter 159, Part II, Florida Statutes, and advance the economic prosperity and the general welfare of the State and its people;

(ii) the Borrower is the financially responsible party and is fully capable and willing to fulfill (A) its obligations under the financing documents, including the obligation of the Borrower to make loan repayments under the Loan Agreement in the amounts and at the times required to provide for the timely payment of the principal of, premium, if any, and interest on the Series 2025 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 Series 2025 Facilities and is able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, necessary for the Series 2025 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 Series 2025 Facilities at the expense of the Borrower and for the payment by the Borrower of certain fees and expenses incurred in connection with the issuance of the Series 2025 Bonds, and that the loan repayments under the Loan Agreement are sufficient to pay the principal of, premium, if any, and interest on the Series 2025 Bonds herein authorized; and

(v) the Series 2025 Facilities constitute a "project" within the meaning of the Act.

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

Section 11. No Third Party Beneficiaries.

Unless specifically noted, nothing in this Resolution or in the Bond Documents, express or implied, is intended or shall be construed to confer upon any person other than the Issuer, the Borrower, the holders of the Series 2025 Bonds, the Underwriter and the Trustee any right, remedy or claim, legal or equitable, under and by reason of any provision of this Resolution or of the Bond Documents. This Resolution and the Bond Documents are for the sole and exclusive benefit of the Issuer, the Borrower, the holders of the Series 2025 Bonds, the Underwriter and the Trustee.

Section 12. Severability.

In case any one or more of the provisions of this Resolution, the Bond Documents or the Series 2025 Bonds shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Resolution, the Bond Documents or the Series 2025 Bonds, as the case may be, and they shall be construed and enforced without consideration of such illegal or invalid provisions.

Section 13. No Personal Liability.

No covenant, stipulation, obligation or agreement contained in this Resolution or contained in the Bond Documents, the Series 2025 Bonds, or any instrument contemplated by each shall be deemed to be a covenant, stipulation, obligation or agreement of any officer, member, agent or employee of the Issuer in his or her individual capacity, and no member of the Issuer executing the Series 2025 Bonds or other documents related to the issuance of the Series 2025 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 of the issuance of the Bonds provided herein is subject to and conditioned upon the receipt of the Host Jurisdiction TEFRA Approval.

[Remainder of Page Intentionally Left Blank]

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

Adopted on January 23, 2025.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Christy Larkins, 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. 01-25 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 23rd day of January, 2025, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this ____ day of January, 2025.

CAPITAL TRUST AUTHORITY

By: _____
Its: Secretary

EXHIBIT A

FORM OF NEGOTIATED SALE DISCLOSURE STATEMENT

[DATE]

Capital Trust Authority
Gulf Breeze, Florida

St. Johns Classical Academy, Inc.
Fleming Island, Florida

Re: \$_____ Capital Trust Authority Educational Facilities Revenue and Revenue Refunding Bonds (St. Johns Classical Academy, Inc. Project), Series 2025 (the "Series 2025 Bonds")

Ladies and Gentlemen:

Pursuant to Chapter 218.385, Florida Statutes, and in reference to the issuance of Series 2025 Bonds as set forth above, Raymond James & Associates, Inc. and/or such other underwriter or underwriter's selected by the borrower (collectively, the "Underwriter"), makes the following disclosures to Capital Trust Authority (the "Issuer") and St. Johns Classical Academy, Inc., a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Borrower"). All capitalized terms not otherwise defined herein shall have the respective meanings specified in the Bond Purchase Agreement dated the date hereof among the Underwriter, the Issuer and the Borrower (the "Bond Purchase Agreement"). The Underwriter is acting as underwriter in connection with the offering or sale of the Series 2025 Bonds. The underwriting fees to be paid to the Underwriter in the Bond Purchase Agreement are equal to [____]% of the total face amount of the Series 2025 Bonds.

(a) The expenses estimated to be incurred by the Underwriter in connection with the issuance of the Series 2025 Bonds are itemized on Schedule A hereto.

(b) Names, addresses and estimated amounts of compensation of any person who is not regularly employed by, or not a partner or officer of, the Underwriter and who enters into an understanding with either the Issuer or the Underwriter, or both, for any paid or promised compensation or valuable consideration directly, expressly or impliedly, to act solely as an intermediary between the Issuer and the Underwriter for the purpose of influencing any transaction in the purchase of the Series 2025 Bonds:

[None]

(c) The amount of underwriting spread expected to be realized is \$[____] per \$1,000 of the Series 2025 Bonds and consists of the following components including the management fee indicated:

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

(d) No fee, bonus or other compensation is estimated to be paid by the Underwriter in connection with the issuance of the Series 2025 Bonds, to any persons not regularly employed or retained by the Underwriter (including any "finder" as defined in Section 218.386(1)(a), Florida Statutes, as amended), except as specifically enumerated as expenses to be incurred and paid by the Underwriter, as set forth in Schedule A attached hereto.

(e) The name and address of the Underwriter connected with the Series 2025 Bonds is:

Raymond James & Associates, Inc.
One Oxford Centre, 27th Floor, 301 Grant Street
Pittsburgh, Pennsylvania 15219
Jason Appelt, Managing Director

(f) *Truth in Bonding Statement.* The Series 2025 Bonds are being issued for the purpose of financing or refinancing, including through reimbursement, (i) the refunding (the "Refunding") of (A) a Promissory Note dated May 2, 2024, issued by the Borrower in favor of Building Hope Finance ("Building Hope"), pursuant to a Loan Agreement dated as of May 2, 2024, between the Borrower and Building Hope (the "Building Hope Loan"), the proceeds of which were applied to construct the Series 2025 Fleming Island Refinanced Facilities, as described on Schedule I (together with the Series 2021 Facilities, the "Fleming Island Facilities"), and (B) a Promissory Note dated January 23, 2023, issued by the Borrower in favor of EB-5 Charter School Redeployment Fund, LLC ("EB-5"), pursuant to a Construction Loan Agreement dated as of January 23, 2023, between the Borrower and EB-5 (together with the Building Hope Loan, the proceeds of which were applied to acquire the Orange Park Refinanced Facilities, as described on Schedule I; (ii) the acquisition and installation of the Orange Park Modular Expansion, as described Schedule I (together with the Orange Park Refinanced Facilities, the "Orange Park Facilities"); (iii) acquisition, construction, renovation and equipping of various additional capital improvements at each of the Fleming Island Facilities and the Orange Park Facilities; (iv) the funding of a reserve subaccount for the Series 2025 Bonds; and (v) the payment of certain costs of issuing the Series 2025 Bonds. This debt or obligation is expected to be repaid over a period of [__] years. Total interest paid over the life of the debt or obligation, assuming an interest rate (total interest cost) of [____]% per annum, will be approximately \$[_____].

The source of repayment and security for this proposal to issue the Series 2025 Bonds is exclusively limited to certain revenues derived from the Borrower pursuant to the Loan Agreement. Because (a) such revenues may not be used by the Issuer for any purpose other than the purposes set forth in the Indenture, (b) the Issuer has no taxing power and the taxing power of the Issuer and the State of Florida is not pledged or involved in the Series 2025 Bonds, (c) the Series 2025 Bonds and the interest thereon do not constitute a debt of the Issuer within the meaning of any constitutional or statutory provision, and (d) the faith and credit of the Issuer are not pledged to the payment of the principal of or the interest on the Series 2025 Bonds, authorizing this debt or obligation will not result in any moneys not being available to the Issuer to finance other transactions each year for the [] year term of the Series 2025 Bonds. We understand that the Issuer does not require any further disclosure from the Underwriter pursuant to Section 218.385, Florida Statutes.

This statement is for informational purposes only and shall not affect or control the actual terms and conditions of the Series 2025 Bonds.

RAYMOND JAMES & ASSOCIATES, INC.

By: _____
Name: _____
Title: _____

SCHEDULE A

[INSERT SCHEDULE OF EXPENSES]

SCHEDULE I

[INSERT SCHEDULE I]

EXHIBIT B

FORM OF SECOND SUPPLEMENTAL INDENTURE

EXHIBIT C

FORM OF FIRST SUPPLEMENTAL LOAN AGREEMENT

EXHIBIT D

FORM OF PRELIMINARY LIMITED OFFERING MEMORANDUM

SCHEDULE I

SERIES 2021 FACILITIES AND SERIES 2025 FACILITIES

Series 2021 Facilities

The Series 2021 Facilities consist of the Fleming Island Existing Facilities and the Series 2021 Expansion Project, as follows:

The Fleming Island Existing Facilities consist of 8.5 acres of land, including an approximately 15,000 square foot building and a 36,000 square foot building accommodating, at full occupancy, approximately 810 students in grades K-12, at an educational institution known as "St. Johns Classical Academy," including related facilities, fixtures, real property, buildings, furnishings and equipment, each completed in 2018, located at 114 Canova Road, Fleming Island, Florida 32003 (the "Existing Fleming Island Site"); and

The Series 2021 Expansion Project consisted of an expansion to the Fleming Island Existing Facilities on the Existing Fleming Island Site comprised of an approximately 10,267 square foot, 2-story building, including approximately 13 student stations to further accommodate St. Johns Classical Academy, including related facilities, fixtures, furnishings and equipment, and the acquisition of approximately 1.6 acres of additional land adjacent to the Existing Fleming Island Site, located at 146 Canova Road, Fleming Island, Florida 32003, acquired for future use as educational facilities of the Borrower.

The Series 2025 Facilities

The Series 2025 Facilities consist of the Refinanced Facilities, the Orange Park Modular Expansion and the Series 2025 Expansion Project, as follows:

(a) The Refinanced Facilities consist of the Series 2025 Fleming Island Refinanced Facilities and the Orange Park Refinanced Facilities, as follows:

(i) The Series 2025 Fleming Island Refinanced Facilities consists of an 82,000 square foot gym and classroom expansion on 10.1 acres located at the Fleming Island Existing Facilities for St. Johns Classical Academy (together with the Series 2021 Facilities, the "Fleming Island Facilities"); and

(ii) The Orange Park Refinanced Facilities consists of the educational facilities located at 1324 Kingsley Avenue, Orange Park, Florida 32073, for an educational institution known as St. Johns Classical Academy Orange Park.

(b) The Orange Park Modular Expansion consists of the modular classrooms to be located at St. Johns Classical Academy Orange Park (together with the Orange Park Refinanced Facilities, the "Orange Park Facilities"); and

(c) The Series 2025 Expansion Project consists of the various additional capital improvements at the Fleming Island Facilities and the Orange Park Facilities.

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: Quality Senior Housing (St. Augustine Project)
DATE: January 23, 2025

Introduction

QSH/St. Augustine, LLC (“QSH” or the “Borrower”) has submitted an application to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$55,000,000 of tax-exempt bonds to finance the acquisition of an existing assisted living project located in St. Augustine, FL to be converted into a geriatric behavior hospital.

The Borrower

QSH is a 501c3 not for profit organized to own and operate senior healthcare facilities nationwide. The Borrower has experience owning and operating continuing care retirement communities, Independent and Assisted Living, and memory care apartments around the country.

QSH has sponsored and owns 11 senior healthcare facilities in North Carolina, Georgia, Indiana, Texas, Michigan, Illinois, and Ohio.



Description of the Project

According to the application, bond proceeds will be used to finance the acquisition of the Symphony at St. Augustine, an existing assisted living facility, and convert it to a geriatric behavioral health hospital. The expected acquisition will be approximately \$19mm with approximately \$7.5mm of renovations.

The Borrower has engaged Forvis Mazars, LLP to conduct a market feasibility analysis. According to the analysis, the St. Augustine Service Area has a gap of 176 geriatric psychiatric beds.

Financing

The Borrower has engaged Oppenheimer & Co. to underwrite and sell the bonds and Bryant Miller Olive as

Bond Counsel to the Issuer. CTA is familiar with this Underwriter and Bond Counsel having worked successfully with them on past transactions.

Bonds will be used to finance the acquisition of the property, fund a maintenance reserve fund, capitalized interest, debt reserve fund, and costs of issuance. Bonds will be issued in \$100,000 denominations with \$5,000 increments thereafter.

Recommendation

CTA staff recommends the Board adopt Resolution 02-25, preliminarily approving the issuance of not to exceed \$55,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 1/23.

RESOLUTION NO. 02-25

A RESOLUTION OF THE CAPITAL TRUST AUTHORITY EXPRESSING ITS INTENT TO ISSUE CAPITAL TRUST AUTHORITY HEALTH CARE 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 \$155,000,000 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, QSH/Central Florida, LLC, a Florida limited liability company, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), whose sole member is Quality Senior Housing Foundation, Inc., a Georgia not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), plans to finance or refinance, including through reimbursement, the acquisition and renovation of certain health care facilities, as more fully described on Schedule I (collectively, the "Facilities"), such Facilities being located in New Port Richey, Pasco County, Florida; Sarasota, Sarasota County, Florida; Clearwater, Pinellas County, Florida; Palm Coast, Flagler County, Florida; DeLand, Volusia County, Florida; and Boynton, Palm Beach County, Florida (collectively, the "Host Jurisdictions"); 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 Health Care Facilities Revenue Bonds in an aggregate principal amount not to exceed \$155,000,000 (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 and renovation 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 and/or working capital for the Bonds, if deemed necessary or desirable; (iv) the funding of a repair and replacement fund; and (v) 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 \$155,000,000 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, Butler Snow LLP, as bond counsel ("Bond Counsel"), and Bryant Miller Olive P.A., 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 Jurisdictions 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 and the Governor of the State, as an applicable elected representative of the Host Jurisdiction.

Section 3. The Bonds shall be sold at a negotiated sale to Mesirow Financial Holdings, 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 limited offering memoranda 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 limited offering memoranda 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 limited offering memoranda.

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 23, 2025.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Christy Larkins, 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. 02-25 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 23rd day of January, 2025, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this ___ day of January, 2025.

CAPITAL TRUST AUTHORITY

By: _____
Its: Secretary

EXHIBIT A

FORM OF LETTER

[CTA Letterhead]

January 23, 2025

QSH/Central Florida, LLC
1201 W. Peachtree Street NW, Suite 2317
Atlanta, Georgia 30309

Re: Proposed financing or refinancing of (i) the acquisition and renovation 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 and/or working capital for the Bonds, if deemed necessary or desirable; (iv) the funding of a repair and replacement fund; and (v) the payment of certain costs of issuing the Bonds (all as defined and described in the hereinafter defined Inducement Resolution, and collectively, the "Project")

Ladies and Gentlemen:

Based upon recent discussions with representatives of QSH/Central Florida, LLC, a Florida limited liability company, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), whose sole member is Quality Senior Housing Foundation, Inc., a Georgia not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), 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 and renovation of the Facilities, as more fully described on Schedule I to Resolution No. 02-25 adopted by the Authority on January 23, 2025 (the "Inducement Resolution"), and to further certain of the Borrower's not for profit senior living and health care purposes, a portion of the cost of which will be financed and refinanced with Health Care Facilities Revenue Bonds of the Authority in an aggregate principal amount not to exceed \$155,000,000 (the "Bonds"); (ii) the financing or refinancing, including through reimbursement, of the Facilities will advance the public purposes of the Act (as defined in the Inducement Resolution), provide safe, decent and accessible living facilities for the elderly, improve living conditions 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 needed living facilities, increasing the bargaining power of the Borrower to obtain favorable financing for its senior living programs, and will promote and advance the economic prosperity, living conditions 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 of tax-exempt qualified 501(c)(3) bonds or taxable bonds, totaling in the aggregate principal amount a sum not to exceed \$155,000,000 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 (not to exceed the amount described in the preceding sentence), 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 into 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, 2026, 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 Butler Snow LLP, as bond counsel, and Bryant Miller Olive P.A., as 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, renovation and the operation of the Facilities and the financing or refinancing of the Project by or on behalf of the Borrower, or in any way growing out of or resulting from this proposal (upon its becoming an agreement if accepted) or from the issuance, sale or delivery of the Bonds, including, but not limited to, all forms of negligence by the Authority and any and all liabilities arising under the Code, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, or any applicable securities law of the State, including, without limitation, all costs and expenses of the Authority, including reasonable attorneys' fees, incurred in the enforcement of any agreement of the Borrower herein contained or in the Agreement. Any provision hereof to the contrary notwithstanding, the obligations of the Borrower under this section or Section 8 hereof shall survive the termination of this agreement.

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

9. As a condition of any future submittal to the Authority for an authorizing resolution to issue the Bonds, substantially final documents must be delivered to the Authority fourteen (14) calendar days before a scheduled board meeting date. When applicable, the Authority will require a feasibility study, sources and uses of funds, historical financial statements, and pro forma statements in addition to the indenture, loan or financing agreement and preliminary limited offering memoranda 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 23rd day of January, 2025.

QSH/CENTRAL FLORIDA, LLC, a Florida limited liability company

By: **QUALITY SENIOR HOUSING FOUNDATION, INC.**, a Georgia not for profit corporation, as sole member

By: _____

Name: _____

Title: _____

SCHEDULE I

DESCRIPTION OF THE FACILITIES

The Facilities consist primarily of the following:

(A) an existing senior living facility known as Grand Villa of New Port Richey, including approximately 116 units of capacity, primarily consisting of elderly and assisted living care services, totaling approximately 66,004 square feet, located on approximately 1.97 acres of land, located at 6120 Congress Street, New Port Richey, Pasco County, Florida 34653, including related facilities, fixtures, furnishings and equipment;

(B) an existing senior living facility known as Grand Villa of Sarasota, including approximately 147 units of capacity, primarily consisting of elderly and assisted living care services, totaling approximately 155,155 square feet, located on approximately 3.46 acres of land, located at 730 Osprey Avenue, Sarasota, Sarasota County, Florida 34236, including related facilities, fixtures, furnishings and equipment;

(C) an existing senior living facility known as Grand Villa of Clearwater, including approximately 193 units of capacity, primarily consisting of elderly and assisted living care services, totaling approximately 137,444 square feet, located on approximately 8.61 acres of land, located at 2750 Drew Street, Clearwater, Pinellas County, Florida 33759, including related facilities, fixtures, furnishings and equipment;

(D) an existing senior living facility known as Grand Villa of Palm Coast, including approximately 78 units of capacity, primarily consisting of independent living, elderly and assisted living care services, totaling approximately 76,125 square feet, located on approximately 11.97 acres of land, located at 100 Magnolia Trace Way, Palm Coast, Flagler County, Florida 32164, including related facilities, fixtures, furnishings and equipment;

(E) an existing senior living facility known as Grand Villa of DeLand, including approximately 131 units of capacity, primarily consisting of elderly and assisted living care services, totaling approximately 87,643 square feet, located on approximately 4.6 acres of land, located at 350 E. International Speedway Boulevard, DeLand, Volusia County, Florida 32724, including related facilities, fixtures, furnishings and equipment; and

(F) an existing senior living facility known as Grand Villa of Boynton Beach, including approximately 123 units of capacity, primarily consisting of elderly care services, totaling approximately 87,683 square feet, located on approximately 4.34 acres of land, located at 1935 Federal Highway, Boynton, Palm Beach County, Florida 33435, including related facilities, fixtures, furnishings and equipment.

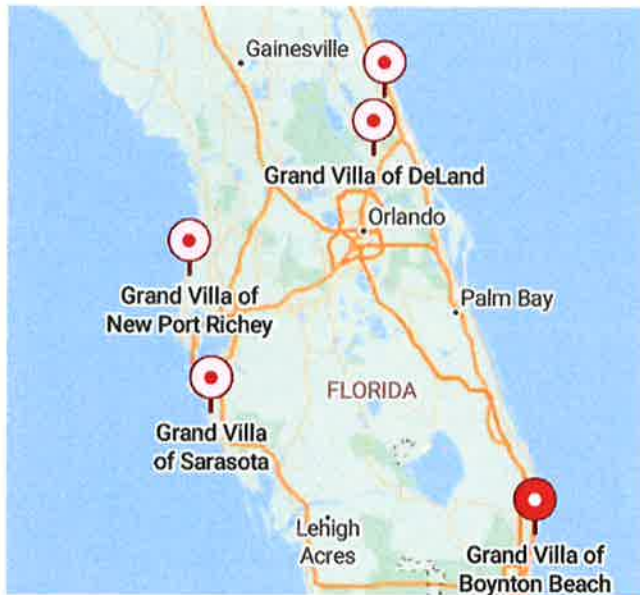
TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: Quality Senior Housing (Grand Villa Portfolio Project)
DATE: January 23, 2025

Introduction

QSH/Central Florida, LLC (“QSH” or the “Borrower”) has submitted an application to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$155,000,000 of tax-exempt bonds to finance the acquisition and 6 existing senior living facilities known collectively as Grand Villa.

The Borrower

QSH is a 501c3 not for profit organized to own and operate senior healthcare facilities nationwide. The Borrower has experience owning and operating continuing care retirement communities, Independent and Assisted Living, and memory care apartments around the country.



Description of the Project

According to the application, bond proceeds will be used to finance the acquisition of the Grand Villa portfolio of elderly and assisted living care located in New Port Richey, Sarasota, Clearwater, Palm Coast, Deland, and Boynton, FL. The expected acquisition will be approximately \$130mm with approximately \$2mm of renovations including elevator bay maintenance and parking.

The assets are currently owned by a for-profit pension fund. This will be an arm’s length transaction. The current management company will remain in place after QSH becomes the new owner.

Financing

The Borrower has engaged Mesirow Financial Holdings to underwrite and sell the bonds and Butler Snow as Bond Counsel to the Issuer.

Bonds will be used to finance the acquisition of the 6 properties, fund a maintenance reserve fund, capitalized interest, debt reserve fund, and costs of issuance. Bonds will be issued in \$100,000 denominations with \$5,000 increments thereafter.

Recommendation

CTA staff recommends the Board adopt Resolution 03-25, preliminarily approving the issuance of not to exceed \$155,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 1/23.

RESOLUTION NO. 03-25

A RESOLUTION OF THE CAPITAL TRUST AUTHORITY EXPRESSING ITS INTENT TO ISSUE CAPITAL TRUST AUTHORITY HEALTH CARE 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 \$55,000,000 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, QSH/St. Augustine, LLC, a Florida limited liability company, and/or one or more related and/or affiliated entities, as designated to the Authority (as hereinafter defined) by the hereinafter identified Sole Member (collectively, the "Borrower"), whose sole member is Quality Senior Housing Foundation, Inc., a Georgia not for profit corporation (the "Sole Member"), and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), plans to finance or refinance, including through reimbursement, the acquisition and renovation of certain health care facilities, as more fully described on Schedule I (collectively, the "Facilities"), such Facilities being located in St. Augustine, St. Johns County, Florida (collectively, the "Host Jurisdiction"); and

WHEREAS, the Capital Trust Authority (the "Authority") is a legal entity duly created and a public agency duly organized and validly existing under the laws of the State of Florida (the "State") established for the purposes set forth under Section 163.01, Florida Statutes, Chapter 166, Part II, Florida Statutes, Chapter 617, Florida Statutes and Chapter 159, Florida Statutes, each as amended; Resolution No. 14-22, duly adopted by the City Council of the City of Gulf Breeze, Florida ("Gulf Breeze"), on June 6, 2022, as amended by Resolution No. 46-22, duly adopted by the City Council of Gulf Breeze on November 21, 2022; Ordinance Number 04-00, enacted by the City Council of Gulf Breeze on May 15, 2000; Resolution No. 1424-2022, duly adopted by the City Commission of the City of Quincy, Florida ("Quincy"), on May 24, 2022; the City Charter of Gulf Breeze; the City Charter of Quincy; the Interlocal Agreement dated as of June 6, 2022, between Gulf Breeze and Quincy, as may be amended and supplemented from time-to-time; with powers as a "local agency" under Chapter 159, 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 Health Care Facilities Revenue Bonds in an aggregate principal amount not to exceed \$55,000,000 (the "Bonds") in one or more series or subseries 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 and renovation 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 \$55,000,000 under and pursuant to the Act, and to loan the proceeds thereof to the Borrower for the purpose of financing or refinancing, including through reimbursement, the Project, subject to the final approval of the terms and conditions thereof by the Authority.

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

Section 3. A portion of the Bonds shall be sold at a negotiated sale to Oppenheimer & Co. Inc. (the "Underwriter"), or such other purchaser or underwriter selected by the Borrower and approved by the Authority as purchaser or underwriter with respect to such Bonds, and a portion of the Bonds shall be sold at a direct placement negotiated sale to a purchaser or underwriter selected by the Borrower and approved by the Authority as purchaser or underwriter with respect to such Bonds (the "Direct Purchaser" together with the Underwriter, the "Purchasers"). 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 Purchasers, 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 23, 2025.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Christy Larkins, 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. 03-25 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 23rd day of January, 2025, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this ____ day of January, 2025.

CAPITAL TRUST AUTHORITY

By: _____

Its: Secretary

EXHIBIT A

FORM OF LETTER

[CTA Letterhead]

January 23, 2025

QSH/St. Augustine, LLC
1201 W. Peachtree Street NW, Suite 2317
Atlanta, Georgia 30309

Re: Proposed financing or refinancing of (i) the acquisition and renovation 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 (all as defined and described in the hereinafter defined Inducement Resolution, and collectively, the "Project")

Ladies and Gentlemen:

Based upon recent discussions with representatives of QSH/St. Augustine, LLC, a Florida limited liability company, and/or one or more related and/or affiliated entities, as designated to the Authority (as hereinafter defined) by the hereinafter identified Sole Member (collectively, the "Borrower"), whose sole member is Quality Senior Housing Foundation, Inc., a Georgia not for profit corporation (the "Sole Member"), and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), 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 and renovation of the Facilities, as more fully described on Schedule I to Resolution No. 03-25 adopted by the Authority on January 23, 2025 (the "Inducement Resolution"), and to further certain of the Borrower's not for profit senior living and health care purposes, a portion of the cost of which will be financed and refinanced with Health Care Facilities Revenue Bonds of the Authority in an aggregate principal amount not to exceed \$55,000,000 (the "Bonds"); (ii) the financing or refinancing, including through reimbursement, of the Facilities will advance the public purposes of the Act (as defined in the Inducement Resolution), provide safe, decent and accessible living facilities for the elderly, improve living conditions 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 needed living facilities, increasing the bargaining power of the Borrower to obtain favorable financing for its senior living programs, and will promote and advance the economic prosperity, living conditions 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 subseries of tax-exempt qualified 501(c)(3) bonds or taxable bonds, totaling in the aggregate principal amount a sum not to exceed \$55,000,000 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 (not to exceed the amount described in the preceding sentence), 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 into 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, 2026, 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 as 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, renovation and the operation of the Facilities and the financing or refinancing of the Project by or on behalf of the Borrower, or in any way growing out of or resulting from this proposal (upon its becoming an agreement if accepted) or from the issuance, sale or delivery of the Bonds, including, but not limited to, all forms of negligence by the Authority and any and all liabilities arising under the Code, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, or any applicable securities law of the State, including, without limitation, all costs and expenses of the Authority, including reasonable attorneys' fees, incurred in the enforcement of any agreement of the Borrower herein contained or in the Agreement. Any provision hereof to the contrary notwithstanding, the obligations of the Borrower under this section or Section 8 hereof shall survive the termination of this agreement.

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

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

10. Notwithstanding anything to the contrary contained herein, the Sole Member shall have no responsibility for any costs, expenses, fees, contracts, and liabilities as to which the Borrower has responsibility hereunder.

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 23rd day of January, 2025.

QSH/ST. AUGUSTINE, LLC, a Florida limited liability company

By: **QUALITY SENIOR HOUSING FOUNDATION, INC.**, a Georgia not for profit corporation, as sole member

By: _____

Name: _____

Title: _____

SCHEDULE I

DESCRIPTION OF THE FACILITIES

The Facilities consist primarily of a 40,608 square foot senior living facility to be known as St. Augustine Geri-Psych Hospital, including 72 assisted living beds offering inpatient psychiatric services and facilities for the purpose of offering intensive outpatient psychiatric services, located at 150 Village Crossing Court, St. Augustine, St. Johns County, Florida 32084, including related facilities, fixtures, furnishings and equipment.

Capital Trust Authority

1/23/2025

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.

EducationRE

Inducement Date	5/26/2023
Inducement Amount	\$60,000,000
Project Type	Public Charter School Portfolio
Location	Multiple Sites in the State of Florida
General Overview	EducationRE applied to the CTA for financing of the acquisition of multiple charter schools in the State of Florida. The schools would be purchased by EducationRE and leased back to the schools with incentives to the schools. The board approved this project at its 7/9 meeting.

American Community Developers

Inducement Date	6/20/2024
Inducement Amount	\$266,800,000
Project Type	Affordable Housing Portfolio
Location	Lee County, FL
General Overview	The borrower is applying to Lee County, FL for Community Development Block Grants to help fund the land acquisition and building of 9 affordable housing projects. CTA will need to apply to the State for an allocation of Private Activity Bonds. ACD did not receive allocation from the County in its first round of distributions.

Alpha Lifestyle Partners

Inducement Date	6/20/2024
Inducement Amount	\$275,000,000
Project Type	Continuing Care Retirement Community Portfolio
Location	Florida, Arizona, Utah, and Louisiana
General Overview	Alpha is preparing to purchase existing, stabilized CCRCs from a for profit owner. The Underwriter is working to market and sell the bonds in the first quarter of 2025.

Capital Trust Authority

Harbour Pointe Charter Academy

Inducement Date	7/9/2024
Inducement Amount	\$26,000,000
Project Type	Public Charter School
Location	Jacksonville, FL
General Overview	Harbour Pointe is working through the permitting process in Duvall County. Once permits are received, bond document preparation will begin in earnest.

Gardens School of Technology/Five Keys

Inducement Date	7/9/2024
Inducement Amount	\$5,000,000
Project Type	Public Charter School
Location	Palm Beach Gardens, FL
General Overview	Gardens currently leases their charter school space. The borrower will be Five Keys who is expected to purchase the facility to be leased back to the charter school at substantially similar lease terms.

The Jewish Academy

Inducement Date	10/3/2024
Inducement Amount	\$27,000,000
Project Type	Independent, Private School
Location	Ft. Lauderdale, FL
General Overview	The Jewish Academy is a private school seeking financing for the acquisition of currently leased facilities. The School received its 501c3 determination letter from the IRS and is preparing for a 1Q25 closing.

Helm's Bay Landing

Inducement Date	10/3/2024
Inducement Amount	\$55,000,000
Project Type	Affordable Housing
Location	Lee County, FL
General Overview	Like American Community Developers, Helm's Bay is seeking a grant from Lee County. Helm's Bay received the grant at the last distribution. Bond document preparation is underway.

Capital Trust Authority

Madrone Community Development Foundation

Inducement Date	10/3/2024
Inducement Amount	\$100,000,000
Project Type	Student Housing
Location	Melbourne, FL
General Overview	Florida Institute of Technology has selected Madrone to own and operate new student housing on its campus. CTA has been asked to issue bonds to finance the construction of the housing project.

Trinity Preparatory School

Inducement Date	10/3/2024
Inducement Amount	\$55,000,000
Project Type	Independent, Private School
Location	Winter Park, FL
General Overview	This project closed in December and will be removed from future pipeline reports.

Plato Academy

Inducement Date	10/29/2024
Inducement Amount	\$80,000,000
Project Type	Public Charter School
Location	Clearwater, FL
General Overview	This project closed in December and will be removed from future pipeline reports.

The Waters at North Port

Inducement Date	10/29/2024
Inducement Amount	\$75,000,000
Project Type	Workforce Housing
Location	North Port, FL
General Overview	American Housing Foundation is seeking financing for the acquisition and construction of workforce housing in North Port, FL. TEFRA was provided by the City of North Port on January 14. An award resolution presentation is expected in mid February.

Capital Trust Authority

St. John's Classical Academy

Inducement Date	11/22/2024
Inducement Amount	\$22,000,000
Project Type	Public Charter School
Location	Fleming Island, FL
General Overview	St. John's has submitted an application to the CTA Board to refinance existing debt. Bond document preparation is underway. This project is before the board for final approval at its January 23 meeting.

QSH/St. Augustine

Inducement Date	Before the Board on 1/23/2025
Inducement Amount	\$55,000,000
Project Type	Geriatric Behavioral Hospital
Location	St. Augustine, FL
General Overview	Quality Senior Housing is purchasing an existing assisted living facility to be converted to a geriatric behavior hospital in St. Augustine.

QSH/Central Florida

Inducement Date	Before the Board on 1/23/2025
Inducement Amount	\$155,000,000
Project Type	Senior Housing Portfolio
Location	Throughout Florida
General Overview	Quality Senior Housing is purchasing a portfolio of existing assisted living and memory care facilities throughout the State of Florida.

AcadeMir Preparatory Charter School

Inducement Date	Pending
Inducement Amount	\$50,000,000
Project Type	Public Charter School
Location	Miami, FL
General Overview	AcadeMir is preparing to purchase its currently leased facilities for its Preparatory school.

Capital Trust Authority

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.

Capital Trust Authority, Inc.
Balance Sheet
As of December 31, 2024

	<u>Dec 31, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
10000 · Checking - Hancock Bank	608,891.67
10100 · Hancock MM	700,000.00
10200 · Hancock CD	500,000.00
Total Checking/Savings	<u>1,808,891.67</u>
Accounts Receivable	
11000 · Accounts Receivable	9,400.36
Total Accounts Receivable	<u>9,400.36</u>
Total Current Assets	<u>1,818,292.03</u>
TOTAL ASSETS	<u>1,818,292.03</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
22000 · Due To CTA	37,816.62
Total Other Current Liabilities	<u>37,816.62</u>
Total Current Liabilities	<u>37,816.62</u>
Total Liabilities	<u>37,816.62</u>
Equity	
32000 · Retained Earnings	1,292,490.09
Net Income	487,985.32
Total Equity	<u>1,780,475.41</u>
TOTAL LIABILITIES & EQUITY	<u>1,818,292.03</u>

Capital Trust Authority, Inc.
Profit & Loss Budget vs. Actual
December 2024

	Dec 24	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
40025 · Application Fee	9,000.00	2,625.00	6,375.00	342.9%
40050 · Origination Fee	348,104.50	24,833.00	323,271.50	1,401.8%
40075 · Reimbursable Expenses	25.53	0.00	25.53	100.0%
40100 · River City Science Academy	1,250.00	1,250.00	0.00	100.0%
40300 · Imagine School at West Pasco	1,235.21	1,235.00	0.21	100.0%
40400 · Global Outreach Charter Academy	0.00	1,250.00	-1,250.00	0.0%
40500 · Creative Learning Academy	6,000.00	0.00	6,000.00	100.0%
40600 · Kids Community College	0.00	0.00	0.00	0.0%
40700 · IDEA - IPS Enterprises	2,175.00	2,175.00	0.00	100.0%
40830 · KIPP Miami	1,250.00	1,250.00	0.00	100.0%
40840 · Miami Arts	1,455.33	1,492.00	-36.67	97.5%
40880 · AcadeMir Charter Schools	1,423.20	1,423.00	0.20	100.0%
40900 · Independence Classical Academy	1,250.00	1,250.00	0.00	100.0%
40910 · Gulf Coast Portolio	10,851.91	10,710.00	141.91	101.3%
41000 · Central Florida Prep	1,698.00	1,667.00	31.00	101.9%
41100 · Summit Academy Charter School	625.00	1,250.00	-625.00	50.0%
41200 · Seaside Community Charter	625.00	1,250.00	-625.00	50.0%
41300 · Babcock Neighborhood Schools	2,007.50	2,000.00	7.50	100.4%
41400 · Mason Classical Academy	1,715.10	2,475.00	-759.90	69.3%
41500 · Classical Academy of Sarasota	1,250.00	0.00	1,250.00	100.0%
41600 · Education RE	0.00	2,500.00	-2,500.00	0.0%
41700 · AcadeMir Charter Schools 2024	1,691.63	1,250.00	441.63	135.3%
Total Income	393,632.91	61,885.00	331,747.91	636.1%
Expense				
50000 · Contractual Staff - Salary	7,959.79	9,300.00	-1,340.21	85.6%
50100 · Contractual Staff - FICA	588.52	663.00	-74.48	88.8%
50200 · Contractual Staff - Health Ins	1,244.80	877.00	367.80	141.9%
50300 · Contractual Staff - Retirement	888.63	830.00	58.63	107.1%
50400 · Special Consultant	585.00	749.00	-164.00	78.1%
60100 · City of Quincy - Interlocal	69,324.00	5,433.00	63,891.00	1,276.0%
60200 · Accounting and Auditing	0.00	0.00	0.00	0.0%
60300 · Legal	0.00	3,750.00	-3,750.00	0.0%
60400 · Bank Service Charges	0.00	100.00	-100.00	0.0%
60900 · Business Development	0.00	1,500.00	-1,500.00	0.0%
61000 · Business Licenses and Permits	0.00	0.00	0.00	0.0%
62500 · Dues and Subscriptions	123.86	479.00	-355.14	25.9%
64900 · Office Supplies	256.82	120.00	136.82	214.0%
65000 · Operating Supplies	0.00	80.00	-80.00	0.0%
66500 · Postage and Delivery	77.50	12.00	65.50	645.8%
66600 · Office Expense	24.00	40.00	-16.00	60.0%
66700 · Professional Fees	2,287.29	3,394.00	-1,106.71	67.4%
68100 · Telephone Expense	208.33	240.00	-31.67	86.8%
68400 · Travel Expense	933.90	0.00	933.90	100.0%
68600 · Utilities	229.41	160.00	69.41	143.4%
68700 · Repairs and Maint - Building	196.52	499.00	-302.48	39.4%
68800 · Sponsorships	8,963.72	0.00	8,963.72	100.0%
Total Expense	93,892.09	28,226.00	65,666.09	332.6%
Net Ordinary Income	299,740.82	33,659.00	266,081.82	890.5%
Net Income	299,740.82	33,659.00	266,081.82	890.5%