

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

Monday, August 18, 2025

3:30 PM.

**1070 Shoreline 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 (Vice Chair), Cherry Fitch (Secretary), Deborah Roche (Asst. Secretary), Mayor JB Schluter, Burt Snooks, Bobby Potomski, Harrison Wilder, Kareem Spratling (General Counsel), Samantha Abell (City Manager), Mark Jackson (Senior Analyst), 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 – July 17, 2025	Denis McKinnon, III
3.	Inducement Resolution 28-25 – KIPP Miami Liberty City Campus	Denis McKinnon, III
4.	Inducement Resolution 29-25 – Danbury Proton Therapy	Denis McKinnon, III
5.	Award Resolution 30-25 – Alpha Lifestyle	Denis McKinnon, III
6.	9-30-26 Budget	Denis McKinnon, III
7.	Pipeline Report	Denis McKinnon, III
8.	Adjourn	Chris Kemp

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

The 39th meeting of the Capital Trust Authority, Inc., Gulf Breeze, Florida, was held at 315 Fairpoint Dr, Gulf Breeze, Florida, and on Thursday, July 17th, 2025, at 9:00 a.m.

The following Board Members were present: Chris Kemp (Chairman), Christy Larkins (Vice-Chairman), Deborah Roche (Assistant Secretary), Burt Snooks (Board Member), Bobby Potomski (Board Member), and Mayor JB Schluter (Board Member). Also attending were Denis McKinnon (Executive Director), Connie Beargie (Office Administrator), and Mark Jackson (Senior Analyst). Attending via teleconference were Kareem Spratling (BMO), Bradley Dills (Kaufman Hall) and Peter Hill (SA Ramirez & Co).

AGENDA ITEM:

Authority Minutes from June 24, 2025

DISCUSSION:

Denis McKinnon stated that the motion to approve Resolution 24-25 was made by Deborah Roche and seconded by Mayor JB Schluter.

MOTION/ACTION:

Deborah Roche made a motion to approve the minutes with the above stated change. Mayor JB Schluter seconded. The vote for approval was unanimous, with a 6-0 result.

AGENDA ITEM:

Award Resolution 27-25 – UF Health

DISCUSSION:

UF Health includes a network of healthcare and hospital systems across the State of Florida. The purpose of the bonds is to finance the construction of a new hospital and refinance debt from projects in Alachua County, Leesburg, Live Oak, The Villages and Starke, Florida.

Burt Snooks asked why the financial goals of the project were expressed as critical timing and opportunistic. Bradley Dills, Financial Advisor for the project, replied that the swaps include converting current variable interest rates to a fixed rate debt structure and will simplify and reduce risk and liability.

Chris Kemp asked about the reduced bond amount and if UF Health will need to come back in a year or so to complete the project. Bradley Dills stated their wish list includes two phases. Phase 1 includes streamlining existing debt portfolio and Phase 2 would fund capital expenditures with a timeframe of approximately 24 months or more.

MOTION/ACTION:

Christy Larkins made a motion to approve Resolution 27-25 as presented. Mayor JB Schluter seconded. The vote for approval was unanimous, with a 6-0 result.

AGENDA ITEM:

Award Resolution 25-25 – LLT Academy

DISCUSSION:

LLT Academy is an existing charter school facility located in Ruskin, Florida. The purpose of the bonds is to finance an approximately 19,600 square foot multipurpose wing for grades K-8 including a gymnasium, locker rooms, 5 additional classrooms, office and storage space.

Denis McKinnon stated that Capital Trust Agency issued bonds on behalf of LLT in 2020 and the project is performing well. The school is a C rated school; however, it is at or above neighboring schools in the district.

MOTION/ACTION:

Deborah Roche made a motion to approve Resolution 25-25 as presented. Burt Snooks seconded. The vote for approval was unanimous, with a 6-0 result.

AGENDA ITEM:

Inducement Resolution 26-25 – Global Impact Partners

DISCUSSION:

Global Impact Partners (GIP) is a large window and door manufacturer with locations in Pompano Beach, Florida and Merida, Mexico. The purpose of the bonds is to acquire, construct and equip a 75,000 square foot building located at the Port of Panama City. This location will

include machines, assembly equipment and warehouse space producing hurricane-resistant doors and windows.

Peter Hill, Underwriter with SA Ramirez & Co. stated GIP will have a 10-year lease with the Port of Panama City and they are hopeful they will receive Triumph Funds in the near future. In addition, GIP will have a guaranteed reserve fund in place for working capital.

Kareem Spratling summarized the Public Purpose Memorandum which addresses Chapter 159.2 Florida Statutes (The Industrial Development Financing Act). This chapter specifically includes industrial or manufacturing facilities in addition to health care facilities, educational facilities and social service centers. Kareem stated the Florida Supreme Court has held that, unless clearly erroneous, findings of public purpose by a legislative body cannot be challenged.

Bobby Potomski stated that he recently had an opportunity to spend a day at the Port of Panama City and found it to be an excellent facility.

Deborah Roche said she is pleased to see this type of industry coming to NW Florida, as most of it is centered around the southern regions of Florida.

Christy Larkins asked if any bond proceeds would be diverted to the Mexico facility. Denis McKinnon stated, no, proceeds of the bonds will stay in Florida.

Christy Larkins asked if GIP is confident that they will receive an investment grade rating bond rating. Peter Hill responded that they are cautiously optimistic as they have enough safeguards in place to weather unforeseen storms and meet the guidelines for the rating agencies.

MOTION/ACTION:

Christy Larkins made a motion to approve Resolution 26-25 as presented. Bobby Potomski seconded. The vote for approval was unanimous, with a 6-0 result.

AGENDA ITEM:

Pipeline Report

DISCUSSION:

Denis McKinnon gave a brief overview of the projects in the pipeline.

MOTION/ACTION:

No Action Required.

AGENDA ITEM:

FYE Financials as of 5/31/2025

DISCUSSION:

Denis McKinnon reviewed the FYE Financials as of May 31, 2025

MOTION/ACTION:

No Action Required.

No other formal business of the board was taken, and the meeting adjourned at approximately 9:50 am.

Minutes submitted by: _____ Connie Beargie, Office Administrator

Approved by: _____ Chris Kemp, Chairman

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: KIPP Miami Liberty City Campus
DATE: August 18, 2025

Introduction

KSF NW 79th Street, LLC (“KIPP” or the Borrower) has applied to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$50,000,000 of tax-exempt bonds to acquire, construct, furnish, and equip a new facility in Liberty City, FL.

Description of the Applicant

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

KIPP Miami operates 11 different schools in Miami, FL. CTA issued bonds on behalf of KIPP once in 2023.

Description of the Project

KIPP Miami has successfully operated the Miami North Campus since August 2022 and is expanding into the nearby community of Liberty City. KSF will build a K-8 grade school that will accommodate up to 1,172 students in a three-story building with 52 classrooms, a full-service kitchen, a gymnasium, and administrative offices.



The project is located on 4.3 acres at 1080-1106 NW 79th Street, Miami, Miami-Dade County, Florida. The CTA bonds will be used to finance the construction of the facility and refinance obligations from the KIPP Foundation.

Recommendation

It is the recommendation of Authority staff that the Board adopt the Inducement Resolution 28-25, preliminarily approving the issuance of not to exceed \$50,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 8/18.

**KIPP South Florida Educational Facilities, Inc.
(KIPP Miami Projects)**

THE APPLICANT

KIPP South Florida Educational Facilities, Inc. (“KSF”) is a 501(c)(3) non-profit corporation formed in April 2020 to support the development, construction, and financing of public schools and other educational facilities. KSF is governed by an independent, self-perpetuating board of trustees and its primary function is to develop/finance school facilities for lease to KIPP Miami, Inc. (“KIPP Miami”). CTA has the following bonds outstanding related to KIPP Miami: \$26,585,000 Capital Trust Authority, Educational Facilities Revenue and Revenue Refunding Bonds (KIPP Miami North Campus Project), Series 2024A Bonds (“Series 2024A Bonds”).

KSF and its affiliates have the following projects completed or in progress for KIPP Miami:

1. **Miami-Dade College (North Campus) Facility** is located at 3000 NW 110th Street, Miami on land leased from Miami Dade Community College (North Campus) under a long-term ground lease. This facility opened in August 2022 and is currently operated by KIPP Miami as a K-8 school with capacity to serve up to 1,904 students. The facility is owned by KSF NW 110TH STREET, LLC (“KSF 110”)¹. This facility was financed with the Series 2024A Bonds.
2. **Liberty City Campus Facility** is to-be-located at 1080-1106 NW 79th Street, Miami on land acquired (fee simple) in March 2022. This facility is in its final zoning approval phase with construction planned to start in September 2025 to open in August 2026 to be operated as a K-8 school planned to serve 1,176 students. The land and facility will be owned by KSF NW 79TH STREET, LLC (“KSF 79”)¹. This facility is proposed to be financed with the Series 2025 Bonds.

THE SCHOOL

KIPP Miami, Inc. (“School” or “KIPP Miami”) is a Florida, nonprofit 501(c)(3) corporation that has been continuously operating as a Florida public school since the 2018-19 school year. KIPP Miami operates as a tuition-free, open-enrollment, college-preparatory public school in Miami, Florida under the Florida Schools of Hope Program pursuant to a single Performance-based Agreement² (“PBA”) with the Miami-Dade County Public Schools. KIPP Miami focuses its efforts in the “North Miami” and “Liberty City” neighborhoods in a “service area” established around the Brownsville Middle School, a persistently low-performing (“PLP”) school in the Liberty City neighborhood³.

KIPP Miami’s PBA does not limit the number of students, grade levels, or campuses. KIPP Miami ultimately plans to serve 2,912 students in Grades K-12 by operating a single high school (grades 9-12)

¹ KSF 110 and KSF 79 are both one-member LLCs wholly owned by KSF.

²The Performance-based Agreement (“PBA”) is analogous to the “charter” for a charter school. KIPP Miami operates pursuant to a PBA dated May 9, 2019 and amended July 1, 2020 and April 17, 2024, as supplemented from time-to-time with certain schedules related to academic goals.

³ KIPP Miami’s PBA identifies its location to be in the general service area of Brownsville Middle School.

fed by two middle schools (grades 6-8) and two elementary schools (grades K-5). KIPP Miami opened in the 2018-19 school year and expanded as shown in Table 1.

Table 1 – KIPP Miami Enrollment History

Year	Enrollment	Grades Served
2020-21	680	K-3; 5-7
2021-22	953	K-8
2022-23	1,048	K-8
2023-24	1,231	K-8
2024-25	1,355	K-8
2025-26	Planned 1,405	K-8
Actual Enrollment as of October 15 (start of school year)		
Source: KIPP Miami		

KIPP Miami is managed by KIPP TEAM and Family Schools Inc., a 501(c)(3) non-profit charter management organization that opened its first school in Newark, New Jersey in 2002 and was selected by Florida Department of Education as a qualified “hope operator” to operate Schools of Hope.

THE PROJECT

The school facility at 1080-1106 NW 79th Street in Miami, Florida (the “Property”), to be developed by KSF and KSF 79 on a 4.3 acre site for lease to and operation by KIPP Miami as a new state-of-the-art 79,134 square foot K–8 school serving elementary and middle school students consisting of three stories with 52 classroom spaces, a full-service kitchen, a gymnasium⁴, administrative offices, and 132 on-site parking spaces, to be known as the KIPP Miami Liberty City Campus. The Liberty City Campus is planned to serve 1,176 students in grades K-8.



⁴ Based on current cost estimates, gymnasium construction is expected to be deferred to a future date.

KSF is requesting Industrial Development Revenue bond financing assistance in an amount not to exceed \$50,000,000, the proceeds of which will be used to finance development of the Liberty City Campus Project, refinance a small loan associated with pre-development costs, and fund associated costs including construction period interest, costs of issuance, and debt service reserve fund. The anticipated Sources and Uses of funds is as follows:

SOURCES

Tax Exempt Bond Proceeds*	\$50,000,000
Fundraising/Other	\$650,000
TOTAL SOURCES	\$50,650,000

USES

Pre-Development Loan Payoff	\$735,000
Environmental Remediation	\$1,000,000
Project Costs (Hard/Soft)	\$32,600,000
Construction Period Interest	\$1,500,000
Costs of Issuance Allowance	\$1,575,000
Debt Service Reserve Fund	\$3,000,000
Contingency/Other	\$10,240,000
TOTAL USES	\$50,650,000

* Any costs related to the bond issue and development of the project which cannot be paid out of bond proceeds will be borne by KSF and/or KIPP Miami. Costs of Issuance in excess of 2% of tax exempt bond proceeds, if any, shall be funded from other funds.

FINANCIAL SUFFICIENCY

Audited financial statements for KIPP Miami, Inc. for the fiscal years ended June 30, 2024, 2023 and 2022 have been provided. Accountant's report consolidating KIPP Miami, KSF 110, and KSF 79 has been provided for the same fiscal years.

In addition to up to \$50,000,000 of revenue bonds, KIPP Miami has traditional public school operating revenues provided annually on a per pupil basis, and over \$4.8 million per year anticipated fundraising (average over next five years). In addition to the tax-exempt financing, KSF and KIPP Miami obtained a \$10,460,997 subordinate loan from FLDOE SOH Revolving Loan Fund to fund a portion of the Liberty City Campus Project costs previously incurred (acquisition).

Information relative to the proposed financial structure includes:

- Financial Structure: Corporate Debt (Tax Exempt Bonds)
- Credit Rating: KSF/KIPP Miami were rated BB/Stable by S&P in advance of the Series 2024A Bonds issuance
- Marketing: Direct purchase of Bonds, Limited Offering, and/or Public Offering [TBD]

LEGAL

Under the 1986 Tax Act, facilities for 501(c)(3) corporations remain eligible for financing with tax-exempt Industrial Development Revenue Bonds provided that the project is part of the corporation's normal course of business. Bonds issued for the benefit of a 501(c)(3) corporation are also exempt from the requirement of being included under the state bond volume cap.

ECONOMIC IMPACT

KIPP Miami, Inc. reports that in 2025-26 they plan to serve approximately 1,405 students, and employ 120 individuals, which consists of 99 faculty and 21 staff members (in administrative, clerical, support service, security and maintenance roles) (all full-time). As of October 15, 2024, ninety-seven percent of KIPP Miami's students qualify for free or reduced-price meals in the National School Lunch Program, ninety-nine percent of KIPP Miami's students are minorities. The facilities allow KIPP Miami to meet the academic needs of its students and offer a high quality, K-12 college-preparatory curriculum to students from low-income families.

CAPITAL TRUST AUTHORITY ("CTA")

a duly constituted and validly existing separate legal and administrative entity under Section 163.01(7), Florida Statutes, and Chapter 617, Florida Statutes, pursuant to an Interlocal Agreement dated as of June 6, 2022, as may be amended and supplemented from time-to-time, between the City of Gulf Breeze, Florida and the City of Quincy, Florida

BOND FINANCE APPLICATION

Legal name of applicant (as shown on most recent legal organizational documents) (the "Applicant"):

Applicant: KSF NW 79th Street, LLC

Senior officers of the Applicant:

Name: Eric Knowles

Title: Board Chair

Name: Hannah Richman

Title: Secretary

Legal Street Address of the Applicant (headquarters):

Attn: Monica Kress, KIPP Miami, Inc.

3000 NW 110th Street

Miami, FL 33167

Primary consultant[s] working on behalf of the Applicant:

Name of consultant: Public Economics, Inc.

Role of consultant: Municipal Advisor

Primary contact[s] and title of consultant representatives:

(1) Dwight Berg, Municipal Advisor Principal

(2) _____

Telephone numbers:

Applicant: Monica Kress (757) 635-3375

Consultant: Dwight Berg (888) 236-6757

Is the Applicant (check one) a ___ corporation, limited liability company ___ partnership?

State of formation: Florida

If Applicant is a Special Purpose Entity (SPE), legal name of member(s) (as shown on most recent legal organizational documents (Articles of Incorporation, Articles of Organization, etc.):

100% (sole member) of Applicant: KIPP South Florida Educational Facilities, Inc.

State(s) of formation of member(s): Florida

Is this Applicant a 501(c)(3) organization or a "disregarded entity"? Yes

(If Yes, please provide evidence of the Applicant's tax determination by the IRS. For SPEs, provide the member's determination letter. If tax exemption designation has been applied for by a newly created non-profit entity, provide copy of IRS Form 1023 (including all attachments). Tax determination information should be attached to this application as **Exhibit 1.**)

Exhibit 2: Brief (one page maximum) describing the Applicant and its history. Please include a description of the project's public purpose in this section.

Exhibit 3: A summary of the proposed financing in the form attached hereto as Schedule I. Include the proposed use and mission, location(s) and total anticipated amount to be financed. The content and narrative in this section should be comprehensive and shall include the information shown in Schedule I. An underwriter's presentation is helpful here. If project renderings or recent power point presentations exist to further describe and depict the project, please include.

Exhibit 4: An initial sources and uses, most recent year of audited financials, and financial projections.

Exhibit 5: A complete list of the corporate officers and directors of the Applicant with an explanation of their corporate responsibilities.

Exhibit 6: A complete listing of consultants currently under contract with the Applicant. Include legal professionals, underwriter(s), financial advisors, CPA's, etc. Include for each firm the name of individual, name of firm, role and location of office assigned to the financing. A proposed distribution list of the financing team will suffice and is preferred.

Exhibit 7: Any background information helpful in showing the expertise or established record of success by the Applicant or representatives of the Applicant in operating the type of facility being purchased, financed, or refinanced. In addition to project principals, information and credentials of any management firms expected to operate the project should be included.

Please provide 12 hard copies and forward an electronic copy of the above information plus an application fee in the amount of \$4,500 to:

Mr. Denis A. McKinnon, III
Executive Director
Capital Trust Authority
315 Fairpoint Drive
Gulf Breeze, FL 32561
Tel. 850-934-4046
dmckinnon@muniad.com

Acknowledgement Statement:

On behalf of the Applicant, Monica Kress, as its representative and contact for submittal of this Application, I understand this information is provided as an initial requirement of CTA to consider issuance of conduit bonds to finance or refinance the project described above, I understand the fee being paid is non-refundable and CTA offers no assurance that this Application will be acted upon favorably or that the conduit bonds will be issued. I also understand, an acceptance by CTA to proceed with further due diligence to facilitate a debt structuring as requested by the Applicant may be terminated at any time by CTA. The Applicant authorizes CTA to verify information submitted by or on behalf of the Applicant, obtain further information concerning the credit and standing of the Applicant and its representatives, and obtain other information deemed necessary by CTA or its representatives.

Submitted and signed by:

Monica Kress
Managing Director of Growth and Operations
KIPP Miami, Inc.

Date: _____

EXHIBIT 2

Applicant History and Public Purpose

The Applicant, KSF NW 79th Street, LLC, is a single purpose entity owned solely by KIPP South Florida Educational Facilities, Inc. (“KSF”). KSF is a Florida nonprofit corporation with 501(c)(3) tax exemption. The Applicant seeks tax exempt bond proceeds to finance and refinance public school facilities to be leased by KIPP Miami, Inc.

CTA has the following bonds outstanding related to KIPP Miami: \$26,585,000 Capital Trust Authority, Educational Facilities Revenue and Revenue Refunding Bonds (KIPP Miami North Campus Project), Series 2024A Bonds (“Series 2024A Bonds”). The Series 2024A Bonds financed the Miami-Dade College (North Campus) Facility at 3000 NW 110th Street, Miami which is owned by KSF NW 110th Street which also leased to KIPP Miami, Inc.

KIPP Miami, Inc. (“School” or “KIPP Miami”) is a Florida, nonprofit 501(c)(3) corporation that has been continuously operating as a Florida public school since the 2018-19 school year. KIPP Miami operates under a single Performance-based Agreement¹ (“PBA”) with the Miami-Dade County Public Schools (“MDCPS”) focusing its efforts in the “North Miami” and “Liberty City” neighborhoods. KIPP Miami is managed by KIPP TEAM and Family Schools Inc. and operates as an affiliate of the highly successful KIPP Public Schools, a national network of separately incorporated charter schools. KIPP Miami’s mission is *“to create and sustain high achieving and inspiring school communities that battle inequity by empowering students to develop the skills, character strengths, and habits to thrive in college and beyond, shape their futures, and positively impact the world.”*

KIPP Miami operates as a tuition-free, open-enrollment, college-preparatory public school in Miami, Florida under the Florida Schools of Hope Program pursuant to a single PBA established around the Brownsville Middle School, a persistently low-performing school in the Liberty City neighborhood. KIPP Miami’s PBA does not limit the number of students, grade levels, or campuses and KIPP Miami ultimately plans to serve 2,912 students in Grades K-12 by operating a single high school (grades 9-12) fed by two middle schools (grades 6-8) and two elementary schools (grades K-5).

As of October 15, 2024, ninety-seven percent of KIPP Miami’s students qualify for free or reduced-price meals in the National School Lunch Program, ninety-nine percent of KIPP Miami’s students are minorities.

The project consists of refinancing and/or financing a to-be-constructed public school facility at 1080-1106 NW 79th Street in Miami, Florida (the “Property”), to be developed by KSF and KSF 79 on a 4.3 acre site for lease to and operation by KIPP Miami as a new state-of-the-art 79,134 square foot K–8 school serving elementary and middle school students consisting of three stories with 52 classroom spaces, a full-service kitchen, a gymnasium², administrative offices, and 132 on-site parking spaces, to be known as the KIPP Miami Liberty City Campus. The Liberty City Campus is planned to serve 1,176 students in grades K-8.

¹The Performance-based Agreement (“PBA”) is analogous to the “charter” for a charter school. KIPP Miami operates pursuant to a PBA dated May 9, 2019 and amended July 1, 2020 and April 17, 2024, as supplemented from time-to-time with certain schedules related to academic goals.

² Based on current cost estimates, gymnasium construction is expected to be deferred to a future date.

EXHIBIT 3
Project Description

- a. Will the project include the refinancing of any existing indebtedness? Yes No If yes, provide complete description of the outstanding indebtedness:

Description of indebtedness (name of obligation(s):	Bridge Loan
Issued pursuant to (trust indenture, loan agreement, promissory note, etc.):	Loan agreement
Date indebtedness was incurred:	1/27/2022
Estimated amount outstanding:	\$735,000
Exact name of borrower:	KIPP Miami, Inc.
Exact name of trustee and/or lender:	KIPP Foundation
Lender contact information (primary contact, telephone number and email)	Carol Wells at (650) 342-5128

- b. Will the project include new acquisition and/or improvements? Yes No If yes, provide an estimated project budget, as follows:

Cost of acquisition of fee simple interest in land	N/A
Cost of acquisition of leasehold interest in land	N/A
Cost of any existing improvements	N/A
Cost of any construction of new facilities	\$42,340,000
Cost of any renovation	N/A
Cost of furnishings and fixtures	\$750,000
Cost of equipment	\$750,000
Total	\$43,840,000

- c. Complete Schedule I to this Exhibit 3 with respect to the project, including portions of the project to be located at different sites, if any.
- d. Is there a required completion date? Yes No If yes: August 1, 2026
- e. Please describe any existing facilities of the Applicant that will be included as a part of the security for the financing but for which proceeds will not be used, including location:

It is our intention that all permanent sources of funding for the Series 2024A Bonds and the proposed Series 2025 Bond, will be issued as cross-secured obligations under an existing master trust indenture in which KSF NW 110th Street, LLC (leasehold owner/landlord for North Campus), KSF NW 79th Street, LLC (owner/landlord for Liberty City Campus), and KIPP Miami, Inc. (school/tenant) are obligated parties. The existing master trust indenture currently has a leasehold mortgage of 3000 NW 110th Street, Miami

- f. Are additional facilities required and contemplated by the Applicant to be addressed in a future financing? Yes No If yes, describe below:

None currently planned at this time

- g. Provide any available market or feasibility studies.
N/A

SCHEDULE I TO EXHIBIT 3 PROJECT DESCRIPTION

PROJECT DETAILS

Street Address or Description of Location	Description of Portion of Project to be Located at This Site*	Portion of Project Budget Allocable to this Location	Indicate Refinanced, Acquired or New Construction/Renovation	City	County	State	Zip
KIPP Miami Liberty City Campus 1080 NW 79th Street	To-be-constructed 79,134+/- square foot school building currently planned to be constructed for August 2026 opening with planned use to house 1,176 students in grades K-8 on a 4.3 acre site.	\$43,840,000	New Construction	Miami	Miami-Dade	FL	33150

* Include:

- Acreage of any real property;
- Number and square footage of each building;
- Nature of the property, if applicable, such as units, classrooms, administrative, recreational, etc.

EXHIBIT 4
Initial Sources & Uses of Funds

<u>Bond Series</u>	<u>Sources of Funds</u>	<u>Borrower</u>
Series 2025 Bonds	\$50,000,000	KSF NW 79th Street, LLC
Fundraising/Other	\$650,000	
	\$50,650,000	

	<u>Uses of Funds</u>	
Pre-Development Loan Payoff	\$735,000	KIPP Foundation Loan
Environmental Remediation	\$1,000,000	
Project Costs (Hard/Soft)	\$32,600,000	
Contingency/Other	\$10,240,000	
Construction Period Interest	\$1,500,000	
Costs of Issuance Allowance	\$1,575,000	
Debt Service Reserve Fund	\$3,000,000	
	\$50,650,000	

EXHIBIT 5
Board of Directors

The Applicant, KSF NW 79th Street, LLC, is a single purpose entity owned solely by KIPP South Florida Educational Facilities, Inc. (“KSF”). KSF is a Florida nonprofit corporation with 501(c)(3) tax exemption.

The KSF Board of Directors is comprised of professionals who donate their time in areas such as community development, finance, and project management. The Board meets periodically as needed to provide strategic advice to the management team regarding facilities development and financing and to carry out other duties including approval of financing, site acquisition, and development agreements for new facilities. KSF undertakes projects through wholly owned limited liability companies with KSF as the sole member.

The KSF By-Laws provide the Board shall be self-perpetuating and shall consist of at least three (3) members. The specific number of board members, regular and special meeting schedule, and officers shall be designated by resolution of the majority of the Board. KSF’s current Board consists of three (3) members. There is no limit on the length of time Board members may serve.

Table 5 – KIPP South Florida Educational Facilities, Inc. Board of Directors

Name	Position	Occupation	Dates of Service
Eric Knowles	Board Chair	Current President and CEO of the Miami Dade Chamber of Commerce, and has served on multiple non-profit boards.	3/21/25 – 3/20/27
William “Billy” Krauss, Vice President	Vice Chair	Sub Complex Manager for Morgan Stanley; Series 7, 63, 65, 9, and 10.	3/21/25 – 3/20/27
Hannah Richman	Secretary	Advisor to Level Field Facilities Fund, and previously served as Real Estate Consultant for the KIPP Foundation.	3/21/25 – 3/20/28
Source: KIPP TEAM and Family Schools			

EXHIBIT 6
Financing Distribution List

KSF NW 79th Street, LLC
Tax-Exempt Charter School Revenue Bonds (KIPP Miami Project)

DISTRIBUTION LIST

Issuer

Capital Trust Authority
315 Fairpoint Drive
Gulf Breeze, Florida 32561

Denis McKinnon, III, Executive Director
Phone: (850) 934-4046
dmckinnon@muniad.com

Mark Jackson
mjackson@muniad.com

Issuer Counsel

Bryant Miller Olive
201 North Franklin Street
Tampa, Florida 33602

Kareem J. Spratling, Partner
Phone: (813) 273-6677
kspratling@bmolaw.com

Bryant Miller Olive
201 North Franklin Street
Tampa, Florida 33602

Krista Hall
Phone: (813) 549-0769
khall@bmolaw.com

Bryant Miller Olive
1301 Riverplace Boulevard, Suite 2101
Jacksonville, Florida 32207

Jackie Bell
Phone: (904) 384-1264
jbelle@bmolaw.com

Bond Counsel

Nelson Mullins Riley & Scarborough LLP
390 North Orange Avenue Suite 1400
Orlando, FL 32801

Joseph B. Stanton
Phone: (407) 669-4210
joseph.stanton@nelsonmullins.com

Nelson Mullins Riley & Scarborough LLP
390 North Orange Avenue Suite 1400
Orlando, FL 32801

Kate Stangle
Phone: (407) 669-4309
kate.stangle@nelsonmullins.com

Applicant/School/CMO

KIPP Miami, Inc.
3000 NW 110th Street
Miami, Florida 33167

Monica Kress, Managing Director of Ops.
Phone: (757) 635-3375
mkress@kippmiami.org

KIPP Team & Family Schools
60 Park Place, Suite 802
Newark, New Jersey 07102

Steve Small, Co-President
Phone: (201) 686-7241
ssmall@kippteamandfamily.org

KSF NW 79th Street, LLC
c/o KIPP South Florida Educational Facilities, Inc.
3000 NW 110th Street
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EXHIBIT 7
Background Information

KIPP Miami, Inc. is managed by KIPP TEAM and Family Schools Inc. (“KTAF”), a nonprofit corporation designated as a School of Hope Operator by the Florida Department of Education.

KTAF is a 501(c)(3) nonprofit charter management organization formed in 2014 to manage KIPP schools. KTAF’s founding senior leadership team all transitioned to KTAF from their former roles managing operations, finance, and administration of KIPP Newark which has operated continuously since 2002. **KTAF currently manages (i) KIPP Miami, (ii) TEAM Academy Charter School (“KIPP Newark”) in Newark, New Jersey, and (iii) KIPP: Cooper Norcross, A New Jersey Nonprofit Corporation (“KIPP Camden”) public schools in Camden, New Jersey.** KTAF provides management and operational, administrative, and support services to its managed schools. Enrollment at KTAF’s managed regions is set forth in Table 2.

Table 2 – KTAF Enrollment by Region

Region	Actual Enrollment 2022-23*	Actual Enrollment 2023-24*	Actual Enrollment 2024-25*
KIPP Newark	6,103	6,314	6,378
KIPP Camden	2,013	2,246	2,263
KIPP Miami	1,045	1,228	1,355
Total	9,161	9,788	9,996
*Actual Enrollment as of October 15 (start of school year)			
**Actual Enrollment as of August 15, 2023			
Source: KIPP TEAM and Family Schools			

KTAF’s primary source of revenue is an annual management fee currently equal to 12.0% of core state and local per pupil revenues paid by KIPP Miami and its other managed schools.

KIPP Miami and KSF are not affiliated with KTAF or any other schools managed by KTAF and no public funds of KIPP Miami shall be used in connection with the operation, development or financing of any other schools managed by KTAF.

KIPP MIAMI, INC.
MIAMI, FLORIDA
(A COMPONENT UNIT OF THE SCHOOL BOARD
OF MIAMI-DADE COUNTY, FL)

BASIC FINANCIAL STATEMENTS, INDEPENDENT
AUDITOR'S REPORT AND SUPPLEMENTAL
INFORMATION

JUNE 30, 2024

KIPP MIAMI, INC.
BASIC FINANCIAL STATEMENTS AND ADDITIONAL INFORMATION
JUNE 30, 2024

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KIPP MIAMI, INC.
(A Component Unit of the School Board of Miami-Dade County)

3000 NW 110th Street
Miami, Florida 33167
(786) 822-7702

2023-2024

BOARD OF DIRECTORS

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Ms. Zarifa Reynolds
Mr. Jeb Bush, Jr.
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INDEPENDENT AUDITOR'S REPORT

Board of Directors of
KIPP Miami, Inc.
Miami, Florida

Report on the Audit of the Financial Statements

Opinions

We have audited the financial statements of the governmental activities and each major fund of KIPP Miami, Inc. (the "Organization"), a nonprofit organization and a charter school sponsored by the District School Board of Miami-Dade County, Florida as of and for the year ended June 30, 2024, and the related notes to the financial statements, which collectively comprise the Organization's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of KIPP Miami, Inc., as of June 30, 2024, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards* (GAS), issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Organization, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and GAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and GAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis (pages 5-9) and budgetary comparison information (pages 31-32) be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report (pages 34-35) dated September 11, 2024 on our consideration of the Organization's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control over financial reporting and compliance.

García Santa María De Armas Trujillo, PLLC

CERTIFIED PUBLIC ACCOUNTANTS

Coral Gables, Florida
September 11, 2024

Management's Discussion and Analysis

KIPP Miami, Inc.

June 30, 2024

The corporate officers of KIPP Miami, Inc. (the "Organization") have prepared this narrative overview and analysis of the Organization's financial activities for the fiscal year ended June 30, 2024, the sixth full year of operations.

FINANCIAL HIGHLIGHTS

1. The Organization served over 1,200 students in 2023-2024 at two schools.
2. The Organization's total net position at June 30, 2024 was \$7,905,563 and its total fund balance was \$12,400,889.

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction to the basic financial statements. The Organization's financial statements for the year ended June 30, 2024 are presented in accordance with GASB Codification Section 2200. The financial statements have three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. This report also contains other required supplementary information in addition to the basic financial statements themselves.

Government-Wide Financial Statements

The *Government-Wide Financial Statements* are designed to provide readers with a broad overview of the Organization's finances, in a manner similar to a private-sector business.

The *Statement of Net Position* presents information on all of the Organization's assets and liabilities. The difference between the two is reported as *net position*. Over time, increases or decreases in net position may serve as an indicator of whether their financial position is improving or deteriorating.

The *Statement of Activities* presents information on how net position changed during the fiscal year. All changes in net position are reported as soon as the underlying event resulting in the change occurs, without regard to the timing of related cash flows. Accordingly, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods. The government-wide financial statements can be found on pages 10 – 11 of this report.

Fund Financial Statements

A "fund" is a collection of related accounts grouped to maintain control over resources that have been segregated for specific activities, projects, or objectives. The Organization, like other state and local governments, uses fund accounting to ensure and report compliance with finance-related legal requirements. All of its funds are governmental funds. *Governmental Funds* are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements.

Governmental fund financial statements, however, focus on *near-term* inflows and outflows of spendable resources, as well as on the balances of spendable resources which are available at the end of the fiscal year. Such information may be used to evaluate a government's requirements for near-term financing.

Prior to the start of the Organization's fiscal year, the Board adopts an annual budget for all of its governmental funds. A budgetary comparison statement has been provided for the governmental funds to demonstrate compliance with the budget. The basic governmental fund financial statements can be found on pages 12 - 15 of this report.

Notes to Financial Statements

The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

The notes to the financial statements can be found on pages 16 - 30 of this report.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

A summary of the Organization's net position as of June 30, 2024 and 2023 follows:

Assets	<u>2024</u>	<u>2023</u>
Cash and cash equivalents	\$ 7,507,683	\$ 5,538,222
Restricted cash	1,219,664	818,357
Due from other agencies	3,486,520	3,958,463
Pledge receivable, current portion	-	550,000
Due from KIPP South Florida	1,158,209	633,942
Prepaid expenses and other current assets	309,083	65,029
Capital assets	16,888,518	11,563,185
Right-to-use asset, net	<u>31,063,572</u>	<u>28,480,562</u>
Total Assets	<u>\$ 61,633,249</u>	<u>\$ 51,607,760</u>
Liabilities and Net Position		
Accounts payable and accrued liabilities	\$ 822,954	\$ 343,394
Advanced revenue - grants	279,034	-
Due to management organization	178,282	1,620,491
Due to KIPP Foundation, Inc.	-	151,282
Loans payable	21,067,045	14,530,470
Lease liability	<u>31,380,371</u>	<u>29,105,795</u>
Total Liabilities	53,727,686	45,751,432
Net investment in capital assets	1,111,161	(288,693)
Restricted	1,207,164	1,511,061
Deficit in unrestricted	<u>5,587,238</u>	<u>4,633,960</u>
Total Net Position	<u>7,905,563</u>	<u>5,856,328</u>
Total Liabilities and Net Position	<u>\$ 61,633,249</u>	<u>\$ 51,607,760</u>

At June 30, 2024, the Organization's total assets were \$61,633,249 and total liabilities were \$53,727,686. At June 30, 2023, the Organization reported total net position of \$7,905,563.

A summary and analysis of the Organization's revenues and expenses for the years ended June 30, 2024 and 2023 follows:

REVENUES	<u>2024</u>	<u>2023</u>
Program Revenues		
Federal, state, local sources	\$ 13,200,906	\$ 16,070,299
General Revenues		
FEFP nonspecific revenues	10,496,082	8,414,964
Gifts, grants, and other revenues	2,699,368	448,343
State capital outlay and improvement	967,815	-
Total Revenues	<u>\$ 27,364,171</u>	<u>\$ 24,933,606</u>
 EXPENSES		
Instruction	\$ 9,221,756	\$ 11,298,464
Student and instructional support	2,148,686	1,530,599
General administration	338,814	39,315
School administration	4,466,537	5,598,160
Board	74,797	-
Facilities acquisition & construction	163,177	394,105
Fiscal services	1,237,398	1,019,939
Food services	1,583,677	960,231
Central services	536,632	425,850
Pupil transportation services	1,086,370	1,016,960
Operation of plant	693,403	813,175
Maintenance of plant	442,872	658,337
Administrative technology	534,705	277,489
Interest expense	2,786,112	1,850,991
Total Expenses	<u>\$ 25,314,936</u>	<u>\$ 25,883,615</u>
Change in Net Position	2,049,235	(950,009)
 Net Position at Beginning of Year	<u>5,856,328</u>	<u>6,806,337</u>
Net Position at End of Year	<u>\$ 7,905,563</u>	<u>\$ 5,856,328</u>

The Organization's total revenues for the year ended June 30, 2024 were \$27,364,171 while its total expenses were \$25,314,936 for a net increase of \$2,049,235. This was the Organization's sixth full year of operations. The Organization moved its schools into a newly constructed facility during the prior year and invested in instructional expenses in order to accommodate for growth in 2022-2023. The Organization's revenue increased by \$2,431,000 during 2023-2024, mainly due to an increase in referendum funding related to a settlement with the School Board of Miami-Dade County for 2018 Referendum Revenues owed to the schools totaling approximately \$1,635,000 and an increase in FEFP revenues as a result of an increase in students from prior year (1,033 to 1,212) and additional mental health allocations.

SCHOOL LOCATIONS

The Organization operated the two charter schools in the Miami area during 2023-2024, KIPP Courage Academy and KIPP Royalty Academy, which were both located at 3000 NW 110th Street, Miami, FL 33167.

FINANCIAL ANALYSIS OF THE GOVERNMENT'S FUND

As noted earlier, the Organization uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

GOVERNMENTAL FUNDS

The focus of the Organization's *governmental funds* is to provide information on near-term inflows, outflows, and balances of *spendable* resources. Such information is useful in assessing the Organization's financing requirements. In particular, *unassigned fund balance* may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

The Organization's governmental funds reported a combined fund balance of \$12,400,889 and an increase in fund balance of \$3,502,043 for the year ended June 30, 2024.

CAPITAL ASSETS

The Organization's capital assets consist of equipment, leasehold improvements for the facility in which its current schools operate, and construction in progress related to improvements to a leased property at a separate facility that has not been completed as of June 30, 2024. Capital assets totaled \$16,888,518, net of accumulated depreciation, at June 30, 2024.

BUDGETARY HIGHLIGHTS

Prior to the start of the Organization's fiscal year, the Board of the Organization adopted an annual budget. Over the course of the year, the Board of the Organization revised its budget. A budgetary comparison statement has been provided for the governmental funds to demonstrate compliance with the Organization's budget.

	All Governmental Funds		
	Original Budget	Final Budget	Actual
REVENUES			
State passed through local	\$ 10,621,903	\$ 10,167,741	\$ 10,496,082
Local referendum funding	1,752,871	1,788,510	3,407,582
Federal and state sources	13,088,576	10,043,107	10,767,666
Federal lunch program	1,519,452	1,645,904	1,549,327
Gifts, grants, and other revenues	2,492,884	2,400,000	1,424,179
Interest income	-	30,736	269,336
TOTAL REVENUES	\$ 29,475,686	\$ 26,075,998	\$ 27,914,172
EXPENDITURES			
Instruction	\$ 9,349,380	\$ 9,266,908	\$ 9,221,756
Instructional support services	2,558,437	2,241,950	2,148,686
General administration	-	126,487	338,814
School administration	4,887,478	4,887,478	4,466,537
Board	-	-	74,797
Fiscal services	1,471,628	1,417,129	1,237,398
Food services	1,461,772	1,588,224	1,563,677
Central services	407,000	589,600	536,632
Pupil transportation services	1,150,000	1,150,000	1,086,370
Operation of plant	159,331	159,331	296,983
Maintenance of plant	869,665	784,350	442,872
Administrative technology	477,350	541,375	534,705
Capital Outlay	-	5,508,510	32,542,333
Debt service	2,385,550	7,033,236	7,376,949
TOTAL EXPENDITURES	\$ 25,177,591	\$ 35,294,578	\$ 61,868,509
Excess of expenditures over revenues	\$ 4,298,095	\$ (9,218,580)	\$ (33,954,337)
OTHER FINANCING SOURCES			
Proceeds from issuance of long-term debt	-	10,460,997	10,460,997
Increase in right-to-use liability	-	-	26,995,383
TOTAL OTHER FINANCING SOURCES	-	10,460,997	37,456,380
Net change in fund balance	\$ 4,298,095	\$ 1,242,417	\$ 3,502,043

BUDGETARY HIGHLIGHTS (Continued)

Actual revenues were larger than budgeted by approximately \$1,840,000. Significant revenue variances of final budget to actual are as follows. Local referendum funding was higher than budgeted due to a settlement with the School Board of Miami-Dade County resulting in additional funds of approximately \$1,635,000 allocated to the Organization from the 2018 Referendum. Revenues from federal and state sources were higher than budgeted by \$725,000 as the final budget was reduced significantly from the original in order to allocate multi-year grant awards to future years. State passed through local (FEFP) was higher than the final budget by \$328,000 due to additional allocations aside from Basic and other FEFP included in funding for 2023-2024. Gifts, grants and other revenues were lower than anticipated by \$976,000 as actual private donations and contributions received were lower than anticipated.

Actual capital outlay expenditures above include right-to-use asset additions of approximately \$27 million, which are not budgeted as they are offset with the corresponding other financing source from right-to-use liability. Actual expenditures excluding right-to-use additions were higher than budget by approximately \$425,000 due to maintenance of plant being less than originally anticipated.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the finances of the Organization. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Roopa Gottimukkala of KIPP Team and Family Schools, Inc. located at 60 Park Place, Suite 802, Newark, New Jersey, 07102.

KIPP MIAMI, INC.
STATEMENT OF NET POSITION
JUNE 30, 2024

	<u>Governmental Activities</u>
ASSETS	
CURRENT ASSETS	
Cash and cash equivalents	\$ 7,507,683
Restricted cash	1,219,664
Due from other agencies, net	3,486,520
Due from KIPP South Florida	1,158,209
Prepaid expenses and other current assets	<u>309,083</u>
TOTAL CURRENT ASSETS	13,681,159
Capital assets	16,888,518
Right-to-use asset, net	<u>31,063,572</u>
TOTAL ASSETS	<u>\$ 61,633,249</u>
LIABILITIES AND NET POSITION	
LIABILITIES	
Accounts payable and accrued liabilities	\$ 822,954
Advanced revenue	279,034
Due to management organization	178,282
Loans payable, current portion	1,029,062
Right-to-use liability, current portion	<u>1,029</u>
TOTAL CURRENT LIABILITIES	2,310,361
Right-to-use liability, long-term portion	31,379,342
Loans payable, long-term portion	<u>20,037,983</u>
TOTAL LIABILITIES	53,727,686
NET POSITION	
Net investment in capital assets	1,111,161
Restricted - referendum	174,873
Restricted - debt service	288,042
Restricted - food program	250,109
Restricted - capital projects	494,140
Unrestricted	<u>5,587,238</u>
TOTAL NET POSITION	<u>7,905,563</u>
TOTAL LIABILITIES AND NET POSITION	<u>\$ 61,633,249</u>

The accompanying notes are an integral part of this financial statement.

KIPP MIAMI, INC.
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2024

Functions	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Position
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	
Governmental Activities:					
Instruction	\$ 9,221,756	\$ -	\$ 6,263,235	\$ -	\$ (2,958,521)
Student and instructional support	2,148,686	-	2,107,794	-	(40,892)
General administration	338,814	-	-	-	(338,814)
School administration	4,466,537	-	2,618,174	-	(1,848,363)
Board	74,797	-	-	-	(74,797)
Facilities acquisition & construction	163,177	-	-	75,000	(88,177)
Fiscal services	1,237,398	-	-	-	(1,237,398)
Food services	1,583,677	-	1,549,327	-	(34,350)
Central services	536,632	-	-	-	(536,632)
Pupil transportation services	1,086,370	-	-	-	(1,086,370)
Operation of plant	693,403	-	-	-	(693,403)
Maintenance of plant	442,872	-	75,575	-	(367,297)
Administrative technology	534,705	-	511,801	-	(22,904)
Debt service, including right-of-use	2,786,112	-	-	967,815	(1,818,297)
Total Governmental Activities	\$ 25,314,936	\$ -	\$ 13,125,906	\$ 1,042,815	\$ (11,146,215)
GENERAL REVENUES:					
					10,496,082
					2,430,032
					269,336
					<u>13,195,450</u>
					2,049,235
					5,856,328
					<u>\$ 7,905,563</u>

The accompanying notes are an integral part of this financial statement.

KIPP MIAMI, INC.
BALANCE SHEET- GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2024

	General Fund	Special Revenue Fund	Capital Projects Fund	Debt Service Fund	Total Governmental Funds
ASSETS					
Cash and cash equivalents	\$ 7,507,683	\$ -	\$ -	\$ -	\$ 7,507,683
Restricted cash	-	404,430	494,140	321,094	1,219,664
Due from other agencies	1,407,789	2,010,861	67,870	-	3,486,520
Due from KIPP South Florida	1,158,209	-	-	-	1,158,209
Due from fund	1,495,793	-	-	-	1,495,793
Prepaid expenses and other current assets	205,153	103,930	-	-	309,083
TOTAL ASSETS	\$ 11,774,627	\$ 2,519,221	\$ 562,010	\$ 321,094	\$ 15,176,952
LIABILITIES AND FUND BALANCES					
LIABILITIES					
Accounts payable and accrued liabilities	\$ 559,728	\$ 230,174	\$ -	\$ 33,052	\$ 822,954
Advanced revenue	-	279,034	-	-	279,034
Due to management organization	21,173	157,109	-	-	178,282
Due to fund	-	1,427,923	67,870	\$ -	1,495,793
TOTAL LIABILITIES	580,901	2,094,240	67,870	33,052	2,776,063
FUND BALANCE					
Nonspendable					
Deposit receivable and other assets	205,153	103,930	-	-	309,083
Restricted, debt service	-	-	-	288,042	288,042
Restricted, referendum funds	-	174,873	-	-	174,873
Restricted for food program	-	250,109	-	-	250,109
Restricted for capital projects	-	-	494,140	-	494,140
Unassigned	10,988,573	(103,931)	-	-	10,884,642
TOTAL FUND BALANCE	\$ 11,193,726	\$ 424,981	\$ 494,140	\$ 288,042	\$ 12,400,889
TOTAL LIABILITIES AND FUND BALANCE	\$ 11,774,627	\$ 2,519,221	\$ 562,010	\$ 321,094	\$ 15,176,952

The accompanying notes are an integral part of this financial statement.

KIPP MIAMI, INC.
RECONCILIATION OF THE GOVERNMENTAL FUND BALANCE SHEET TO THE STATEMENT
OF NET POSITION
FOR THE YEAR ENDED JUNE 30, 2024

Total Fund Balance - Governmental Funds	\$	12,400,889
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Amounts reported for governmental activities in the statement of net position are different because:

Long term liabilities are not due in the current period and accordingly, are not reported as fund liabilities.

Loans payable		(21,067,045)
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Capital assets, net of accumulated depreciation used in governmental activities are not financial resources and, therefore, are not reported in the fund.

Capital assets		17,239,607
Accumulated depreciation		(351,089)

Right-to-use assets and liabilities used in governmental activities are not financial resources or obligations and therefore are not reported in the

Right-to-use asset		31,063,572
Right-to-use liability		<u>(31,380,371)</u>

Total Net Position - Governmental Activities	\$	<u>7,905,563</u>
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The accompanying notes are an integral part of this financial statement.

KIPP MIAMI, INC.
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE –
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2024

	General Fund	Special Revenue Fund	Capital Project Fund	Debt Service Fund	Total Governmental Funds
REVENUES					
State passed through local	\$ 10,496,082	\$ -	\$ -	\$ -	\$ 10,496,082
Local referendum funding	1,637,182	1,770,400	-	-	3,407,582
Federal and state sources	-	9,799,851	967,815	-	10,767,666
Federal lunch program	-	1,549,327	-	-	1,549,327
Gifts, grants, and other revenues	1,342,851	6,328	75,000	-	1,424,179
Interest income	269,336	-	-	-	269,336
TOTAL REVENUES	\$ 13,745,451	\$ 13,125,906	\$ 1,042,815	\$ -	\$ 27,914,172
EXPENDITURES					
Current:					
Instruction	\$ 2,958,521	\$ 6,263,235	\$ -	\$ -	9,221,756
Student and instructional support	1,355,883	792,803	-	-	2,148,686
General administration	338,814	-	-	-	338,814
School administration	1,798,135	2,668,402	-	-	4,466,537
Board	74,797	-	-	-	74,797
Fiscal services	1,237,398	-	-	-	1,237,398
Food services	16,000	1,547,677	-	-	1,563,677
Central services	536,632	-	-	-	536,632
Pupil transportation services	-	1,086,370	-	-	1,086,370
Operation of plant	-	296,983	-	-	296,983
Maintenance of plant	367,297	75,575	-	-	442,872
Administrative technology	22,904	511,801	-	-	534,705
Capital Outlay:					
Facilities acquisition & construction	-	-	5,508,510	-	5,508,510
Right-to-use assets	27,033,823	-	-	-	27,033,823
Debt service:					
Redemption of principal- loans	619,422	-	-	3,350,000	3,969,422
Interest- loans	285,916	-	-	67,580	353,496
Redemption of principal- right-to-use liability	666,415	-	-	-	666,415
Interest- right-to-use liability	700,832	-	967,815	-	1,668,647
Cost of issuance	-	-	-	718,969	718,969
TOTAL EXPENDITURES	\$ 38,012,789	\$ 13,242,846	\$ 6,476,325	\$ 4,136,549	\$ 61,868,509
Excess of revenues over expenditures	(24,267,338)	(116,940)	(5,433,510)	(4,136,549)	(33,954,337)
OTHER FINANCING SOURCES					
Proceeds from issuance of long-term debt	-	-	-	10,460,997	10,460,997
Increase in Right-to-use liabilities	26,995,383	-	-	-	26,995,383
Transfers (out) in	527,896	-	5,508,510	(6,036,406)	-
TOTAL OTHER FINANCING SOURCES	27,523,279	-	5,508,510	4,424,591	37,456,380
NET CHANGE IN FUND BALANCE	3,255,941	(116,940)	75,000	288,042	3,502,043
Fund balance at beginning of year	7,937,785	541,921	419,140	-	8,898,846
Fund balance at end of year	\$ 11,193,726	\$ 424,981	\$ 494,140	\$ 288,042	\$ 12,400,889

The accompanying notes are an integral part of this financial statement.

KIPP MIAMI, INC.

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES FOR THE YEAR ENDED JUNE 30, 2024

Change in Fund Balance - Governmental Funds \$ 3,502,043

Amounts reported for governmental activities in the statement of activities are different because:

Proceeds from loans provide current financial resources to governmental funds, but increases long-term liabilities in the statement of net position. Repayment of principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position.

Proceeds, net of adjustments	(10,505,997)
Repayments of principal, loans	3,969,422
Repayments of principal, right-to-use liability	666,415

Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives as depreciation expense.

Capital outlays	5,508,510
Depreciation expense	(183,177)

In the statement of activities, amortization of the right-to-use asset is reported as an expense over the estimated life of the lease, however, in the governmental funds report it is not included as an expense. Additions of right-to-use assets and liabilities are reported as expenditures in the governmental funds, but increase assets and liabilities in the statement of net position. Deletions of prior right-to-use assets and liabilities as a result of modifications are reported as increases or reductions of expenses on the statement of activities, while they are not reported in the governmental funds.

Amortization expense	(754,401)
Addition	27,033,823
Net deletion	<u>(23,696,412)</u>
Net Modification of right-to-use asset	3,337,411
Addition	(26,995,383)
Deletion	<u>24,054,392</u>
Net Modification of right-to-use liability	(2,940,991)

Contributions pledged by donors are reported in the statement of activities, net of discount provisions, when the promise to give is received. However, governmental funds report contributions as financial resources are received.

Pledge payments received	<u>(550,000)</u>
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Change in Net Position of Governmental Activities \$ 2,049,235

The accompanying notes are an integral part of this financial statement.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 1 – ORGANIZATION AND OPERATIONS

Reporting Entity

KIPP Miami, Inc. (the “Organization”) is a not-for-profit corporation, organized pursuant to Chapter 617, of the Florida Statutes, the Florida Not for Profit Corporation Act, and Section 1002.33, of the Florida Statutes. The Organization is part of the KIPP (Knowledge is Power Program) national non-profit network of college-preparatory, public charter schools educating elementary, middle and high school students.

The Organization conducts business as a and holds the “Performance Based Agreement” to operate KIPP Miami – Liberty City (the “School of Hope”) established under Section [1002.33] of the Florida Statutes. The governing body of the School of Hope is the Board of Directors of the Organization, which is comprised of eight members.

The School of Hope was established and operates under a School of Hope Performance Based Agreement (“PBA”) between the sponsoring school district, The School Board of Miami-Dade County, Florida (the “District”) and the Organization. In accordance with Florida Statutes, a charter school may be established as a School of Hope under a PBA by a designated Hope Operator. The Organization’s designated Hope Operator is KIPP TEAM and Family Schools, Inc. (formerly known as KIPP New Jersey, Inc.), which is the Organization’s Charter Management Organization (“CMO”) per agreement with the Organization. See Note 9. The PBA is predicated on KIPP TEAM and Family Schools, Inc. continuing to serve as the CMO for the Organization. The PBA is effective until June 30, 2029. The PBA may be automatically terminated if KIPP TEAM and Family Schools, Inc. ceases to serve as the Organization’s CMO, unless the Organization has become approved as a Hope Operator in accordance with the law. The PBA may also be terminated before the date of expiration for reasons set forth in the agreement and Section 1002.33 of the Florida Statutes.

During the year ended June 30, 2024, the Organization operated two charter schools under the School of Hope PBA: KIPP Courage Academy and KIPP Royalty Academy. Both schools operated at the same location during the year end June 30, 2024 and subsequently.

The accompanying financial statements of the Organization present the complete operations, balances, activities and disclosures of the School of Hope and its campuses for the year ended June 30, 2024, when approximately 1,212 students were enrolled in K through 8th grade.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

Based on the guidance provided in the American Institute of Certified Public Accountants Audit and Accounting Guide – Audits per State and Local Governments and provisions of Florida Statutes, the Organization is presented as a governmental organization for financial statement reporting purposes under standards set by the Governmental Accounting Standards Board (“GASB”).

Government-wide and Fund Financial Statements

Government-wide Financial Statements

The government-wide financial statements include the statement of net position and the statement of activities. These statements report information for the Organization as a whole. Both statements report only governmental activities as the Organization does not engage in any business type activities. These statements do not include fiduciary funds.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government-wide Financial Statements

The statement of activities reports the expenses of a given function offset by program revenues directly connected with the functional program. A function is an assembly of similar activities and may include portions of a fund or summarize more than one fund to capture the expenses and program revenues associated with a distinct functional activity. Program revenues include: (1) charges for services which report fees, (2) operating grants and contributions which finance annual operating activities, and (3) capital grants and contributions which fund the acquisition, construction, or rehabilitation of capital assets. These revenues are subject to externally imposed restrictions to these program uses. Other revenue sources not properly included with program revenues are reported as general revenues.

Fund Financial Statements

Fund financial statements are provided for governmental funds. The operations of the funds are accounted for with a separate set of self-balancing accounts that comprise its assets, liabilities, equity, revenues and expenditures. Major individual governmental funds, namely, the general, special revenue and capital project funds are reported as separate columns in the fund financial statements:

General Fund – is the Organization’s primary operating fund. It accounts for all financial resources not accounted for and reported in another fund.

Special Revenue Fund – used to account for the proceeds of specific revenue sources that are restricted or committed to expenditures for specific purposes other than debt service and capital projects, which include federal and state grant programs and other restricted funding.

Capital Projects Fund – used to account for and report financial resources that are restricted, committed or assigned to expenditures for capital outlays, including the acquisition and construction of capital facilities and other capital assets. Activity related to the construction and improvement projects for school facilities are reflected in this fund.

Debt Service Fund – used to account for and report financial resources that are restricted, committed or assigned to expenditures for principal and interest.

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The financial statements of the Organization are prepared in accordance with generally accepted accounting principles (GAAP). The Organization applies all relevant Governmental Accounting Standards Board (GASB) *Codification of Accounting and Financial Reporting Guidelines*.

The government-wide statements report using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Revenues from non-exchange transactions are reported according to Governmental Accounting Standards Board (GASB) Codification Section 1600.111 and Section N50 “*Accounting and Financial Reporting for Non-Exchange Transactions*”. On the accrual basis, revenues from grants and donations are recognized in the fiscal year in which all eligibility requirements have been satisfied.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Governmental fund financial statements report using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized when they are both measurable and available. Measurable means the amount of the transaction can be determined. Available means collectible within the current period or soon enough thereafter to pay current liabilities. The Organization considers revenues to be available if they are collected within 90 days of the end of the fiscal year. Florida Education Finance Program (FEFP) revenues are recognized when received. A one-year availability period is used for revenue recognition for all other governmental fund revenues. When grant terms provide that the expenditure of funds is the prime factor for determining eligibility for federal, state, and other grant funds, revenue is recognized at the time the expenditure is made. Expenditures are recorded when the related fund liability is incurred, except for long-term debt principal and interest which are reported as expenditures in the year due.

Budgetary Basis Accounting

Budgets are presented on the modified accrual basis of accounting. During the fiscal year, expenditures were controlled at the object level (e.g., salaries, purchased services, and capital outlay). Any revisions to the annual budget are approved by the Board.

Cash and Cash Equivalents

The Organization’s cash is considered to be cash on hand and demand deposits, with original maturities of three months or less.

Due From Other Agencies

Due from other agency consists of amounts due for revenues from federal, federal through state, state, or other sources.

Capital Assets

Capital assets, which include property, plant and equipment, are reported in the component unit financial statements. Property, plant, and equipment with initial individual costs that equal or exceed \$2,000 and estimated useful lives of over one year are recorded as capital assets. Capital assets are recorded at historical cost. Donated capital assets are recorded at estimated fair value at the date of donation. Property, plant, and equipment are depreciated using the straight-line method over the following estimated lives:

Furniture and equipment	10 years
Hardware technology	10 years
Buildings and building improvements	40 years
Leasehold improvements	Term of lease

Compensated Absences

The Organization provides teachers with 10 days of paid time off. Other full time staff gets 10 days paid time off, plus 10 vacation days as long as the request is approved in accordance with the Organization’s policies. Unused days are not rolled over to a future year, but are paid out to employees at year end. In the event of termination, each qualifying employee is not entitled to receive payment for accumulated unused paid time off. The Organization also provides certain days to be used for specific personal matters such as family death and jury duty. Because the use of such days is contingent upon those events taking place and such events are out of the control of both the employer and the employee, there is no accrual for such days.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

GASB Codification Section C60, *Accounting for Compensated Absences*, provides that compensated absences that are contingent on a specific event that is outside the control of the employer and employee should be accounted for in the period those events take place. Accordingly, these financial statements do not include an accrual for compensated days available to be used in future benefit years.

Government-wide Fund Net Position

Government-wide fund net position are divided into three components:

- Net investment in capital assets – consists of the historical cost capital assets less accumulated depreciation and reduced by the outstanding balances of any borrowings that are attributable to the acquisition or improvement of those assets plus deferred outflows of resources less deferred inflows of resources. The net investment in capital assets for the year ending June 30, 2024, was \$1,111,161.
- Restricted net assets – consists of net assets with constraints placed on their use either by external groups such as creditors, grantors, contributors or laws or regulations of other governments less related liabilities and deferred inflows of resources. The restricted net position for the year ending June 30, 2024 was \$1,207,164.
- Unrestricted – all other net position is reported in this category, including amounts due from affiliates and charter schools.

Governmental Fund Balances

In the governmental fund financial statements, fund balances are classified as follows:

- Nonspendable – fund balance associated with inventories, prepaid expenses and deposits, long-term loans and notes receivable, and property held for resale (unless the proceeds are restricted, committed, or assigned). At June 30, 2024, the Organization’s nonspendable fund balance was \$309,083.
- Restricted – fund balance category includes amounts that can be spent only for the specific purposes stipulated by constitution, external resource providers, or through enabling legislation. At June 30, 2024, the restricted fund balance was \$1,207,164.
- Committed – fund balance classification includes amounts that can be used only for the specific purposes determined by a formal action of the Organization’s Board of Directors. At June 30, 2024, there is no committed fund balance.
- Assigned – fund balance classification are intended to be used by the Organization’s management for specific purposes but do not meet the criteria to be classified as restricted or committed. At June 30, 2024, there was no assigned fund balance.
- Unassigned – fund balance is the residual classification for the Organization’s general fund and includes all spendable amounts not contained in the other classifications.

Order of Fund Balance Spending Policy

The Organization’s policy is to apply expenditures against non-spendable fund balance, restricted fund balance, committed fund balance at the end of the fiscal year by adjusting journal entries. First non-spendable fund balances are determined. Then restricted fund balances for specific purposes are determined (not including non-spendable amounts). Then any remaining fund balance amounts for the non-general funds are classified as restricted fund balance. It is possible for the non-general funds to have negative unassigned fund balance when non-spendable amounts plus the restricted fund balances for specific purposes amounts exceed the positive fund balance for the non-general fund. As of June 30, 2024, there are no minimum fund balance requirements for any of the Organization’s funds.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Sources

Revenues for operations will be received primarily from the District School Board of Miami-Dade County (the “School Board”) pursuant to the funding provisions included in the PBA. In accordance with the funding provisions of the charter and Section 1002.33, Florida Statutes, the Organization will report the number of full-time equivalent (FTE) students and related data to the School Board.

Under the provisions of Section 1011.62, Florida Statutes, the School Board reports the number of the full-time equivalent (FTE) students and related data to the Florida Department of Education (FDOE) for funding through the Florida Education Finance Program. Funding for the Organization is adjusted during the year to reflect the revised calculations by the FDOE under the Florida Education Finance Program and the actual weighted full-time equivalent students reported by the Organization during the designated full-time equivalent student survey periods.

The basic amount of funding through the FEFP under Section 1011.62 is the product of (1) unweighted FTE, multiplied by (2) the cost factor for each program, multiplied by (3) the base student allocation established by the legislature. Additional funds for exceptional students who do not have a matrix of services are provided through the guaranteed allocation designated in the Florida Statutes. For the fiscal year ended June 30, 2024, the Organization reported 1,212.18 unweighted FTE and 1,294.13 weighted FTE.

FEFP funding may also be adjusted as a result of subsequent FTE audits conducted by the Florida Auditor General pursuant to Section 1010.035, Florida Statutes, and Rule SA-1.0453, Florida Administrative Code (FAC). Schools are required to maintain the following documentation for three years or until completion of an FTE audit:

- Attendance and membership documentation
- Teacher certificates and other certification documentation
- Documentation for instructors teaching out-of-field
- Procedural safeguards for weighted programs
- Evaluation and planning documents for weighted programs

The Organization is eligible to receive funds from the Schools of Hope Program, created within the Florida Department of Education, for certain eligible expenditures, as defined in Section 1002.333(10). In addition, the Organization may receive other federal, state or local awards for the enhancement of various education programs. This assistance is generally received based on applications submitted to and approved by various granting agencies. For federal and state awards in which a claim to these grant proceeds is based on incurring eligible expenditures, revenue is recognized to the extent that eligible expenditures have been incurred. Additionally, other revenues may be derived from various contributions, fundraising activities and certain other programs.

Income Taxes

The Organization qualifies as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), and is, therefore, exempt from income tax. Accordingly, no tax provision has been made in the accompanying financial statements.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsequent Events

The Organization has evaluated subsequent events and transactions for potential recognition or disclosure through September 11, 2024, which is the date the financial statements were available to be issued.

NOTE 3 – DEPOSITS POLICY AND CREDIT RISK

It is the Organization's policy to maintain its cash and cash equivalents in major banks. Deposits at FDIC-insured institutions are insured up to \$250,000 per depositor, per financial institution. As of June 30, 2024, balances held in financial institutions in excess of the Federal Depository Insurance Corporation (FDIC) limit totaled approximately \$8,300,000.

NOTE 4 – DUE FROM OTHER AGENCIES, NET

The amounts due from federal, state or local agencies or pass-through entities under various award programs or funding allocations at June 30, 2024 were as follows:

The School Board of Miami-Dade County, 2018 Referendum	\$ 1,637,182
Florida Department of Education, Schools of Hope program	1,253,744
Florida Department of Education, Title I, Part A - Unified School Improvement Grant (UniSig)	230,905
Florida Department of Education, ESSER ARP awards	203,915
Other amounts due for various grant program awards	<u>425,594</u>
Due from other agencies	3,751,340
Allowance for uncollectible accounts	<u>(264,820)</u>
Due from other agencies, net	<u>\$ 3,486,520</u>

The Organization entered into a settlement agreement with the School Board of Miami-Dade County in connection with the 2018 Miami-Dade County millage-levy referendum funding that was not distributed to the Organization in prior years. Per the agreement, the Organization is to receive payment of \$1,637,182 in two installments, with the final installment due on or before July 10, 2025. The amount includes estimated interest based on the anticipated payment dates. As the referendum funds relate to prior years, the Organization has recorded a receivable as of June 30, 2024 for the full amount noted in the agreement. The Organization also has an allowance for uncollectible accounts totaling \$264,820 as of June 30, 2024 to account for any variances upon receipt of the referendum due to estimated interest calculations and receipt of other grants receivable due to outstanding reimbursement requests.

NOTE 5 – INTER-FUND RECEIVABLES, PAYABLES AND TRANSFERS

At June 30, 2024, the Organization's special revenue fund and capital projects fund owed the general fund \$1,427,923 and \$67,870, respectively, for expenditures awaiting reimbursement from other agencies under grant programs. These amounts of inter-fund receivables and payables are netted together and not reported in the statement of net position. In addition, during the year ended June 30, 2024 the debt service fund transferred \$5,508,510 to the capital projects fund for costs related to the construction of the 79th Street Project (see Note 14) and \$527,896 to the general fund as reimbursement for loan principal repayments made by the general fund prior to the loan closing in the current year.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 6 – PLEDGE RECEIVABLE

In prior years, the Organization received an unconditional promise to give from a member of the Board of Directors of \$1,100,000. The pledge receivable was paid in full with a final payment of \$550,000 during the year ended June 30, 2024. The payment received during the year ended June 30, 2024 is included in revenues in the accompanying statement of changes in revenues, expenditures and fund balance and as a reconciling item to the statement of activities where revenue was recorded in prior years upon receipt of the pledge.

NOTE 7 – CAPITAL AND RIGHT-TO-USE ASSETS

The following schedule provides a summary of changes in capital assets, acquired through financing from financial institutions or private lenders, from the State of Florida’s Revolving Loan Fund program, and from private donations or grants.

	Balance 7/1/2023	Additions	Deletions	Transfers	Balance 6/30/2024
Capital assets					
Construction in progress	\$ 5,004,023	\$ 5,508,510	\$ -	-	\$ 10,512,533
Leasehold improvements	6,527,074	-	-	-	6,527,074
Kitchen equipment	200,000	-	-	-	200,000
Total capital assets	<u>\$ 11,531,097</u>	<u>\$ 5,508,510</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 17,239,607</u>
Less accumulated depreciation					
Leasehold improvements	(149,579)	(163,177)	-	-	(312,756)
Kitchen equipment	(18,333)	(20,000)	-	-	(38,333)
Total accumulated depreciation	<u>(167,912)</u>	<u>(183,177)</u>	<u>-</u>	<u>-</u>	<u>(351,089)</u>
Capital assets, net	<u>\$ 11,363,185</u>	<u>\$ 5,325,333</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,888,518</u>

Construction in progress relates to the project described in Note 15. Project was not complete as of June 30, 2024 and therefore, no depreciation has been recorded for the year ended June 30, 2024.

Depreciation of leasehold improvements and kitchen equipment for the year end June 30, 2024 was \$183,177 of which \$163,177 was allocated to facilities acquisition and construction and \$20,000 was allocated to food services.

The following schedule describes changes in right-to-use assets. See Note 14 related to modifications of the right-to-use facilities.

	Balance 7/1/2023	Additions	Modification/ Deletions	Balance 6/30/2024
Right-to-use assets				
Right-to-use asset- land	\$ 4,802,539	\$ -	\$ -	\$ 4,802,539
Right-to-use asset- facilities MDC	24,359,248	27,033,823	(24,359,248)	27,033,823
Total capital assets	<u>\$ 29,161,787</u>	<u>\$ 27,033,823</u>	<u>\$ (24,359,248)</u>	<u>\$ 31,836,362</u>
Less accumulated amortization				
Right-to-use asset- land	(184,098)	(96,051)	-	(280,149)
Right-to-use asset- facilities MDC	(497,127)	(658,350)	662,836	(492,641)
Total accumulated depreciation	<u>(681,225)</u>	<u>(754,401)</u>	<u>662,836</u>	<u>(772,790)</u>
Right-to-use assets, net	<u>\$ 28,480,562</u>	<u>\$ 26,279,422</u>	<u>\$ (23,696,412)</u>	<u>\$ 31,063,572</u>

Amortization expense for the year ended June 30, 2024 was \$754,401 and is allocated to operation of plant. Net adjustments related to the modification of the right-to-use asset and liability of \$396,420 were also allocated to and reduced operation of plant expense on the statement of activities.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 8 – LOANS PAYABLE

The Organization has entered into the following loan agreements:

Revolving Loan Fund #1

On March 14, 2022, the Organization entered into a loan agreement with the Florida Department of Education under the School of Hope Revolving Loan Fund Program pursuant to Section 1001.292 Florida Statutes, as amended, in order to assist in financing the construction in connection with the MDC Project (see Note 14) and to support other working capital expenditures. The amount of the loan totaled \$9,835,470 and bears interest at 1.1%. Interest only payments commence April 1, 2022 through April 1, 2024, at which time quarterly payments of principal and interest are due in the amount of \$84,738 through January 1, 2029. The entire remaining balance of principal and interest is due on March 14, 2029.

Interest expense for the year ended June 30, 2024 totaled \$109,092. The balance outstanding on the loan as of June 30, 2024 was \$9,760,048.

Revolving Loan Fund #2

On February 1, 2024, the Organization entered into a second loan agreement with the Florida Department of Education under the School of Hope Revolving Loan Fund Program pursuant to Section 1001.292 Florida Statutes, as amended, in order to assist in financing the construction in connection with the 79th Street Project (see Note 14), to support other working capital expenditures and to repay certain outstanding debt obligations. The amount of the loan totaled \$10,460,997 and bears interest at 1.25%. Interest only payments commence April 1, 2024 through January 1, 2027, at which time quarterly payments of principal and interest are due in the amount of \$92,645 through February 2, 2031, when all remaining principal and interest payments are due in full.

From the proceeds of the loan, a capitalized interest reserve was established, in order to fund interest payments on the loan through June 2026. The balance in the reserve at June 30, 2024 was \$321,094 and is included in restricted cash.

Interest expense for the year ended June 30, 2024 totaled \$54,483. The entire loan amount of \$10,460,997 was outstanding as of June 30, 2024.

Loan payable – KIPP Foundation, Inc.

On January 27, 2023, the Organization entered into a loan agreement of \$750,000 with KIPP Foundation, Inc. for operational purposes. The entire principal sum and all accrued interest is due in a single payment on January 31, 2025. The Organization may, at any time, pay all or a portion of the outstanding principal of the loan. As of June 30, 2024, the amount outstanding was \$750,000. Interest expense for the year ended June 30, 2024 was \$30,000.

Revolving Line of Credit

On March 29, 2022, the Organization entered into a revolving line of credit agreement with PNC Bank of up to \$1,500,000 to assist in the funding of capital projects. The line of credit bears interest at a rate per annum which is equal to the BSBY Rate in effect on the first day of every month plus 1.50%, which averaged 6.87% through the date amounts were outstanding during the year ended June 30, 2024. Monthly interest payments are due commencing May 1, 2022 through the maturity date of March 25, 2025 at which time all outstanding principal and accrued interest are due and payable in full. The outstanding balance owed on the line of credit was paid in full through the proceeds of the Revolving loan fund #2. As of June 30, 2024 there were no amounts outstanding. Interest expense for the year ended June 30, 2024 was \$94,570.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 8 – LOANS PAYABLE (Continued)

Loan payable – Lender

On March 29th, 2022, the Organization entered into a loan agreement with a private lender in the amount of \$2,500,000, to be used to fund the MDC project. See Note 13. The loan bears interest of 5.75%. Monthly payments of interest only commence in April 2022 through the maturity date, at which time all unpaid principal and interest are due in full. The outstanding balance on the loan as paid in full during the fiscal year June 30, 2024, with a portion being paid through the proceeds of the Revolving Loan Fund #2. There were no amounts outstanding as of June 30, 2024. Interest expense during the year ended June 30, 2024 was \$110,351.

Loan payable – Cafeteria

On March 7, 2022, the Organization entered into a loan agreement in the amount of \$200,000 with its food service provider to equip a new dining facility. The loan bears no interest and is payable in equal monthly installments beginning May 1, 2022 through June 30, 2026. As of June 30, 2024, the balance on the loan was \$96,000.

	Balance 7/1/2023	Adjustments	Proceeds	Repayments	Balance at 6/30/2024
Revolving Loan Fund #1	\$ 9,835,470	\$ -	\$ -	\$ (75,422)	\$ 9,760,048
Revolving Loan Fund #2	-	-	10,460,997	-	10,460,997
Loan payable - KIPP Foundation	735,000	15,000	-	-	750,000
Revolving Line of Credit	1,320,000	30,000	-	(1,350,000)	-
Loan payable - Lender	2,500,000	-	-	(2,500,000)	-
Loan payable - Cafeteria	140,000	-	-	(44,000)	96,000
	<u>\$ 14,530,470</u>	<u>\$ 45,000</u>	<u>\$ 10,460,997</u>	<u>\$ (3,969,422)</u>	<u>\$ 21,067,045</u>

Covenants

The Organization shall comply with certain covenants included in the Revolving Loan fund agreements, including maintaining a debt service coverage ratio of 105% for all obligations while the loans are outstanding. The Organization is in compliance with applicable covenants as of June 30, 2024.

Future minimum payment under the above loan agreements are estimated as follows:

<u>Year Ended June 30,</u>	
2025	\$ 1,029,062
2026	281,649
2027	355,632
2028	478,935
2029	9,064,141
2030-2032	9,857,626
	<u>\$ 21,067,045</u>

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 9 – CHARTER MANAGEMENT ORGANIZATION

The Organization entered into an education services agreement with KIPP TEAM and Family Schools, Inc. (“KTAF”), formerly known as KIPP New Jersey, to provide educational and professional support services to the Organization. In its capacity as the Organization’s CMO, KTAF manages the finances and operations of the Organization and makes recommendations to the Organization’s independent board of directors, which make the final determinations regarding, policies and contracts. In providing these services to the Organization, officers of KTAF may not serve as members of the Board of Directors of the Organization.

The agreement is in effect through June 30, 2025 with an option to renew. Either party can terminate the contract with 90 days’ notice. The agreement calls for a monthly fee of 12% of full time equivalent (FTE) revenues, which, during the year ended June 30, 2024 was estimated based on enrollment at the start of the start of the school year and adjusted to actual as of year-end. The Organization reported fees of \$1,237,398 for the year ended June 30, 2024.

The agreement contains a provision for healthcare benefits. With respect to healthcare benefits, KTAF shall annually obtain quotes for benefit plans for all of the Organization’s employees and shall endeavor to determine the most cost-effective means of providing health care benefits. KTAF shall provide a summary to the Organization of the quotations received, recommend a provider to be selected by the Organization and the reasons for selection of the provider as well as a copy of the final plan details. Each of the Organization’s employees shall contribute his/her applicable share of the costs of such benefits as provided by the laws of the State of Florida. The Organization shall be responsible for funding the costs incurred by KTAF to provide health care benefits to the Organization’s employees. During the year ended June 30, 2024, health care benefit expenses totaled \$1,351,455. The Organization prepaid \$157,824 of healthcare benefits for the 2024-2025 fiscal year to KTAF as of June 30, 2024, which is included in prepaid expenses and other current assets on the accompanying statements.

NOTE 10 – CAPITAL PROJECT FUND CONTRIBUTIONS

The Organization has received contributions from private donors that are restricted for construction costs related to the school facility projects. During the year ended June 30, 2024, the contributions received totaled \$75,000 and are included in the capital projects fund on the accompanying statement of changes in revenues, expenditures and fund balance. As of June 30, 2024, contributed amounts remaining to be spent related to capital projects totaled \$494,140.

NOTE 11 – RELATED PARTY TRANSACTIONS

The Organization received a payment related to a pledge contribution from one of its board members during the year ended June 30, 2024. See Note 6.

NOTE 12 – TRANSACTIONS WITH THE FOUNDATION

During the startup of the Organization, the KIPP Foundation, Inc. (the “Foundation”), a not-for-profit organization, served as a fiscal agent for the Organization. The fiscal agency ended on June 30, 2017. The Foundation licenses the “KIPP” name to the Organization and provides national support to all “KIPP” regions and schools, including development opportunities and pass through of gifts that are designated for schools under the Organization. During the year ended June 30, 2024, the Organization reported a total of approximately \$556,897 of revenue provided either directly from or through the Foundation, consisting of federal grants of \$278,882 and other gifts, grants, and bequests of \$278,015. In addition, the Organization paid the Foundation for digital marketing, outreach and licensing of approximately \$165,000 during the year ended June 30, 2024.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 13 – SPECIAL REVENUE FUND REVENUES

Revenues reported in the special revenue fund consist of federal, state and local funds awarded to the Organization that are restricted or committed to expenditures for specific purposes other than debt service and capital projects. During the year ended June 30, 2024, these revenues consisted of the following:

Sources	Amount
Florida Department of Education:	
State funding:	
Schools of Hope Program	\$ 6,152,118
Classroom Teacher Supply	28,500
Federal funding:	
ESSER ARP	1,046,389
IDEA Part B K-12 Entitlement	227,603
Title I, Part A - Unified School Improvement Grant (UniSig)	907,906
Elementary and Secondary Education Act Title I, Part A	952,861
Teacher and Principal Training and Recruiting Title II, Part A	154,195
Twenty-First Century Schools Title IV	37,984
E-Rate program	13,413
Total Florida Department of Education	9,520,969
Department of Agriculture	
Federal funding:	
National Student Lunch Program	1,549,327
Federal Funds passed through the KIPP Foundation, Inc.:	
Charter Schools Program Grants for Replication and Expansion of High Quality	
Charter Schools - passed through KIPP Foundation	278,882
Local Funding	
Miami-Dade County Tax Referendum	1,770,400
Private Grants	
	6,328
Total Revenues - Special Revenue Fund	\$ 13,125,906

NOTE 14 – DEVELOPMENT SERVICES AGREEMENT

In June 2021, the Organization entered into a development services agreement with KIPP South Florida Educational Facilities, Inc. (“KIPP South Florida”), a nonprofit corporation whose mission is to partner with public charter schools to undertake the development, design, financing, construction, improvement, and equipping of school facilities for lease to its public school partners. This partnership will assist the Organization in leasing build-to-suit facilities to house its planned expansion of operations of public schools in the City of Miami and the City of North Miami, Florida.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 14 – DEVELOPMENT SERVICES AGREEMENT (Continued)

Under the terms of the agreement, KIPP South Florida will be responsible for certain activities related to school facilities to be leased to and occupied by the Organization, including, (i) undertaking certain pre-development and pre-construction activities necessary to enable KIPP South Florida to obtain rights and interests in land or other property, (ii) obtaining entitlements and/or approvals necessary to develop the school facilities, (iii) obtaining and/or facilitating the obtaining of financing for the facilities projects and (iv) undertaking the development and construction of the school facilities projects. Each school facilities project will be approved by the Organization prior to the commencement of development services for the applicable project. It is expected and intended that for each approved school facilities project, the Organization shall obtain loans from the Revolving Loan Program of the State of Florida and shall contribute loan proceeds to KIPP South Florida to fund a portion of the costs of each school facilities project. KIPP South Florida shall obtain all other construction and/or permanent sources of financing to finance the balance of the costs of each school facilities project, including through the issuance of bonds and/or obtaining of loans.

The agreement acknowledges that, in anticipation of the acquisition of properties approved by the Organization and obtaining financing, KIPP South Florida will be required to expend certain funds prior to closing in connection with predevelopment activities defined in the agreement. The Organization will provide funds to KIPP South Florida for these predevelopment activities provided that unless otherwise agreed to in writing, such funds are either (i) credited against any amounts required to be contributed by the Organization to any school facilities project from financing obtained by the Organization, (ii) reimbursed to the Organization by KIPP South Florida from the proceeds of any financing obtained by KIPP South Florida and/or (iii) credited to the Organization in the form of a lower lease payment for a project.

The agreement calls for the Organization to pay a development fee to KIPP South Florida equal to 5% of the total cost of each completed project. The development fee will be deemed earned and shall be paid to KIPP South Florida in one lump sum upon the provision of temporary certificate of occupancy for each school building, unless otherwise agreed to by KIPP South Florida.

The Organization approved the development of the two school facilities projects under the development services agreement: (i) the development of a facility on leased land at Miami Dade College North Campus (“MDC”) with a total project budget of \$28,800,000, approved in June 2021 and completed during the year ended June 30, 2023 and (ii) the development of a facility on property acquired by KIPP South Florida at NW 79th Street with a total project budget of \$46,300,000, approved in August 2021 and still in process. Both budget figures exclude financing costs, construction period interest, and reserve funds.

The Organization paid for predevelopment expenses in connection with the approved projects that will be either credited or reimbursed to the Organization by KIPP South Florida in accordance with the agreement. As of June 30, 2023, the amount remaining to be reimbursed to the Organization for predevelopment costs totaled \$1,158,209. This amount is included as due from KIPP South Florida in the accompanying statement of financial position and balance sheet – governmental funds.

The following describes the projects approved by the Organization under the Development Services Agreement.

MDC Facilities

Construction began in Spring 2021 and was completed during the year ended June 30, 2023. In August 2021, the Organization entered into a ground sublease agreement with KIPP South Florida for the use of the land for temporary facilities prior to the completion of construction and the use of the completed facilities. See Note 14.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 14 – DEVELOPMENT SERVICES AGREEMENT (Continued)

MDC Facilities (continued)

In accordance with the development services agreement, the Organization is responsible for a portion of each project's construction costs. The amount paid in prior years for MDC project construction totaled \$6,527,075, which is included in leasehold improvements on the accompanying statement of financial position.

79th Street Project

KIPP South Florida purchased the 79th Street property during the year ended June 30, 2022 and the construction of the facilities is still in progress. The Organization entered into a lease agreement with KIPP South Florida for the 79th Street property on March 29, 2022. However, the commencement date of the lease is contingent upon completion of construction and issuance of the certificate of occupancy, which is anticipated to be in August 25, 2025. The Organization did not operate any schools on this property during the year ended June 30, 2024.

In accordance with the development services agreement, the Organization is responsible for a portion of each project's construction costs. The amount paid for 79th Street project construction totals \$10,512,533, which is included as construction in progress on the accompanying statement of financial position as the construction has not been completed. Upon completion, amounts will be transferred to leasehold improvements and depreciated accordingly.

NOTE 15 – FACILITY LEASE COMMITMENTS

During the year ended June 30, 2024, both of the Organization's schools operated at the MDC Facilities. A description of the facility lease commitment follows.

Right-to-use liability under Ground Sublease agreement

In connection with the MDC project (see Note 14), the Organization entered into a Ground sublease agreement with KIPP South Florida for use of the land to house the temporary facilities and ultimately, the constructed facilities. The agreement began August 1, 2021 and expires on August 1, 2062. The components of basic rent under the sublease agreement are as follows:

- Land: Rent owed to the District under Ground lease agreement between the District and KIPP South Florida
Commencing August 1, 2021, annual rent of \$240,000, payable monthly, is required for use of the land to house the temporary facilities and constructed facilities. Starting August 1, 2026, the annual base rent shall then increase by an amount determined by the actual increase in CPI with a minimum increase of 2% and a maximum increase of 6% every three years through the expiration date of August 1, 2062. The term can be extended for two additional 10 year periods subsequent to the expiration date. Total payments during the year ended June 30, 2024 were \$240,000.
- Facilities: Debt service and other financing obligations
Commencing upon completion of construction and certificate of occupancy of the new facilities, the Organization is to pay monthly payments of debt service related to debt borrowed by KIPP South Florida for the project. These payments began in July 2022. The Organization's debt service payments were originally based on a non-revolving line of credit of up to \$24 million which matured in 2023. During the fiscal year June 30, 2024, this debt was refinanced, significantly modifying the Organization's required debt service payments. This debt matures in June 2060.

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 15 – FACILITY LEASE COMMITMENTS (Continued)

Right-to-use liability under Ground Sublease agreement (continued)

- Operating expenses:

Commencing upon completion of construction and certificate of occupancy of the new facilities, the Organization shall pay all operating expenses of KIPP South Florida. Amounts paid during the year ended June 30, 2024 totaled \$0.

The Organization has implemented GASB Statement No. 87 Leases, and as a result recorded a lease right of use asset and liability in these financial statements for the component of basic rent under the Ground Sublease agreement related to the use of the land. The right to use asset and liability were calculated at the commencement date of the payments, August 1, 2021, by discounting the future lease payments over the term of the lease (including the first renewal period) at an interest rate of 5%. During the year ended June 30, 2024, interest expense related to the right to use liability was \$239,021 and the amortization of the right to use asset was \$96,051.

The Organization recorded a lease right of use assets and liability for the component of basic rent under the Ground Sublease agreement related to the use of the facilities, based on debt service payments of KIPP South Florida. The right to use asset and liability were calculated at the commencement date of the payments, which is when the facilities were complete and able to be occupied, by discounting the future lease payments at an interest rate of 5.75% During the year ended June 30, 2024, the lease payments related to the use of facilities were modified as a result of refinancing of the debt in which they were based. As a result, the right-to-use asset and liability through the date of the modification were removed and a new asset and liability were recorded based on the new lease payment terms at an interest rate of 5.9%. During the year ended June 30, 2024, interest expense related to the right to use liability was \$1,668,647 and the amortization of the right to use asset was \$754,401, with a reduction of \$396,420 as a result of the modification adjustment.

The weighted average remaining lease terms for finance leases is 37.67 years, The weighted average discount rate for finance leases is 5.76%.

Changes in long term right to use liability during the year are as follows:

	Balance 7/1/2023	Increases	Decreases and Modifications	Balance 6/30/2024
Right-to-use liability - land	\$ 4,780,867	\$ -	\$ (979)	\$ 4,779,888
Right-to-use liability - facilities MDC	24,324,928	26,995,383	(24,719,828)	26,600,483
Total right-to-use liability	<u>\$ 29,105,795</u>	<u>\$ 26,995,383</u>	<u>\$ (24,720,807)</u>	<u>\$ 31,380,371</u>

KIPP MIAMI, INC.
NOTES TO BASIC FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2024

NOTE 15 – FACILITY LEASE COMMITMENTS (Continued)

Annual requirements to amortize the lease liability and related interest are estimated as follows:

<u>Year Ended June 30,</u>	<u>Interest</u>	<u>Principal</u>	<u>Total</u>	
2025	\$ 1,798,239	\$ 1,029	\$ 1,799,268	
2026	1,798,186	1,082	1,799,268	
2027	1,859,704	223,964	2,083,668	
2028	1,804,189	280,875	2,085,064	
2029	1,787,571	297,745	2,085,316	
2030 - 2034	8,647,256	1,818,688	10,465,944	(Total for 5 Year Period)
2035 - 2039	8,038,946	2,465,544	10,504,490	(Total for 5 Year Period)
2040- 2044	7,217,571	3,325,884	10,543,455	(Total for 5 Year Period)
2045 - 2049	6,112,492	4,484,952	10,597,444	(Total for 5 Year Period)
2050 - 2054	4,630,627	6,004,054	10,634,681	(Total for 5 Year Period)
2055 - 2059	2,648,612	8,038,885	10,687,497	(Total for 5 Year Period)
2060 - 2064	680,787	2,681,887	3,362,674	(Total for 5 Year Period)
2065 - 2069	310,494	1,211,406	1,521,900	(Total for 5 Year Period)
2070 - 2072	33,097	544,376	577,473	(Total for 3 Year Period)
	<u>\$ 47,367,771</u>	<u>\$ 31,380,371</u>	<u>\$ 78,748,142</u>	

NOTE 16 – RISK MANAGEMENT

The Organization is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets, errors and omissions, and natural disasters for which the Organization carries commercial insurance. Settlement amounts have not exceeded insurance coverage for the past years. In addition, there were no reductions in insurance coverage from those in the prior year.

NOTE 17 – CONTINGENCIES

In the normal course of operations, the Organization receives grant funds from various federal, state and local agencies. See Note 13. The grant programs are subject to audit by agents of the granting authority, the purpose of which is to ensure compliance with conditions precedent to the granting of funds. Any liability for reimbursement which may arise as the result of these audits is not reflected in these financial statements. In management’s opinion, there will be no adjustments resulting from future audits on grant periods through June 30, 2024, which will have a material effect on the financial statements.

The Organization is subject to loss contingencies that include insurance and litigation cases. These loss contingencies arise in the normal course of operations and their ultimate disposition is unknown. Based on information currently available, however, it is management’s opinion that the expected outcome of these matters, individually or in the aggregate, will not have a material adverse effect on the financial statements.

NOTE 18 – RETIREMENT PLAN

The Organization has a salary reduction plan (an IRC Section 403(b) plan) (the “Plan”), whereby employees may make elective tax deferred contributions to the Plan. All full-time employees are eligible to participate in the Plan upon hiring. The Organization has the option to make discretionary matching contributions and discretionary lump-sum contributions to the Plan. The contributions vest 100% after three years of service which is computed based on 1,000 hours of service. During the year ended June 30, 2024, the Organization contributed \$359,336 to the Plan.

REQUIRED SUPPLEMENTAL INFORMATION

KIPP MIAMI, INC.
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL - GENERAL FUND
FOR THE YEAR ENDED JUNE 30, 2024

	General Fund		
	Original Budget	Final Budget	Actual
REVENUES			
State passed through local	\$ 10,621,903	\$ 10,167,741	\$ 10,496,082
Local referendum funding	-	-	1,637,182
Gifts, grants, and other revenues	2,400,000	2,400,000	1,342,851
Interest income	-	30,736	269,336
TOTAL REVENUES	13,021,903	12,598,477	13,745,451
EXPENDITURES			
Instruction	\$ 2,357,118	\$ 2,780,643	\$ 2,958,521
Instructional support services	1,350,818	1,251,003	1,355,883
General administration	-	-	338,814
School administration	1,237,094	2,530,003	1,798,135
Board	-	-	74,797
Fiscal services	1,471,628	1,417,129	1,237,398
Food services	-	-	16,000
Central services	407,000	589,600	536,632
Maintenance of plant	764,665	679,350	367,297
Administrative technology	26,583	27,583	22,904
Other capital outlay			27,033,823
Debt service	2,385,550	2,360,147	2,272,585
TOTAL EXPENDITURES	10,000,456	11,635,458	38,012,789
Excess of revenues over expenditures	3,021,447	963,019	(24,267,338)
TOTAL OTHER FINANCING SOURCES			27,523,279
NET CHANGE IN FUND BALANCE	\$ 3,021,447	\$ 963,019	\$ 3,255,941

See accompanying note to the required supplemental information.

KIPP MIAMI, INC.
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL – SPECIAL REVENUE FUND
FOR THE YEAR ENDED JUNE 30, 2024

	Special Revenue Fund		
	Original Budget	Final Budget	Actual
REVENUES			
Local referendum funding	\$ 1,752,871	\$ 1,788,510	\$ 1,770,400
Federal and state sources	13,088,576	10,043,107	9,799,851
Federal lunch program	1,519,452	1,645,904	1,549,327
Gifts, grants, and other revenues	17,884	-	6,328
TOTAL REVENUE	\$ 16,378,783	\$ 13,477,521	\$ 13,125,906
EXPENDITURES			
Instruction	\$ 6,992,262	\$ 6,486,265	\$ 6,263,235
Student and instructional support	1,207,619	990,947	792,803
School administration	3,650,384	2,483,962	2,668,402
Food services	1,461,772	1,588,224	1,547,677
Pupil transportation services	1,150,000	1,150,000	1,086,370
Operation of plant	159,331	159,331	296,983
Maintenance of plant	105,000	105,000	75,575
Administrative technology	450,767	513,792	511,801
Capital outlay	-	-	-
Debt service	-	-	-
TOTAL EXPENDITURES	15,177,135	13,477,521	13,242,846
Net change in fund balance	\$ 1,201,648	\$ -	\$ (116,940)

See accompanying note to the required supplemental information.

KIPP MIAMI, INC.
NOTE TO REQUIRED SUPPLEMENTARY INFORMATION
FOR THE YEAR ENDED JUNE 30, 2024

NOTE A – BUDGETARY INFORMATION

Budgetary basis of accounting

The Organization's annual budget is adopted for the entire operations at the combined governmental level and may be amended by the Board. The budget presented for the year ended June 30, 2024, has been amended according to Board procedures. During the fiscal year, expenditures were controlled at the fund level.

Although budgets are adopted for the entire operation as shown in the management discussion and analysis section, budgetary comparisons have been presented for the general and special revenue funds for which a legally adopted budget exists.

Budgets are presented on the modified accrual basis of accounting. During the fiscal year, expenditures were controlled at the object level (e.g., salaries, purchased services, and capital outlay).



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CERTIFIED PUBLIC ACCOUNTANTS
NATIONAL ASSOCIATION OF
CERTIFIED VALUATION ANALYSTS
COLLABORATIVE FAMILY
LAW INSTITUTE

INDEPENDENT AUDITOR'S REPORT ON INTERNAL
CONTROL OVER FINANCIAL REPORTING AND ON
COMPLIANCE AND OTHER MATTERS BASED ON AN
AUDIT OF FINANCIAL STATEMENTS PERFORMED IN
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

Board of Directors of
KIPP Miami, Inc.
Miami, Florida

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*), the financial statements of the governmental activities and each major fund of KIPP Miami, Inc. (the "Organization") a charter school sponsored by the District School Board of Miami-Dade County, Florida, as of and for the year ended June 30, 2024, and the related notes to the financial statements, which collectively comprise the Organization's basic financial statements, and have issued our report thereon dated September 11, 2024.

Report on Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Organization's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements, on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Organization's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses or significant deficiencies may exist that were not identified.

Report on Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Organization's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the financial statements. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Organization's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

García Santa María De Armas Trujillo, PLLC

CERTIFIED PUBLIC ACCOUNTANTS

Coral Gables, Florida
September 11, 2024



GARCIA SANTA MARIA
DE ARMAS TRUJILLO
CPAs + ADVISORS

PAUL A. GARCIA, CPA/CFF,CVA
ERIC E. SANTAMARÍA, CPA/ABV/CFF, CAA
PEDRO M. DE ARMAS, CPA
ALEX M. TRUJILLO, CPA

PRINCIPAL
ILIANA M. LARCADA, CFE
MONIQUE BUSTAMANTE, CPA

MANAGEMENT LETTER

MEMBER
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

NATIONAL ASSOCIATION OF
CERTIFIED VALUATION ANALYSTS

COLLABORATIVE FAMILY
LAW INSTITUTE

Board of Directors of
KIPP Miami, Inc.
Miami, Florida

Report on the Financial Statements

We have audited the financial statements of KIPP Miami, Inc. (the "Organization"), a nonprofit organization and a component unit of the District School Board of Miami-Dade County, Florida, as of and for the fiscal year ended June 30, 2024, and have issued our report thereon dated September 11, 2024.

Auditor's Responsibility

We conducted our audit in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States; and Chapter 10.850, Rules of the Auditor General.

Other Reporting Requirements

We have issued our Independent Auditor's Report on Internal Control over Financial Reporting and Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance with *Government Auditing Standards*. Disclosures in that report, which is dated September 11, 2024, should be considered in conjunction with this management letter.

Prior Audit Findings

Section 10.854(1)(e)1., Rules of the Auditor General, requires that we determine whether or not corrective actions have been taken to address findings and recommendations made in the preceding annual financial audit report. In connection with our audit, we did not have any findings or recommendations in the preceding audit report.

Official Title

Section 10.854(1)(e)5., Rules of the Auditor General, requires that the name or official title of the entity and the school code assigned by the Florida Department of Education be disclosed in this management letter. The official title of the entity and the school code assigned by the Florida Department of Education of the Organization are KIPP Miami – Liberty City and #132332.

Financial Condition and Management

Sections 10.854(1)(e)2. and 10.855(11), Rules of the Auditor General, require us to apply appropriate procedures and communicate whether or not the Organization has met one or more of the conditions described in Section 218.503(1), Florida Statutes, and to identify the specific condition(s) met. In connection with our audit, we determined that the Organization did not meet any of the conditions described in Section 218.503(1), Florida Statutes.

Pursuant to Sections 10.854(1)(e)6.a. and 10.855(12), Rules of the Auditor General, we applied financial condition assessment procedures for the Organization. It is management's responsibility to monitor the Organization's financial condition, and our financial condition assessment was based in part on representations made by management and the review of financial information provided by same. The financial condition assessment procedures applied in connection with our audit, has lead us to believe that the Organization's overall financial condition as of June 30, 2024 is not deteriorating.

Section 10.854(1)(e)3., Rules of the Auditor General, requires that we communicate any recommendations to improve financial management. In connection with our audit, we did not have any such recommendations.

Transparency

Sections 10.854(1)(e)7. and 10.855(13), Rules of the Auditor General, require us to apply appropriate procedures and communicate the results of our determination as to whether the Organization maintains on its Web site the information specified in Section 1002.33(9)(p), Florida Statutes. In connection with our audit, we determined that the Organization maintained on its Web site the information specified in Section 1002.33(9)(p), Florida Statutes.

Additional Matters

Section 10.854(1)(e)4., Rules of the Auditor General, requires us to communicate noncompliance with provisions of contracts or grant agreements, or abuse, that have occurred, or are likely to have occurred, that have an effect on the financial statements that is less than material but which warrants the attention of those charged with governance. In connection with our audit, we did not note any such findings.

Purpose of this Letter

Our management letter is intended solely for the information and use of the Legislative Auditing Committee, members of the Florida Senate and the Florida House of Representatives, the Florida Auditor General, Federal and other granting agencies, the Board of Directors, applicable management, and the School Board of Miami-Dade County, Florida, and is not intended to be and should not be used by anyone other than these specified parties.

García Santa María De Armas Trujillo, PLLC

CERTIFIED PUBLIC ACCOUNTANTS

Coral Gables, Florida
September 11, 2024

RESOLUTION NO. 28-25

A RESOLUTION OF THE CAPITAL TRUST AUTHORITY EXPRESSING ITS INTENT TO ISSUE CAPITAL TRUST AUTHORITY EDUCATIONAL FACILITIES REVENUE AND REVENUE REFUNDING 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 \$50,000,000 FOR THE PURPOSE OF FINANCING AND REFINANCING, INCLUDING THROUGH REIMBURSEMENT, THE COSTS OF THE PROJECT DESCRIBED HEREIN, REFINANCING CERTAIN OBLIGATIONS HEREIN DESCRIBED, AND PAYING THE COSTS OF ISSUANCE OF THE BONDS; AND APPROVING AND AUTHORIZING OTHER ACTIONS IN CONNECTION THEREWITH.

WHEREAS, KSF NW 79th Street, LLC, a Florida limited liability company, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), whose sole member is KIPP South Florida Educational Facilities, Inc., a Florida not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), plans to (i) acquire, construct, furnish and equip certain educational facilities as more fully described on Schedule I attached hereto, which by this reference thereto, is incorporated herein (the "New Facilities"); (ii) refinance certain interim loans of the Borrower (collectively, the "Refinanced Obligations"), the proceeds of which were used to finance certain educational facilities as more fully described on Schedule I (collectively, the "Refinanced Facilities" and together with the New Facilities, the "Facilities"), such Facilities being located in Miami, Miami-Dade County, Florida (the "Host Jurisdiction") and (iii) lease the Facilities to KIPP Miami Inc., a Florida not for profit corporation and an organization described in Section 501(c)(3) of the Code; 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, as amended and supplemented by Ordinance No. 05-01, and Ordinance No. 10-11, enacted by Gulf Breeze on May 7, 2001 and September 6, 2011, respectively; Resolution No. 1424-2022, duly adopted by the City Commission of the City of Quincy, Florida ("Quincy"), on May 24, 2022; the City Charter of Gulf Breeze; the City Charter of Quincy; the Interlocal Agreement dated as of June 6, 2022, between Gulf Breeze and Quincy, as may be amended and supplemented from time-to-time; with powers as a "local agency" under Chapter 159, Part II, Florida Statutes, and together with all of the home rule powers granted by the Constitution and

laws of the State and all other applicable provisions of law (collectively, the "Act"), and is empowered pursuant to the Act to issue revenue bonds for the purpose of providing funds to finance or refinance, including through reimbursement, all or any part of the cost of any "project" (as defined in the Act); and

WHEREAS, the Borrower has requested the Authority issue its Educational Facilities Revenue and Revenue Refunding Bonds in an aggregate principal amount not to exceed \$50,000,000 (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 and refinancing, including through reimbursement, (i) the acquisition, construction, furnishing and equipping of the New Facilities; (ii) the refinancing of the Refinanced Obligations; (iii) the funding of one or more reserve funds, if deemed necessary or desirable; (iv) the payment of capitalized interest, if deemed necessary or desirable; and (v) the payment of certain bond issuance costs of 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 and 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 \$50,000,000 under and pursuant to the Act, and to loan the proceeds thereof to the Borrower for the purpose of financing and 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, Nelson Mullins Riley & Scarborough 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 Jurisdiction in which the Facilities are located, after notice and a public hearing for the purposes of Section 147(f) of the Code. The Executive Director or his designee is hereby approved as the hearing officer for hearings held on behalf of the Authority, the Governor of the State, as an applicable elected representative of the Host Jurisdiction.

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

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

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

Section 6. It is the intention of the Authority to issue the Bonds pursuant to the Act to create a financing program to make loans to assist in financing and 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 August 18, 2025.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Cherry Fitch, 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. 28-25 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 18th day of August, 2025, and as the same appears on record in my office.

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

CAPITAL TRUST AUTHORITY

By: _____
Its: Secretary

EXHIBIT A

FORM OF LETTER

[CTA Letterhead]

August 18, 2025

KSF NW 79th Street, LLC
3000 NW 110th Street
Miami, Florida 33167

Re: Proposed (i) acquisition, construction, furnishing and equipping of the New Facilities (as defined and described in the hereinafter defined Inducement Resolution); (ii) refinancing of the Refinanced Obligations (as defined and described in the hereinafter defined Inducement Resolution); (iii) funding of one or more reserve funds, if deemed necessary or desirable; (iv) payment of capitalized interest, if deemed necessary or desirable; and (v) payment of certain bond issuance costs of the Bonds (collectively, the "Project").

Ladies and Gentlemen:

Based upon recent discussions with representatives of KSF NW 79th Street, LLC, a Florida limited liability company, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), whose sole member is KIPP South Florida Educational Facilities, Inc., a Florida not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), 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 and refinancing, including through reimbursement, for the acquisition, construction, furnishing and equipping of the New Facilities and the refinancing of the Refinanced Obligations, the proceeds of which financed, including through reimbursement, the Refinanced Facilities, as more fully described on Schedule I to Resolution No. 28-25 adopted by the Authority on August 18, 2025 (the "Inducement Resolution"), and to further certain of the Borrower's not for profit educational purposes, a portion of the cost of which will be financed and refinanced with revenue bonds of the Authority in an aggregate principal amount not to exceed \$50,000,000 (the "Bonds"); (ii) the financing and refinancing, including through reimbursement, of the Facilities will advance the public purposes of the Act (as defined in the Inducement Resolution), improve education and provide or preserve employment in the community where the Facilities are located; and (iii) the willingness of the Authority to issue and sell the Bonds for the purpose of financing and 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 and refinancing, including through reimbursement, such Project will promote the public purposes for which the Authority was created, will enable the Borrower to serve a public purpose by providing educational facilities, increasing the bargaining power of the Borrower to obtain favorable financing for its educational programs, and will promote and advance the economic prosperity, education and the general welfare of the State of Florida (the "State") and its people. Neither this letter nor the Inducement Resolution constitutes final authorization to issue the Bonds. Final approval will be in the form of an authorizing resolution that must be approved upon receipt of the finalized plan of finance and substantially complete bond and offering documents acceptable to the Authority.

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

1. The Authority will, subject to the requirements of applicable law and financial feasibility, issue the Bonds in one or more series or installments, either in Bonds in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, totaling in the aggregate principal amount a sum not to exceed \$50,000,000 for the purpose of paying, financing and refinancing the cost of the Project. The Bonds will be secured by the source of security provided for in the financing documents for the Bonds and will be issued in one or more series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, in such aggregate principal amount, mature at such times, bear interest at such rates and be subject to such other terms and have such security as shall be agreed upon between the Authority and the Borrower.

2. The Authority and the Borrower will enter one or more loan agreements (collectively, the "Agreement") which shall provide for the loan of the proceeds from the sale of the Bonds to the Borrower, for the financing and 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 and 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 and 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 August 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 and refinancing of the Project and will pay Nelson Mullins Riley & Scarborough 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 and refinancing of the Project, whether or not the financing and refinancing actually closes.

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

7. The Authority shall not be obligated to pay any of the Bonds or the interest thereon from any funds of the Authority derived from any source other than the Agreement, and each Bond shall contain a statement to that effect upon its face. The Authority shall not be required to incur any expense with respect to the Project or the Bonds unless requested to do so by the Borrower, in which event the Borrower hereby agree 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 construction, furnishing and equipping of and the operation of the Facilities and the financing and refinancing of the Project by or on behalf of the Borrower, or in any way growing out of or resulting from this proposal (upon its becoming an agreement if accepted) or from the issuance, sale or delivery of the Bonds, including, but not limited to, all forms of negligence by the Authority and any and all liabilities arising under the Code, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, or any applicable securities law of the State, including, without limitation, all costs and expenses of the Authority, including reasonable attorneys' fees, incurred in the enforcement of any agreement of the Borrower herein contained or in the Agreement. Any provision hereof to the contrary notwithstanding, the obligations of the Borrower under this section or Section 8 hereof shall survive the termination of this agreement.

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

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

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

Yours very truly,

CAPITAL TRUST AUTHORITY

By: _____

Denis A. McKinnon, III

Executive Director

[Acceptance by Borrower Follows]

Acceptance by Borrower

The terms and conditions contained in the foregoing proposal by the governing board of the Authority are hereby accepted as obligations of the Borrower, as of this 18th day of August, 2025.

KSF NW 79TH STREET, LLC

By: _____
Name: _____
Title: _____

SCHEDULE I

DESCRIPTION OF THE FACILITIES

The Facilities include certain educational facilities consisting of an approximately 79,134 square foot building, consisting of three stories with approximately 52 classrooms, a full-service kitchen, a gymnasium, and administrative offices and including 132 on-site parking spaces, to accommodate up to approximately 1,176 students in grades K-8, to be known as the KIPP Miami Liberty City Campus and to be located on 4.3 acres located at 1080-1106 NW 79th Street, Miami, Miami-Dade County, Florida.

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: Danbury Proton Therapy
DATE: August 18, 2025

Introduction

Eleemos Inc. (“Danbury Proton” or the Borrower) has applied to the Capital Trust Authority (the “Authority”) for the issuance of not to exceed \$100,000,000 of tax-exempt bonds to acquire, construct, furnish, and equip a new Proton Therapy facility in Danbury, CT.

Description of the Applicant

Eleemos Inc. is a 501(c)(3) not-for-profit corporation that develops and operates state-of-the-art healthcare and regenerative community facilities. The Borrower will operate the Danbury Proton, a proton therapy facility, once Danbury Proton LLC has completed the development of the project. Danbury Proton LLC is managed and controlled by Stephen Courtney, a developer and designer of Proton Therapy facilities with over 20 years of experience with Proton Therapy Projects and 44 years in the health care market.

Description of the Project

The Danbury Proton project has received a certificate of need from the state of Connecticut for the proton therapy facility. This facility will serve 15,000,000 people within a 50-mile radius. During its construction, it will provide 100 construction jobs and be staffed by an estimated 32 FTEs.

The project is located on 3.3 acres in Danbury, Connecticut. The bonds will be used to finance the construction of a 20,000 square foot outpatient facility to be known as “Danbury Proton,” specializing in proton therapy, including related facilities, fixtures, furnishings, and equipment.



Danbury has selected Hilltop Securities to underwrite the transaction, Orrick as Bond Counsel, Butler Snow as Florida tax counsel and Bryant Miller Olive as Issuer’s Counsel.

Recommendation

It is the recommendation of Authority staff that the Board adopt the Inducement Resolution 29-25, preliminarily approving the issuance of not to exceed \$100,000,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 8/18.

CAPITAL TRUST AUTHORITY ("CTA")

a duly constituted and validly existing separate legal and administrative entity under Section 163.01(7), Florida Statutes, and Chapter 617, Florida Statutes, pursuant to an Interlocal Agreement dated as of June 6, 2022, as may be amended and supplemented from time-to-time, between the City of Gulf Breeze, Florida and the City of Quincy, Florida

BOND FINANCE APPLICATION

Legal name of applicant (as shown on most recent legal organizational documents) (the "Applicant"):

Eleemos Inc. _____

Senior officers of the Applicant:

Name: Michael J. Grace **Title:** President

Legal Street Address of the Applicant (headquarters):

100 Cambridge Street
14th Floor
Boston, Massachusetts, 02114

Primary consultant[s] working on behalf of the Applicant:

Name of consultant: See attached Distribution list

Role of consultant: _____

Primary contact[s] and title of consultant representatives:

(1) See attached Distribution List

(2) _____

Telephone numbers:

Applicant: See attached Distribution List

Consultant: _____

Is the Applicant (check one) a X corporation, ___ limited liability company ___ partnership?

State of formation: Delaware

If Applicant is a Special Purpose Entity (SPE), legal name of member(s) (as shown on most recent legal organizational documents (Articles of Incorporation, Articles of Organization, etc.):

NA

State(s) of formation of member(s):

Is this Applicant a 501(c)(3) organization or a "disregarded entity"? Yes No

(If Yes, please provide evidence of the Applicant's tax determination by the IRS. For SPEs, provide the member's determination letter. If tax exemption designation has been applied for by a newly created non-profit entity, provide copy of IRS Form 1023 (including all attachments). Tax determination information should be attached to this application as **Exhibit 1.**)

Exhibit 2: Brief (one page maximum) describing the Applicant and its history. Please include a description of the project's public purpose in this section.

Applicant and History

See the included IRS Form 1023 for the formation history of Eleemos Inc. and its expected activities.

Public Purpose

Proton therapy is a highly advanced and very specific form of radiation therapy that uses protons, from hydrogen atoms, once they have been stripped of their electrons, and are then accelerated in a particle accelerator, to precisely target cancerous tumors throughout the body. Proton therapy is a proven (FDA Cleared and Medicare Reimbursed) outpatient therapy and has effectively been used to treat over 300,000 cancer patients, worldwide, from 1954 to 2024. A single room proton center can successfully treat several hundred cancer patients, annually. Proton therapy provides patients with the highest attainable control rates (as high as 90%) with the least amount of side effects when compared to the main cancer treatment options of surgery, chemotherapy, or conventional radiation therapy alternatives.

Some of the key advantages of proton beam therapy compared to traditional x-ray therapy are the significant reductions in dose to normal tissue, both before and beyond the tumor (entrance dose and exit dose), what we refer to as "radiation pollution."

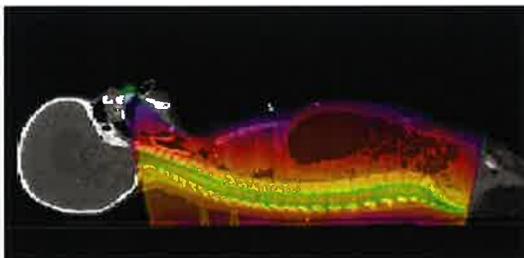
Because proton therapy provides a very specific dose placement, compared to conventional radiation, there is less damage to normal tissue (side effects). The reduced side effects of proton therapy allow physicians to prescribe higher doses to tumors, resulting in improved control of the cancer. Proton therapy's effectiveness in precisely eradicating cancer before it spreads reduces the need for additional therapies. Overall, healthcare costs are reduced due to reductions in re-

treatments and/or treating side effects. Most importantly, proton therapy improves a patient's chances of survival, while improving their quality of life.

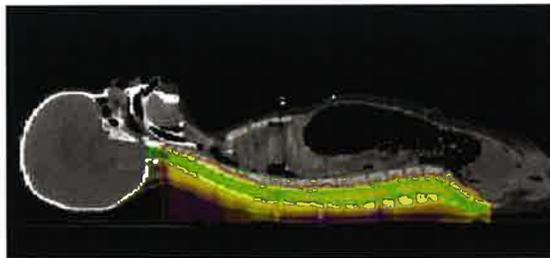
Although conventional radiation therapy techniques are clinically efficient and cost effective in today's medical landscape, for a subset of cancer patients, traditional radiation therapy offers no hope or a cruel choice: shrink the tumor and risk serious side effects such as organ damage, blindness, deafness, developmental problems in children; or skip radiation treatment and hope for the best. For current radiation therapy patients facing this dilemma, proton therapy provides the optimal treatment option.

The following graphic best illustrates a common challenge in treating patients with traditional x-rays and shows the benefit of proton therapy. This 4-year-old girl with a medulloblastoma (the most common malignant brain tumor of childhood; typically starts in the region of the brain at the base of the skull called the posterior fossa and tends to spread to other parts of the brain and to the spinal cord) has a high risk for life threatening side effects using traditional x-ray therapy. The combination of her chemotherapy and radiation will severely harm the normal tissue in her mouth, neck, thorax, abdomen, and pelvis. If she survives the x-ray treatment, then all of her irradiated normal tissue will have a significant chance of malfunction and developing a second new cancer, in later years. By contrast, protons, due to their specificity, can be precisely controlled so as to avoid irradiating the patient's mouth, neck, thorax, abdomen, and pelvis. As a result, she will not require intensive hospital support. In addition, her risk of developing a second new cancer is reduced by 90%.

4-year old female - Craniospinal Irradiation – Comparison



X-rays – Photons



Protons

Although proton therapy has been available for over 60 years, commercial systems have only become financially feasible for development since the late 1990's. More recently, the "compact" design of the Mevion proton therapy system selected by Danbury Proton in and of itself has dramatically reduced engineering and construction costs associated with the establishment of a proton therapy center. See attached "The Mevion Difference" white paper.

Mevion Medical Systems' S250 Proton Therapy systems are in use in eleven (11) centers throughout the United States, and in The Netherlands. The first installation of this system was completed in 2013 at Washington University in St Louis, and they have recently added a second treatment room. Four new Mevion installations are also now underway in the US and three more in China. It is the only proton therapy system primarily manufactured in the US (Littleton, MA).

This system can deliver the most sophisticated proton therapy currently available—intensity modulated proton therapy (IMPT) using pencil beam scanning. IMPT “paints” radiation on treatment sites layer by layer; conforming to the tumor’s shape and minimizing the radiation dose that neighboring healthy tissues receive. This reduces short- and long-term side effects. Proton therapy is the industry standard for head and neck cancers. Proton Therapy is also an excellent option for returned cancers in the big three most common cancers, lung, breast and prostate. Returned cancer treatment is typically complex requiring the precision that PT can offer.

Mevion’s operational history is exemplary with over 97% up time, uses a quarter of the electrical energy of other systems and requires significantly less maintenance than other systems.

Exhibit 3: A summary of the proposed financing. Include the proposed use and mission, location(s) and total anticipated amount to be financed. The content and narrative in this section should be comprehensive and shall include the information shown in Schedule I. An underwriter’s presentation is helpful here. If project renderings or recent power point presentations exist to further describe and depict the project, please include.

Project Structure, Financing and Renderings

Danbury Proton has engaged Hilltop Securities to arrange municipal bond debt financing for the construction of the project. Hilltop required an in-depth feasibility study to be prepared for the project. Danbury Proton engaged GlobalData to prepare the report (see attached), the cost of which is included in the \$5.0 million pre-construction budget.

Danbury Proton LLC is the developer of the facility to be owned by Eleemos Inc., a 501(c)3 created to own and operate healthcare facilities and the Applicant.

The Danbury Proton project required pre-construction capital of over \$5.0 million in order to obtain permits (the most costly, Connecticut’s Certificate of Need), land options, complete design and bidding the project. The project is being developed in conjunction with local team members and a GMP will be let to a creditworthy Construction Manager, Rizzo Corporation, who will guaranty timely completion, via a guaranteed maximum price contract which provides for liquidated damages.

Through Eleemos the project is pursuing debt financing in the municipal tax-exempt capital markets. It is anticipated that senior bondholders will provide non-recourse financing at a level equal to 80% to 90% of the funding requirements with subordinated bondholders providing the difference. The medical equipment provider, Mevion Medical Systems will acquire \$4.5 million of the subordinate bonds while Danbury Proton will acquire the remainder. See discussion of Mevion below. The bonds will have a term of no less than 30-years. Pre-construction capital will be reimbursed by the project.

Eleemos Inc. will pay various fees to Danbury Proton including developer fees, asset management fees, property manager fees and clinical operations fees.

Danbury Proton is managed and controlled by Stephen Courtney, a developer and designer of Proton Therapy facilities with over 20 years' experience with Proton Therapy Projects and 44 years in the health care market. His vertical development team consists of real estate, design, construction, property management and clinical professionals who themselves are pioneers in the Proton Therapy industry.

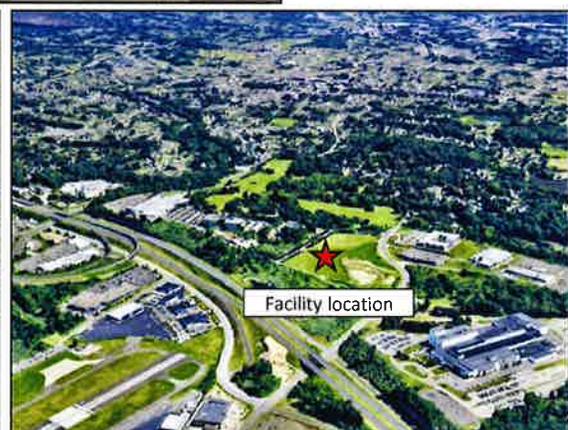
DANBURY, CT (DANBURY PROTON)	
LOCATION OVERVIEW	
Parcel Size	+/- 3.3 acres
Zoning	Commercial
Infrastructure	Shovel-ready, utilities at site
Location	Located in a high population density area with approximately 15 million people within 50 miles.
Development Status	Design complete. Project has received



Conceptual floor plan



Illustration of proposed facility



Facility location

Exhibit 4: An initial sources and uses, most recent year of audited financials, and financial projections.

Pro Forma

See attached pro forma for sources, uses and financial projections. Being a new entity, there are no audited financials for Eleemos Inc.

Exhibit 5: A complete list of the corporate officers and directors of the Applicant with an explanation of their corporate responsibilities.

Eleemos Inc.

Michael Grace, President and Director
Kent Wittenburg, Secretary and Director
Donald Melson, Treasurer and Director
Elisabeth Peterson, Director
David Waters, Director

Key Development and Operations Team

Development

Building Design: The project design is being led by Boston based Proton Concept design firm SCI.X Science Studio in cooperation with East Hartford based Architectural and Engineering firm Russell & Dawson. Principals in the two firms have collaborated on projects since the 1990s. SCI.X, led by **Principal Stephen Courtney**, has provided concept designs for over 27 proton therapy facilities assisting in the development of proton therapy facilities throughout the US and on several international projects including Singapore, Canada, Malaysia, Hong Kong, Thailand and most recently Cairo.

Medical Equipment: Mevion Medical Systems will supervise the shipment, rigging and installation of their proton therapy system manufactured just outside of Boston in Littleton, Massachusetts. The main equipment element for delivery is the 20-ton accelerator module, which is the heart of the system. Danbury Proton's **Facilities Director, Jack Harty**, has been instrumental in 14 previous on-time Mevion equipment installations.

Clinical Operations

Danbury Proton as an outpatient clinic will be led by a seasoned team of professionals the key members of which are outlined below:

Radiation Oncologist: Leslie Yonemoto, MD, BS, MBA

- Dr. Yonemoto is a Johns Hopkins University School of Medicine trained physician and a radiation oncologist who has trained physicians for over 20 years at proton therapy centers including Loma Linda University, Procure Oklahoma, Reinecker Proton Therapy Center and Hampton University.

- Les has lectured and consulted on clinical, research, and operational aspects of proton therapy in many domestic and international forums and has been featured in several national and regional news programs.
- Dr. Yonemoto also holds a BS in Electrical Engineering as well as an MBA.

Physics Director: Michael Moyers. B.S., B.A., M.S., Ph.D., D.A.B.M.P.

- In 1990, Dr. Moyers joined the Loma Linda University Medical Center and was a key developer of proton treatment capabilities including beam delivery, treatment planning, patient alignment, dosimetry, and expansion of patient treatment sites.
- The holder of eight proton therapy patents, Mike is a true innovator in the field.
- He is a prodigious contributor to industry knowledge, having co-authored industry tome *Practical Implementation of Light Ion Beam Treatments* and over 60 peer reviewed publications.
- Dr. Moyers is currently Head & Senior Physicist, Division of Radiation Physics at the Shanghai Proton & Heavy Ion Center, China.

Finance Director: Don Melson

- Mr. Melson is an experienced Chief Financial Officer with a demonstrated history of working in the medical device industry.
- Mr. Melson most recently served five years as Vice President and Chief Financial Officer of Mevion Medical Systems, the manufacturer of Danbury Proton's proton therapy equipment.
- Prior to Mevion, he was Vice President – Corporate Controller of Analogic for six years and served as Vice President – Finance of the Millipore BioProcess Division and later as Vice President – Corporate Controller, for a total of 10 years. For Amicon, a subsidiary of W.R. Grace, Mr. Melson served as CFO.
- Mr. Melson, a CPA (inactive), earned his undergraduate degree at Brown, an MBA at Columbia and a Certificate/Executive Program at MIT's Sloan School of Management.

Exhibit 6: A complete listing of consultants currently under contract with the Applicant. Include legal professionals, underwriter(s), financial advisors, CPA's, etc. Include for each firm the name of individual, name of firm, role and location of office assigned to the financing. A proposed distribution list of the financing team will suffice and is preferred.

Consultant Distribution List

See attached distribution list.

Exhibit 7: Any background information helpful in showing the expertise or established record of success by the Applicant or representatives of the Applicant in operating the type of facility being purchased, financed, or refinanced. In addition to project principals, information and credentials of any management firms expected to operate the project should be included.

See www.DanburyProton.com

Please provide 12 hard copies and forward an electronic copy of the above information plus an application fee in the amount of \$4,500 to:

Mr. Denis A. McKinnon, III
Executive Director
Capital Trust Authority
315 Fairpoint Drive
Gulf Breeze, FL 32561
Tel. 850-934-4046
dmckinnon@muniad.com

Acknowledgement Statement:

On behalf of the Applicant, Michael Grace, as its representative and contact for submittal of this Application, I understand this information is provided as an initial requirement of CTA to consider issuance of conduit bonds to finance or refinance the project described above, I understand the fee being paid is non-refundable and CTA offers no assurance that this Application will be acted upon favorably or that the conduit bonds will be issued. I also understand, an acceptance by CTA to proceed with further due diligence to facilitate a debt structuring as requested by the Applicant may be terminated at any time by CTA. The Applicant authorizes CTA to verify information submitted by or on behalf of the Applicant, obtain further information concerning the credit and standing of the Applicant and its representatives, and obtain other information deemed necessary by CTA or its representatives.

Submitted and signed by:

ELEEMOS INC.

MJG

Michael J. Grace
President

Date: July 25, 2025

SCHEDULE I

EXHIBIT 5 PROJECT DESCRIPTION

- a. Will the project include the refinancing of any existing indebtedness? Yes ___ No X If yes, provide complete description of the outstanding indebtedness:

Description of indebtedness (name of obligation(s):	
Issued pursuant to (trust indenture, loan agreement, promissory note, etc.):	
Date indebtedness was incurred:	
Estimated amount outstanding:	
Exact name of borrower:	
Exact name of trustee and/or lender:	
Lender contact information (primary contact, telephone number and email)	

- b. Will the project include new acquisition and/or improvements? Yes X No ___
If yes, provide an estimated project budget, as follows: **See attached pro forma.**

Cost of acquisition of fee simple interest in land	
Cost of acquisition of leasehold interest in land	\$
Cost of any existing improvements	
Cost of any construction of new facilities	
Cost of any renovation	
Cost of furnishings and fixtures	
Cost of equipment	
Total	

- c. Complete Schedule I to this Exhibit 5 with respect to the project, including portions of the project to be located at different sites, if any.

- d. Is there a required completion date? Yes ___ No X If yes: _____

- e. Please describe any existing facilities of the Applicant that will be included as a part of the security for the financing but for which proceeds will not be used, including location:

NA

- f. Are additional facilities required and contemplated by the Applicant to be addressed in a future financing? Yes ___ No X If yes, describe below:

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- g. Provide any available market or feasibility studies. **See attached.**

SCHEDULE I TO EXHIBIT 5 PROJECT DESCRIPTION

PROJECT DETAILS

Street Address or Description of Location	Description of Portion of Project to be Located at This Site*	Portion of Project Budget Allocable to this Location	Indicate Refinanced, Acquired or New Construction/Renovation	City	County	State	Zip
85 Wooster Heights	100%	100%	New Construction	Danbury	Fairfield	CT	06810

* Include:

- Acreage of any real property; **3,313 acers – purchase price \$1,756,500.00**
- Number and square footage of each building; **One building – 20,677 sq. ft.**
- Nature of the property, if applicable, such as units, classrooms, administrative, recreational, etc. **Open grass land.**



Department of the Treasury
Internal Revenue Service
Tax Exempt and Government Entities
P.O. Box 2508
Cincinnati, OH 45201

ELEEMOS INC
100 CAMBRIDGE STREET 14TH FLOOR
BOSTON, MA 02114

Date:
03/22/2024
Employer ID number:
93-2808257
Person to contact:
Name: Paul F Cappel II
ID number: 1010762
Telephone: (877) 829-5500
Accounting period ending:
December 31
Public charity status:
170(b)(1)(A)(iii)
Form 990 / 990-EZ / 990-N required:
Yes
Effective date of exemption:
August 3, 2023
Contribution deductibility:
Yes
Addendum applies:
No
DLN:
26053635005373

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Sincerely,

Stephen A. Martin
Director, Exempt Organizations
Rulings and Agreements

DRAFT

8/11/25

	Series A	Series B	Series C	Total
Sources				
Par Amount	\$ 79,105,000	\$ 4,500,000	\$ 7,025,000	\$ 90,630,000
Additional Funding Required	\$ -	\$ -	\$ -	\$ -
Total Sources	\$ 79,105,000	\$ 4,500,000	\$ 7,025,000	\$ 90,630,000
	87.3%	5.0%	7.8%	100.0%
Uses				
Development Fee	\$ -	\$ -	\$ 7,020,273	\$ 7,020,273
Project Fund	\$ 57,062,571	\$ -	\$ -	\$ 57,062,571
Capitalized Interest Fund	\$ 12,656,800	\$ -	\$ -	\$ 12,656,800
Debt Service Reserve Fund	\$ 7,237,000	\$ -	\$ -	\$ 7,237,000
Operating Reserve Fund	\$ -	\$ 2,975,655	\$ -	\$ 2,975,655
Repair & Maintenance	\$ 500,000	\$ -	\$ -	\$ 500,000
Cost of Issuance	\$ 822,100	\$ 760,000	\$ -	\$ 1,582,100
Underwriter's Discount	\$ 822,100	\$ 760,000	\$ -	\$ 1,582,100
Additional Proceeds	\$ 4,429	\$ 4,345	\$ 4,727	\$ 13,501
Total Uses	\$ 79,105,000	\$ 4,500,000	\$ 7,025,000	\$ 90,630,000

Bond Year Count	1	2	3	4	5	6	7	8	9	10	11
Year	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035
Bond Year Beginning	10/01/25	10/01/27	10/01/28	10/01/29	10/01/30	10/01/31	10/01/32	10/01/33	10/01/34	10/01/35	
Bond Year Ending	10/01/26	10/01/27	10/01/28	10/01/29	10/01/30	10/01/31	10/01/32	10/01/33	10/01/34	10/01/35	10/01/36

Revenue	\$	8,733,978	\$	21,214,532	\$	27,387,774	\$	30,687,690	\$	31,301,444	\$	31,927,473	\$	32,566,022	\$	33,217,343	\$	33,881,690	\$	34,559,324
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ESBDA	1	2	3	4	5	6	7	8	9	10	11									
Capitalized Interest	\$	6,328,400	\$	6,470,789	\$	6,613,178	\$	6,755,567	\$	6,897,956	\$	7,040,345	\$	7,182,734	\$	7,325,123	\$	7,467,512	\$	7,611,901
Debt Service Revenue Fund	\$	217,110	\$	217,110	\$	217,110	\$	217,110	\$	217,110	\$	217,110	\$	217,110	\$	217,110	\$	217,110	\$	217,110
Repair & Maintenance Fund	\$	15,000	\$	15,000	\$	15,000	\$	15,000	\$	15,000	\$	15,000	\$	15,000	\$	15,000	\$	15,000	\$	15,000
Operating Expense Reserve Fund	\$	89,270	\$	89,270	\$	89,270	\$	89,270	\$	89,270	\$	89,270	\$	89,270	\$	89,270	\$	89,270	\$	89,270
Total Reserve Funds	\$	6,328,400	\$	6,795,169	\$	7,261,938	\$	7,728,707	\$	8,195,476	\$	8,662,245	\$	9,129,014	\$	9,595,783	\$	10,062,552	\$	10,529,321

Cash Remaining	\$	6,328,400	\$	11,506,039	\$	11,483,644	\$	14,251,522	\$	16,725,137	\$	16,912,729	\$	17,109,566	\$	17,300,503	\$	17,490,367	\$	17,678,976
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Series A Debt Service	Interest	Principal	DSCR																	
Beginning Loan Balance	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400
Interest Due	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680
Principal Paid	\$	6,153,720	\$	6,153,720	\$	6,153,720	\$	6,153,720	\$	6,153,720	\$	6,153,720	\$	6,153,720	\$	6,153,720	\$	6,153,720	\$	6,153,720
Total Series A Debt Service	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400	\$	6,328,400
DSCR	1.50x	1.82x	1.81x	2.06x	2.31x	2.34x	2.37x	2.39x	2.42x	2.44x	2.47x									

Subordinate Fees	CON Fee	Asset Management Fee	DSCR																	
Beginning Loan Balance	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680	\$	174,680
Interest Due	\$	424,291	\$	424,291	\$	424,291	\$	424,291	\$	424,291	\$	424,291	\$	424,291	\$	424,291	\$	424,291	\$	424,291
Principal Paid	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359
Total Subordinate Fees	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359	\$	349,359
DSCR	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%									

Cash Available for Debt Service w/ DSCR Target	1.25x	38.0%	61.0%																	
Beginning Loan Balance	\$	4,824,300	\$	4,308,653	\$	6,423,611	\$	8,261,650	\$	8,433,071	\$	8,599,267	\$	8,765,862	\$	8,932,474	\$	9,099,109	\$	9,251,766
Interest Due	\$	3,862,640	\$	3,446,930	\$	5,138,889	\$	6,699,320	\$	6,706,457	\$	6,879,414	\$	7,008,690	\$	7,142,779	\$	7,273,527	\$	7,401,413
Principal Paid	\$	1,598,189	\$	1,345,972	\$	2,066,508	\$	2,580,949	\$	2,694,191	\$	2,868,105	\$	2,796,582	\$	2,788,938	\$	2,839,989	\$	2,889,929
Total Series B Debt Service	\$	2,364,451	\$	2,101,057	\$	3,132,381	\$	4,028,674	\$	4,112,265	\$	4,193,309	\$	4,272,108	\$	4,353,841	\$	4,439,538	\$	4,511,990
DSCR	1.25x	1.25x	1.25x																	

Series B Debt Service	Beginning Loan Balance	Interest Due	Interest Paid	Principal																
Beginning Loan Balance	\$	4,500,000	\$	4,927,500	\$	3,887,423	\$	2,910,856	\$	1,180,879	\$	-	\$	-	\$	-	\$	-	\$	-
Interest Due	\$	427,500	\$	468,113	\$	369,305	\$	276,531	\$	112,184	\$	-	\$	-	\$	-	\$	-	\$	-
Interest Paid	\$	468,113	\$	369,305	\$	276,531	\$	112,184	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Principal	\$	1,040,077	\$	976,568	\$	1,729,976	\$	1,180,879	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Total Series B Debt Service	\$	1,508,189	\$	1,345,873	\$	2,006,508	\$	1,293,063	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-

Series C Debt Service	Beginning Loan Balance	Interest Due	Interest Paid	Principal																
Beginning Loan Balance	\$	7,025,000	\$	7,797,750	\$	6,301,052	\$	4,893,110	\$	2,298,971	\$	-	\$	-	\$	-	\$	-	\$	-
Interest Due	\$	772,750	\$	857,753	\$	693,116	\$	538,242	\$	252,887	\$	-	\$	-	\$	-	\$	-	\$	-
Interest Paid	\$	857,753	\$	693,116	\$	538,242	\$	252,887	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Principal	\$	1,498,898	\$	1,407,292	\$	2,298,139	\$	2,298,971	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
Total Series C Debt Service	\$	2,354,451	\$	2,101,057	\$	3,132,381	\$	2,551,857	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-
DSCR	1.25x	1.25x	1.25x	1.25x	1.25x	1.25x	1.25x	1.25x	1.25x	1.25x	1.25x									

Surplus Fund	\$	1,315,019	\$	1,710,314	\$	2,380,233	\$	5,644,237	\$	9,685,129	\$	9,876,366	\$	10,065,503	\$	10,257,167	\$	10,447,176	\$	10,634,139
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RESOLUTION NO. 29-25

A RESOLUTION OF THE CAPITAL TRUST AUTHORITY EXPRESSING ITS INTENT TO ISSUE CAPITAL TRUST AUTHORITY 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 \$100,000,000 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, Eleemos Inc., a Delaware nonprofit nonstock corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the "Borrower"), plans to acquire, construct, install and equip certain health care facilities, all as more fully described on Schedule I attached hereto, which by this reference thereto, is incorporated herein (collectively, the "Facilities"), such Facilities being located in Danbury, Fairfield County, Connecticut, as described on Schedule I attached hereto (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 (the "Florida Interlocal Cooperation Act"), 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, as amended and supplemented by Ordinance No. 05-01, and Ordinance No. 10-11, enacted by Gulf Breeze on May 7, 2001 and September 6, 2011, respectively; 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 revenue bonds in an aggregate principal amount not to exceed \$100,000,000 (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 (i) financing or refinancing, including through reimbursement, the acquisition, construction, installation and equipping of the Facilities; (ii) the funding of a debt service reserve fund for the Bonds, if deemed necessary or desirable; (iii) the funding of capitalized interest for the Bonds, if deemed necessary or desirable; (iv) the funding of working capital for the Bonds, if deemed necessary or desirable; 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 \$100,000,000 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, Orrick, Herrington & Sutcliffe LLP and Butler Snow LLP, as co-bond counsel (collectively, "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: (i) the required approval of the Bonds by or on behalf of the applicable elected representative of the Host Jurisdiction for purposes of the Florida Interlocal Cooperation Act, and (ii) the required approval of the Bonds by or on behalf of the applicable elected representative of the Host Jurisdiction for the purposes of Section 147(f) of the Code ("Host Jurisdiction TEFRA Approval"), after notice and a public hearing, if needed. The Executive Director or his designee is hereby approved as the hearing officer for any public hearings held on behalf of the Authority and of the Host Jurisdiction, subject to the approval of the Host Jurisdiction.

Section 3. The Bonds shall be placed or sold at a negotiated sale by or to Hilltop Securities Inc., or such other purchaser or underwriter selected by the Borrower and approved by the Authority as purchaser or underwriter with respect to the Bonds (the "Underwriter"). There is hereby acknowledged at the appropriate time, if necessary, the distribution of a preliminary offering document to potential purchasers of the Bonds, upon approval of the information attributable to the Authority in the form thereof by the Chair, the Executive Director or each of their designees. If the Borrower and the Underwriter desire to distribute a preliminary offering document prior to the

adoption of a final bond resolution by the Authority, the Chair, the Executive Director or each of their designees are hereby authorized and empowered, on behalf of the Authority, to authorize the inclusion of one or more additional co-managing underwriters in the preliminary offering document.

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

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

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

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

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

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

Adopted on August 18, 2025.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Cherry Fitch, 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. 29-25 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 18th day of August, 2025, and as the same appears on record in my office.

IN WITNESS WHEREOF, I hereunto set my hand this __ day of August, 2025.

CAPITAL TRUST AUTHORITY

By: _____
Its: Secretary

EXHIBIT A

FORM OF LETTER

[CTA Letterhead]

August 18, 2025

Eleemos Inc.
100 Cambridge Street, 14th Floor
Boston, Massachusetts 02114

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

Ladies and Gentlemen:

Based upon recent discussions with representatives of Eleemos Inc., a Delaware nonprofit nonstock corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the "Borrower"), it is the understanding of the officials and representatives of the Capital Trust Authority (the "Authority"), that: (i) the Borrower is currently undertaking the acquisition, construction, installation and equipping of the Facilities (all as more fully described on Schedule I to Resolution No. 29-25 adopted by the Authority on August 18, 2025 (the "Inducement Resolution")), a portion of the cost of which will be financed or refinanced, including through reimbursement, with revenue bonds of the Authority in an aggregate principal amount not to exceed \$100,000,000 (the "Bonds"); (ii) the acquisition, construction, installation and equipping of the Facilities will provide a health care facility within the meaning of the Act (as defined in the Inducement Resolution), advance the public purposes of the Act, by, among other things, attracting health care development and provide or preserve employment in the community where the Facilities will be located; and (iii) the willingness of the Authority to issue and sell the Bonds for the purpose of financing or refinancing, including through reimbursement, the Project are important factors under consideration by the Borrower in determining the extent of the feasibility of the Project.

The Authority has determined that the Authority's issuance of the Bonds to assist the Borrower by financing or refinancing, including through reimbursement, such Project will promote the public purposes for which the Authority was created, will enable the Borrower to serve a public purpose by providing a needed health care facility and increasing the bargaining power of the Borrower to obtain favorable financing for its health care programs, and will promote and advance the economic prosperity, health care 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 and/or taxable bonds, totaling in the aggregate principal amount a sum not to exceed \$100,000,000 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 and/or taxable bonds, in such aggregate principal amount, mature at such times, bear interest at such rates and be subject to such other terms and have such security as shall be agreed upon between the Authority and the Borrower.

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

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

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

5. Upon acceptance by the Borrower, the Authority shall keep open and outstanding this commitment and inducement to the Borrower for a reasonable time so long as the Borrower shall be proceeding with appropriate efforts toward conclusion of any arrangements necessary to the financing or refinancing, including through reimbursement, of the Project; provided, however, if for any reason (other than that which shall be the fault of the Authority) the Bonds are not delivered to the purchaser or purchasers thereof before August 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, if requested by such firms, will pay Orrick, Herrington & Sutcliffe LLP and Butler Snow LLP, as co-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 responsibility to arrange for the purchase of the Bonds by investors or an underwriter acceptable to the Authority and the payment of all costs of issuing the Bonds, and such Bonds shall only be offered and marketed in accordance with the applicable securities laws and such offering limitations as may be approved by the Authority.

7. The Authority shall not be obligated to pay any of the Bonds or the interest thereon from any funds of the Authority derived from any source other than the Agreement, and each Bond shall contain a statement to that effect upon its face. The Authority shall not be required to incur any expense with respect to the Project or the Bonds unless requested to do so by the

Borrower, in which event the Borrower hereby agrees to reimburse the full amount of such expense to the Authority, and the Authority may require payment to it of such amount as a prerequisite to its incurring any such expense. The Borrower, in accepting this proposal, hereby agrees to pay the annual fees of the Authority and agrees to indemnify and defend the Authority and its officials, employees, attorneys and agents and the members of the governing board of the Authority, and hold the Authority and its officials, employees, attorneys and agents and the members of the governing board of the Authority, harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the acquisition, construction, renovation, equipping 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, if applicable, in substantially completed forms.

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

Yours very truly,

CAPITAL TRUST AUTHORITY

By: _____

Denis A. McKinnon, III
Executive Director

[Acceptance by Borrower Follows]

Acceptance by Borrower

The terms and conditions contained in the foregoing proposal by the governing board of the Authority are hereby accepted as obligations of the Borrower, as of this 18th day of August, 2025.

ELEEMOS INC.

By: _____

Name: _____

Title: _____

SCHEDULE I

DESCRIPTION OF THE FACILITIES

The Facilities consist primarily of an approximately 20,677 square foot health care facility to be located on approximately 3.3 acres of land, located at 85 Wooster Heights Road, Danbury, Connecticut 06810, for use as an outpatient facility to be known as "Danbury Proton," specializing in proton therapy, including related facilities, fixtures, furnishings and equipment.

TO: Capital Trust Authority Board of Directors
FROM: Denis McKinnon, III
RE: Alpha Lifestyle Partners Supplemental Award Resolution
DATE: August 18, 2025

Introduction

Alpha Lifestyle Partners, Inc. (“Alpha” or the Borrower) submitted an application to the Capital Trust Authority (the “Authority”) in 2024 for the issuance of not to exceed \$275,000,000 of tax-exempt bonds to finance the acquisition of 8 stabilized continuing care retirement communities in Florida, Arizona, Utah, and Louisiana.

Alpha has since reduced the size of the Bond to \$87,005,000 of tax-exempt bonds to finance the acquisition of 4 stabilized continuing care retirement communities in Florida, Arizona, and Louisiana. Notably, removing the Utah and some Florida facilities from the transaction.

Description of the Borrower

Alpha is a 501(c)3 not-for-profit organization that facilitates and provides housing to seniors nationwide. Alpha’s principals include seasoned veterans in the real estate and senior living healthcare space.

Description of the Project

This project consists of 4 CCRCs located across 3 states. 2 of the projects are in Florida. The current owner, Trinity, has entered into a contract with the Borrower to remain as the asset manager for all 4 projects.

The 4 remaining facilities have stable occupancies and sit at 87.9% occupied through June 2025.

Financing

These bonds are being structured as Super Sinks – meaning, 70% of money remaining at the end of the month will be applied to paying down principal. Stifel expects the bonds to be redeemed 9 years earlier than the 40 year projections.

As a result of the super sinker structure, the underwriter has requested a limited waiver to the Authority’s denomination restrictions: The Award Resolution is hereby amended to waive the minimum denomination provisions of the Issuer’s Non-Investment Grade Bonds Policy such that a Bond held by an owner in denomination of less than \$100,000, solely as a result of a partial redemption of such Bond, may be transferred or exchanged by such owner or subsequent owner but only to transferees permitted under the Bond Indenture and which adheres to the afore-mentioned policy.

CTA staff The Borrower selected Stifel Nicolaus as Underwriter, Nixon Peabody as Bond Counsel, and Bryant Miller Olive as Issuer’s Review Counsel.

Recommendation

It is the recommendation of Authority staff that the Board adopt Resolution 30-25, approving the issuance of not to exceed \$137,500,000 on behalf of the Borrower. We look forward to seeing you at our meeting on 8/18

Capital Trust Authority

Senior Living Facilities Senior Lien Revenue Bonds

(Alpha Lifestyle Partners, Inc. Project)

Series 2025A | \$87,005,000*

Transaction Summary
August 2025

* Preliminary, subject to change.



White Cliffs Senior Living, AZ



Fairways at Naples, FL



Liana of Venice, FL



Sage Lake Senior Living, LA

Financing Overview

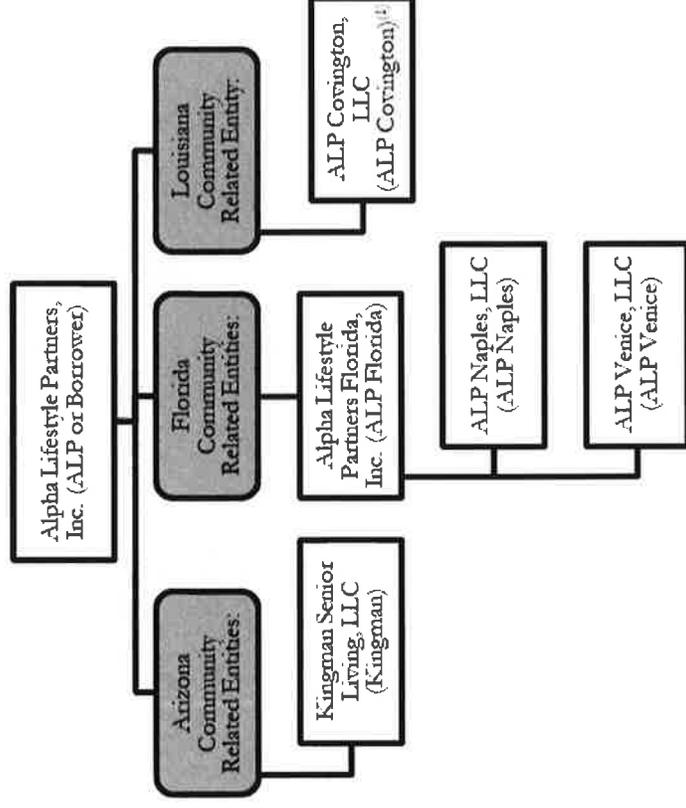
Issuer	Capital Trust Authority (Florida)
Description	Senior Living Facilities Revenue Bonds (Alpha Lifestyle Partners, Inc. Project)
Borrower	Alpha Lifestyle Partners, Inc. (“ALP” or the “Borrower”) is a non-profit, non-stock corporation serving in the capacity of Obligated Group Representative pursuant to the terms of the Master Trust Indenture and other Bond Documents associated with the issuance of the Series 2025A Bonds
Par Amount	\$87,005,000*
Use of Funds	<ul style="list-style-type: none"> I. Acquire, improve and/or equip four existing senior living facilities: one of which is located in Arizona, two of which are located in Florida, and one of which is located in Louisiana; II. Fund a debt service reserve fund for the Series 2025A Bonds; III. Deposit monies in the Operating Reserve; IV. Fund capitalized interest; and V. Pay certain costs associated with the issuance
Rating	Non-rated
Tax Status	Tax-Exempt
Principal Payment Dates	January 2031 through January 2060*
Call Provisions	Optional: TBD Super-sinker redemptions (Surplus Fund): 70% to Series 2025A Bonds, 30% to Seller Financing; post satisfying liquidity requirements
Security	<ul style="list-style-type: none"> I. Borrower promise to pay II. First mortgage on each of the Properties III. Perfected security interest in and liens on all assets and rights of the Borrower, with respect to the Properties IV. Gross revenue pledge and perfected security interest in Borrower accounts receivables V. Deposit Account Control Agreement VI. Collateral assignment of key contracts and agreements including Property Management Agreements and Asset Management Agreements VII. Debt Service Reserve Fund and Indenture Trust Estate
Debt Service Reserve Fund	Least of the three standard tests (10% of the par amount, 125% average annual debt service, or maximum annual debt service)
Denominations	\$100,000 or any integral multiple of \$5,000 in excess thereof
Investor Restrictions (Non-traveling investor letter required to be executed)	Series 2025A Bonds: The Bonds and beneficial ownership interests therein are offered hereby only to “Qualified Institutional Buyers” (as that term is defined under Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”)) and to “Accredited Investors” as that term is defined in Regulation D under the Securities Act. Subsequent transfers of the Bonds are subject to restrictions.

See PLOM.

* Preliminary, subject to change.

The Borrower and The Obligated Group Overview

- Alpha Lifestyle Partners, Inc. (“ALP” or the “Borrower”) is a Delaware nonstock corporation, formed on March 6, 2024 for the charitable purpose of facilitating and providing housing to senior citizens in independent living, assisted living and memory care living arrangements.
- The Borrower serves as the representative of the Obligated Group. The following are the other Members of the Obligated Group:
- The Borrower and certain other Members of the Obligated Group formed in Delaware and Florida entities were formed in connection with the acquisition of the Communities.



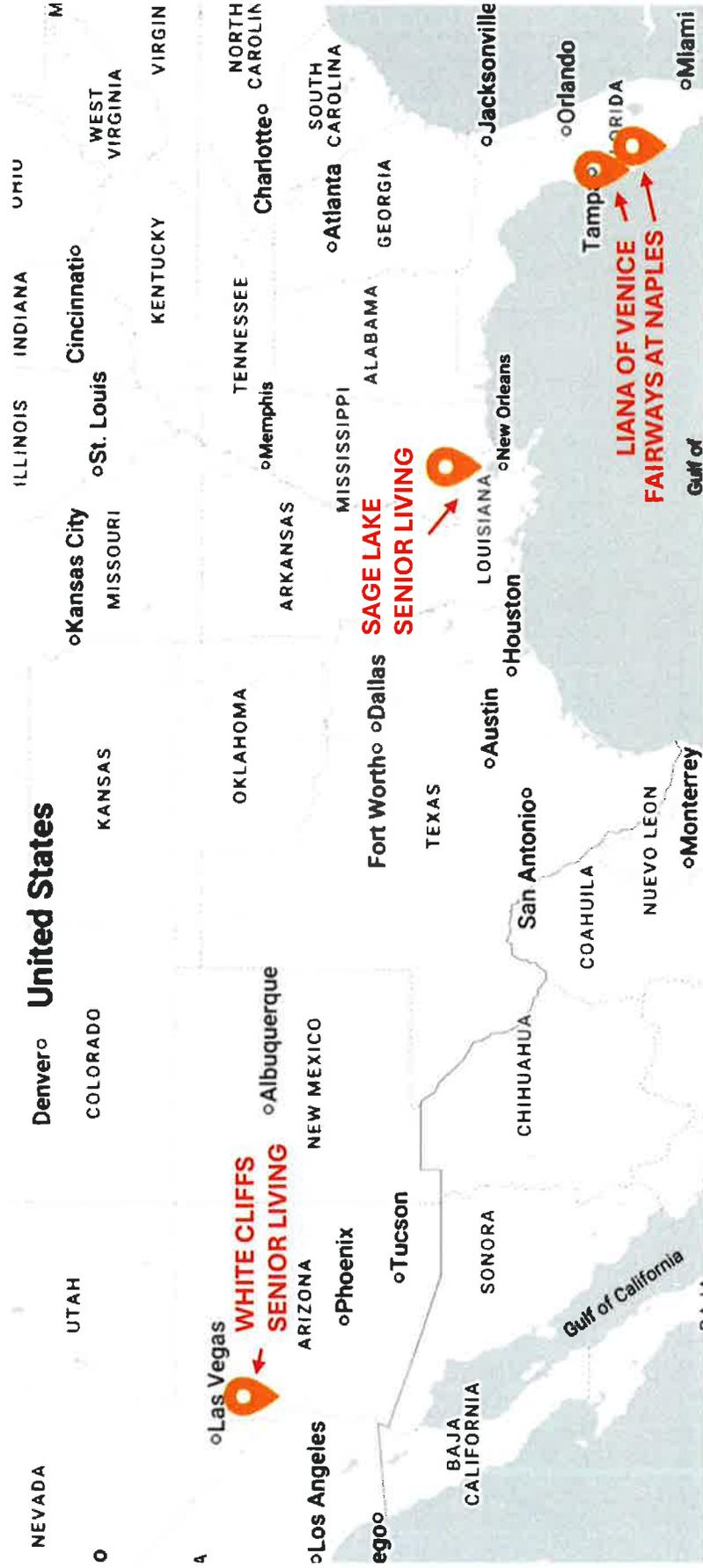
⁽¹⁾ On the closing date, ALP Covington will not acquire Sage Lake Senior Living; however, Sage Lake Senior Living will be acquired by ALP. ALP may transfer Sage Lake Senior Living to ALP Covington in the future. ALP Covington is joining the Obligated Group at the time of its creation to facilitate any future transfer. See Appendix A.

Asset Manager Overview

- Alpha Lifestyle Partners is entering into an Asset Management Agreement with Trinity Investors (in such capacity, the “Asset Manager”).
- The Asset Manager will provide certain asset management services to the Obligated Group.
- The Obligated Group will pay an ongoing asset management fee determined under the terms of the Asset Management Agreement and the Borrower will pay an ongoing management fee determined under the terms of the NFP Management Agreement.
- The total fees owed under the Asset Management Agreement and the NFP Management Agreement are capped at 1.50% of Gross Revenues each year.

Community Locations

- The four Communities are located in three states:
 - One in Arizona
 - Two in Florida
 - One in Louisiana
- The following map depicts the location of the Communities in the United States:



See Appendix A.

Portfolio Capacity

- The following table depicts the available Assisted Living and Memory Care units/beds of the Portfolio, as well as year built and current property manager:

<u>Community & Location</u>	<u>Year Built</u>	<u>Assisted Living Units</u>	<u>Memory Care Beds</u>	<u>Total Units/Beds Capacity</u>	<u>Property Manager</u>
<u>Arizona Community</u>					
White Cliffs Senior Living (Kingman)	2014	77	30	107	Watermark Retirement Communities, Inc.
<u>Florida Communities</u>					
Fairways at Naples (Naples)	2021	—	54	54	DR Management Services, LLC
Liana of Venice (Venice)	2017	—	54	54	
<u>Louisiana Community</u>					
Sage Lake Senior Living (Covington)	2017	66	16	82	Integral Senior Living Management LLC
		143	154	297	

Portfolio Occupancy Year Over Year Performance

- Fairways at Naples Community received certificate of occupancy in September 2021, adding 54 available MC beds.
- Portfolio Occupancy By Month based off total 297 available units/beds (143 AL units/154 MC beds).
- Average Occupancy:
 - 2021: 72.6%
 - 2022: 69.2%
 - 2023: 78.1%
 - 2024: 86.3%
 - 2025 (Through June): 87.9%

Note: Percent occupancy from January – August 2021 is calculated off of total of 243 available. Fairways at Naples was opened in September 2021. See Appendix A.

Portfolio Historical Operations Performance

- The following table depicts the historical figures from 2021, 2022, 2023, 2024, and 2025 YTD (through June) for the Portfolio:

Consolidated Historical Financials						
Portfolio						
	2021 Total	2022 Total	2023 Total	2024 Total	2025 YTD	Variance (Jan. - Jun. 2024 to Jan. - Jun. 2025)
					Average	Change
						% Change
Occupancy						
Total Beds/Units Available	297	297	297	297	297	-
Average Beds/Units Occupied	192	205	233	256	261	8
Occupancy Rate (%)	73%	69%	78%	86%	88%	3%
Rental Revenue/Occ Room/Month (\$)	4,292	4,652	4,902	5,302	5,382	354
Revenue/Occ Room/Month (\$)	4,543	4,944	5,309	5,757	6,143	463
Expenses/Occ Room/Month (\$)	3,642	4,112	4,338	4,327	4,427	135
NOI/Occ Room/Month (\$)	900	832	970	1,430	1,716	327
Revenue/Available Units/Month (\$)	2,937	3,412	4,165	4,967	5,401	556
Expenses/Available Units/Month (\$)	2,355	2,838	3,404	3,733	3,892	233
NOI/Available Units/Month (\$)	582	575	761	1,234	1,510	323
Year-Over-Year Change (%)			187	473		27%
Year-Over-Year Change (%)			32%	62%		

Note: 2025 YTD Occupancy and NOI through June.

Portfolio Historical Operations Performance (cont.)

- The following table depicts the historical figures from 2021, 2022, 2023, 2024, and 2025 YTD (through June) for the Portfolio:

	Consolidated Historical Financials Portfolio				Variance	
	2021 Total	2022 Total	2023 Total	2024 Total	2025 YTD Total	(Jan. - Jun. 2024 to Jan. - Jun. 2025) Change % Change
Rental Income						
Assisted Living Rental Income	\$ 4,549,882	\$ 5,171,037	\$ 6,004,106	\$ 6,265,158	\$ 3,464,505	13%
Memory Care Rental Income	\$ 5,339,749	\$ 6,272,181	\$ 7,701,545	\$ 10,037,752	\$ 5,281,490	8%
Total Rental Income	\$ 9,889,630	\$ 11,443,218	\$ 13,705,650	\$ 16,302,911	\$ 8,745,995	10%
Year-over-Year Growth	N/A	15.71%	19.77%	18.95%		
Other Income						
Care Revenues	\$ 604,552	\$ 769,593	\$ 956,654	\$ 920,064	\$ 572,175	30%
Community Fee	213,600	215,250	289,756	413,763	231,275	7%
Concessions	(327,753)	(363,419)	(245,258)	(173,463)	(73,578)	(15%)
Miscellaneous Income	86,365	97,491	136,410	240,318	149,563	28%
Total Other Income	\$ 576,764	\$ 718,915	\$ 1,137,562	\$ 1,400,682	\$ 879,435	28%
TOTAL OPERATING REVENUE	\$ 10,466,395	\$ 12,162,133	\$ 14,843,212	\$ 17,703,592	\$ 9,625,430	11%
Year-over-Year Growth	N/A	16.20%	22.04%	19.27%		
Expenses						
Payroll & Employee Benefits	\$ 4,867,145	\$ 5,756,809	\$ 6,621,519	\$ 7,517,500	\$ 3,789,769	0%
Sales and Marketing	209,095	357,111	588,532	761,884	494,670	51%
General and Administrative	523,758	624,645	726,801	976,789	544,382	35%
Dietary	908,360	1,002,693	1,240,221	976,125	459,239	(13%)
Housekeeping	44,937	61,938	59,322	67,433	34,249	(4,487)
Activities and Resident Experiences	21,043	57,314	97,706	78,241	43,159	3,755
Repairs and Maintenance	177,983	257,428	315,811	341,878	195,652	47,739
Utilities	424,217	487,781	564,230	568,207	289,647	24,714
Property Insurance	296,496	419,910	647,553	693,514	337,540	7,321
Real Estate Taxes	356,602	440,799	464,471	443,933	232,536	(737)
Property Manager Fee	562,655	647,959	804,217	879,190	514,196	90,046
Total Operating Expenses	\$ 8,392,291	\$ 10,114,386	\$ 12,130,383	\$ 13,304,694	\$ 6,935,039	415,276
TOTAL OPERATING EXPENSES	\$ 8,392,291	\$ 10,114,386	\$ 12,130,383	\$ 13,304,694	\$ 6,935,039	415,276
Year-over-Year Growth	N/A	20.52%	19.93%	9.68%		
NET OPERATING INCOME	\$ 2,074,104	\$ 2,047,747	\$ 2,712,831	\$ 4,398,899	\$ 2,690,391	576,027
Year-over-Year Growth	N/A	-1.27%	32.48%	62.15%		

Source: Derived from Trinity Investors, LLC internal cash flow statements.
Note: 2025 YTD through June.

Note: 2025 YTD Occupancy and NOI through June.

Estimated Sources and Uses (\$ Millions)

- The following table depicts the estimated sources and uses of the Alpha Lifestyle Partners, Inc. Project:

Sources:	Cash Contribution	Series 2025A	Series 2025B	Total
Bond Proceeds:				
Par Amount	--	\$87.00	\$8.00	\$95.00
Discount	--	(1.52)	--	(1.52)
Other Sources of Funds:				
Cash Contribution	1.80	--	--	1.80
Total Sources:	\$1.80	\$85.48	\$8.00	\$95.29
Uses:	Cash Contribution	Series 2025A	Series 2025B	Total
Project Fund Deposits:				
Acquisition Fund	--	\$74.00	--	\$74.00
Op Accts/Op Reserve*	--	2.25	--	2.25
Seller Financing	--	--	8.00	8.00
Other Fund Deposits:				
Funded Interest	--	1.00	--	1.00
Debt Service Reserve Fund	--	6.36	--	6.36
Delivery Date Expenses:				
Cost of Issuance	0.95	0.98	--	1.93
Underwriter's Discount	0.85	0.89	--	1.74
Other Uses of Funds:				
Contingency	--	--	--	--
Total Uses:	\$1.80	\$85.48	\$8.00	\$95.29

Note: The Series 2025B Bonds are not being offered pursuant to this Limited Offering Memorandum. The sources and uses of funds related to the issuance of the Series 2025B Bonds are included in this table to provide a full description of the sources and uses of funds related to the issuance of the Bonds.

* Deposit split between operating accounts at the Properties and the Trustee held Operating Reserve. Property Account Receivables also assigned to new owners at closing as part of the Purchase Agreement.

Estimated Debt Service Schedule

The following table depicts the estimated debt service schedule of the Alpha Lifestyle Partners, Inc. Project:

Period Ending (01/15)	Scheduled Debt Service			Proforma Debt Service		
	Series 2025A Bonds	Series 2025B Bonds	Total Debt Service	Series 2025A Bonds	Series 2025B Bonds	Total Debt Service
2026	\$2,790,938	\$320,000	\$3,110,938	\$2,789,675		\$2,789,675
2027	5,581,875	640,000	6,221,875	5,579,350		5,579,350
2028	5,581,875	640,000	6,221,875	5,579,350		5,579,350
2029	5,581,875	640,000	6,221,875	5,579,350		5,579,350
2030	5,581,875	640,000	6,221,875	6,166,188	173,920	6,340,108
2031	5,921,875	640,000	6,561,875	6,564,713	299,389	6,864,102
2032	6,073,175	640,000	6,713,175	6,713,663	317,525	7,031,188
2033	6,225,125	640,000	6,865,125	6,860,450	339,801	7,200,251
2034	6,377,175	640,000	7,017,175	7,019,088	362,525	7,381,613
2035	6,538,775	640,000	7,178,775	7,173,425	386,025	7,559,450
2036	6,538,825	640,000	7,178,825	7,177,588	412,180	7,589,768
2037	6,536,950	640,000	7,176,950	7,282,150	487,787	7,769,937
2038	6,540,700	640,000	7,180,700	7,390,325	566,207	7,956,532
2039	6,539,450	640,000	7,179,450	7,491,463	651,014	8,142,476
2040	6,538,200	640,000	7,178,200	7,599,125	739,438	8,338,563
2041	6,536,638	640,000	7,176,638	7,692,500	834,948	8,527,448
2042	6,539,450	640,000	7,179,450	7,800,463	936,328	8,736,790
2043	6,541,013	640,000	7,181,013	7,901,250	1,042,454	8,943,704
2044	6,541,013	640,000	7,181,013	7,993,900	1,155,395	9,149,295
2045	6,539,138	640,000	7,179,138	8,087,125	1,275,481	9,362,606
2046	6,540,075	640,000	7,180,075	8,184,313	1,403,143	9,587,455
2047	6,537,925	640,000	7,177,925	8,273,563	1,537,406	9,810,968
2048	6,537,000	640,000	7,177,000	8,362,750	1,678,886	10,041,636
2049	6,536,650	640,000	7,176,650	8,445,250	1,829,766	10,275,016
2050	6,541,225	640,000	7,181,225	8,529,275	1,989,081	10,518,356
2051	6,539,750	640,000	7,179,750	13,610,175	2,703,645	16,313,820
2052	6,536,900	640,000	7,176,900			
2053	6,537,025	640,000	7,177,025			
2054	6,539,150	640,000	7,179,150			
2055	6,537,300	640,000	7,177,300			
2056	6,540,825	640,000	7,180,825			
2057	6,538,425	640,000	7,178,425			
2058	6,539,450	640,000	7,179,450			
2059	6,537,600	640,000	7,177,600			
2060	23,706,900	8,640,000	32,346,900			
Totals	\$236,892,138	\$30,080,000	\$266,972,138	\$191,846,463	\$21,122,344	\$212,968,807

Financing Schedule* and Contact Information

September 2025

SU	MO	TU	WE	TH	FR	SA
		1	2	3	4	5
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

■ Price
 ■ Close
 ■ Market Holiday

- Price: Week of September 8*
- Close: Week of September 22*

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* Preliminary, subject to change.

SOURCES AND USES OF FUNDS

Capital Trust Authority
 Senior Living Facilities Revenue Bonds, Series 2025
 (Alpha Lifestyle Partners, Inc. Project)

Dated Date 09/29/2025
 Delivery Date 09/29/2025

Sources:	Cash Contribution	2025A Senior Lien Bonds	2025B Developer Bonds	Total
Bond Proceeds:				
Par Amount		87,025,000.00	8,000,000.00	95,025,000.00
Original Issue Discount		(1,521,951.70)		(1,521,951.70)
		<u>85,503,048.30</u>	<u>8,000,000.00</u>	<u>93,503,048.30</u>
Other Sources of Funds:				
Cash Contribution	1,803,761.15			1,803,761.15
	<u>1,803,761.15</u>	<u>85,503,048.30</u>	<u>8,000,000.00</u>	<u>95,306,809.45</u>
Uses:				
Project Fund Deposits:				
Acquisition Fund		74,000,000.00		74,000,000.00
Op Accts/Op Reserve*		2,300,000.00		2,300,000.00
Seller Financing			8,000,000.00	8,000,000.00
		<u>76,300,000.00</u>	<u>8,000,000.00</u>	<u>84,300,000.00</u>
Other Fund Deposits:				
Funded Interest		1,050,000.00		1,050,000.00
Debt Service Reserve Fund		6,280,748.86		6,280,748.86
		<u>7,330,748.86</u>		<u>7,330,748.86</u>
Delivery Date Expenses:				
Cost of Issuance	949,216.16	984,105.96		1,933,322.12
Underwriter's Discount	854,544.99	885,955.01		1,740,500.00
	<u>1,803,761.15</u>	<u>1,870,060.97</u>		<u>3,673,822.12</u>
Other Uses of Funds:				
Contingency		2,238.47		2,238.47
	<u>1,803,761.15</u>	<u>85,503,048.30</u>	<u>8,000,000.00</u>	<u>95,306,809.45</u>

Notes:

*Deposit split between operating accounts at the Properties and the Trustee held Operating Reserve. Property Account Receivables also assigned to new owners at closing as part of the Purchase Agreement.

BOND PRICING

Capital Trust Authority
 Senior Living Facilities Revenue Bonds, Series 2025
 (Alpha Lifestyle Partners, Inc. Project)

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Premium (-Discount)
Term Bond:	01/01/2035	2,940,000	5.500%	5.625%	99.098	(26,518.80)
Term Bond:	01/01/2045	13,480,000	6.250%	6.450%	97.800	(296,560.00)
Term Bond:	01/01/2060	70,605,000	6.500%	6.625%	98.302	(1,198,872.90)
Jr Lien Bond:	01/01/2060	8,000,000	8.000%	8.000%	100.000	
		95,025,000				(1,521,951.70)

Dated Date	09/29/2025	
Delivery Date	09/29/2025	
First Coupon	01/01/2026	
Par Amount	95,025,000.00	
Original Issue Discount	(1,521,951.70)	
Production	93,503,048.30	98.398367%
Underwriter's Discount	(1,740,500.00)	(1.831623%)
Purchase Price	91,762,548.30	96.566744%
Accrued Interest		
Net Proceeds	91,762,548.30	

BOND SUMMARY STATISTICS

Capital Trust Authority
Senior Living Facilities Revenue Bonds, Series 2025
(Alpha Lifestyle Partners, Inc. Project)

	Cash Contribution	2025A Senior Lien Bonds	2025B Developer Bonds	Aggregate
Dated Date	09/29/2025	09/29/2025	09/29/2025	09/29/2025
Delivery Date	09/29/2025	09/29/2025	09/29/2025	09/29/2025
First Coupon	01/01/2026	01/01/2026	01/01/2026	01/01/2026
Last Maturity		01/01/2060	01/01/2060	01/01/2060
Arbitrage Yield		6.728921%	6.728921%	6.728921%
True Interest Cost (TIC)		6.683109%	8.001650%	6.883575%
Net Interest Cost (NIC)		6.569700%	8.000000%	6.749213%
All-In TIC		6.779518%	8.001650%	7.061063%
Average Coupon		6.468759%	8.000000%	6.626543%
Average Life (years)		27.411	34.256	27.988
Weighted Average Maturity (years)		27.416	34.256	28.001
Duration of Issue (years)		12.585	12.109	12.494
Par Amount		87,025,000.00	8,000,000.00	95,025,000.00
Bond Proceeds		85,503,048.30	8,000,000.00	93,503,048.30
Total Interest		154,310,618.89	21,923,555.56	176,234,174.45
Net Interest	854,544.99	156,718,525.60	21,923,555.56	179,496,626.15
Bond Years from Dated Date		2,385,474,722.22	274,044,444.44	2,659,519,166.67
Bond Years from Delivery Date		2,385,474,722.22	274,044,444.44	2,659,519,166.67
Total Debt Service		241,335,618.89	29,923,555.56	271,259,174.45
Maximum Annual Debt Service		32,221,575.00	8,640,000.00	40,861,575.00
Average Annual Debt Service		7,045,152.68	873,538.76	7,918,691.44

Bond Component	Par Value	Price	Average Coupon	Average Life	Duration	PV of 1 bp change
Term Bond	2,940,000.00	99.098	5.500%	7.864	6.447	2,087.40
Term Bond	13,480,000.00	97.800	6.250%	15.253	9.873	14,558.40
Term Bond	70,605,000.00	98.302	6.500%	30.547	13.401	93,904.65
Jr Lien Bond	8,000,000.00	100.000	8.000%	34.256	12.109	9,280.00
	95,025,000.00			27.988		119,830.45

	TIC	All-In TIC	Arbitrage Yield
Par Value	95,025,000.00	95,025,000.00	95,025,000.00
+ Accrued Interest			
+ Premium (Discount)	(1,521,951.70)	(1,521,951.70)	(1,521,951.70)
- Underwriter's Discount	(1,740,500.00)	(1,740,500.00)	
- Cost of Issuance Expense		(1,933,322.12)	
- Other Amounts			
Target Value	91,762,548.30	89,829,226.18	93,503,048.30
Target Date	09/29/2025	09/29/2025	09/29/2025
Yield	6.883575%	7.061063%	6.728921%

RESOLUTION NO. 30-25

A RESOLUTION OF THE GOVERNING BOARD OF THE CAPITAL TRUST AUTHORITY AMENDING AND SUPPLEMENTING A RESOLUTION ENTITLED "A RESOLUTION OF THE GOVERNING BOARD OF THE CAPITAL TRUST AUTHORITY AWARDED SALE OF NOT TO EXCEED \$275,000,000 CAPITAL TRUST AUTHORITY SENIOR LIVING FACILITIES REVENUE BONDS (ALPHA LIFESTYLE PARTNERS, 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 PROJECT HEREIN DESCRIBED; AUTHORIZING EXECUTION AND DELIVERY OF A BOND INDENTURE AND A LOAN AGREEMENT FOR SUCH BONDS; ACKNOWLEDGING THE USE OF OFFERING MATERIALS IN CONNECTION WITH MARKETING SUCH BONDS AND OTHER ACTIONS IN CONNECTION WITH DELIVERY OF SUCH BONDS; PROVIDING CERTAIN OTHER DETAILS IN CONNECTION WITH THE BONDS; PROVIDING FOR A SEVERABILITY CLAUSE AND A REPEALER CLAUSE; AND PROVIDING AN EFFECTIVE DATE"; AUTHORIZING AN AMENDMENT TO GRANT A LIMITED WAIVER OF THE MINIMUM DENOMINATIONS PROVISIONS OF THE ISSUER'S NON-INVESTMENT GRADE BONDS POLICY; AMENDING CERTAIN OTHER DETAILS IN CONNECTION WITH THE PROJECT AS HEREIN DESCRIBED; AMENDING THE NOT TO EXCEED AMOUNT OF THE BONDS; PROVIDING FOR A SEVERABILITY CLAUSE AND A REPEALER CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, pursuant to the Act, as herein defined, the Capital Trust Authority (the "Issuer"), a legal entity duly created and a public agency duly organized and validly existing under the laws of the State of Florida (the "State"), adopted Resolution No. 23-24 on June 20, 2024 (the "Inducement Resolution"), authorizing the issuance of not to exceed \$275,000,000 of its Senior Living Facilities Revenue Bonds in one or more series and agreeing to loan the proceeds thereof to Alpha Lifestyle Partners, Inc., a Delaware nonstock corporation (the "Borrower"), and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, pursuant to the Inducement Resolution, the Issuer adopted Resolution No. 41-24 on October 29, 2024 (the "Award Resolution"), which Award Resolution (i) approved the issuance of its Senior Living Facilities Revenue Bonds (Alpha Lifestyle Partners, Inc. Project) (the "Bonds") in an aggregate principal amount not to exceed \$275,000,000 to finance or refinance, including through reimbursement, (A) the acquisition, improvement, and/or equipping of the Facilities, as defined therein; (B) the funding of a debt service reserve fund for the Bonds; (C) the funding of capitalized interest for the Bonds; and (D) the payment of certain costs of issuing the

Bonds (collectively, the "Original Project"); (ii) authorized the sale of the Bonds to Stifel, Nicolaus & Company, Incorporated, subject to certain parameters described therein, and approved the execution and delivery of a bond purchase agreement; (iii) approved a form of the Bond Documents, as defined therein; (iv) approved the use and distribution of a Preliminary Limited Offering Memorandum, as more fully described therein; and (v) provided for certain other approvals and designations as therein described; and

WHEREAS, pursuant to Section 147(f) of the Code, a telephonic public hearing was scheduled with respect to the Project (as hereinafter defined) and held on behalf of the county in which the Facilities (as hereinafter defined) are located on August 11, 2025, 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, no later than the execution and delivery of the Bonds (the "Governor TEFRA Approval"); and

WHEREAS, pursuant to Section 147(f) of the Code, a public hearing was scheduled with respect to the Project and will be held on behalf of the Issuer on August 18, 2025, in the City Council Chambers located at 1070 Shoreline Drive, Gulf Breeze, Florida 32561, and it is expected that elected representative approval will be received on August 18, 2025 (the "Gulf Breeze TEFRA Approval"); and

WHEREAS, the Borrower has requested the Issuer amend the Award Resolution to (i) waive the minimum denominations provisions of the Issuer's Non-Investment Grade Bonds Policy; (ii) modify the definition of the Original Project; and (iii) modify the not to exceed amount of the Bonds (collectively, the "Amendments"); and

WHEREAS, the Issuer now desires to so amend and supplement the Award Resolution.

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

SECTION 1. DEFINITIONS. Unless the context otherwise requires, terms used in this resolution (herein, the "Supplemental Resolution") in capitalized form and not otherwise defined herein shall have the meanings ascribed thereto in the Award Resolution.

SECTION 2. AUTHORITY FOR THIS SUPPLEMENTAL RESOLUTION. This Supplemental Resolution is adopted pursuant to and under the authority of the laws of the State, particularly 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, as amended and supplemented by Ordinance No. 05-01, and Ordinance No. 10-11, enacted by Gulf Breeze on May 7, 2001 and September 6, 2011, respectively; 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").

SECTION 3. APPROVAL OF AMENDMENT OF AWARD RESOLUTION TO GRANT A LIMITED WAIVER OF THE MINIMUM DENOMINATIONS PROVISIONS OF THE ISSUER'S NON-INVESTMENT GRADE BONDS POLICY. The Award Resolution is hereby amended to waive the minimum denomination provisions of the Issuer's Non-Investment Grade Bonds Policy such that a Bond held by an owner in denomination of less than \$100,000, solely as a result of a partial redemption of such Bond, may be transferred or exchanged by such owner or subsequent owner but only to transferees permitted under the Bond Indenture and which adheres to the afore-mentioned policy.

SECTION 4. APPROVAL OF AMENDMENT TO DESCRIPTION OF PROJECT. The Project is hereby amended as follows: "to finance or refinance, including through reimbursement, (i) the acquisition, improvement, and/or equipping of the senior living facilities, as more fully described on Schedule I attached hereto, which by this reference thereto, is incorporated herein (collectively, the "Facilities"); (ii) the funding of a debt service reserve fund for the Bonds; (iii) the funding of capitalized interest for the Bonds; (iv) the funding of a deposit to the operating reserve fund for the Bonds; and (v) the payment of certain costs of issuing the Bonds (the "Project")".

SECTION 5. APPROVAL OF AMENDMENT TO THE NOT TO EXCEED AMOUNT OF THE BONDS. The Award Resolution previously authorized the issuance of not to exceed \$275,000,000. The not to exceed amount of the Bonds is hereby amended to \$137,500,000.

SECTION 6. APPROVAL OF REVISED BOND DOCUMENTS AND PRELIMINARY AND FINAL OFFICIAL STATEMENT. Revisions required with respect to the authorizations and approvals provided in this Supplemental Resolution, each to the Bond Indenture, the Loan Agreement and the Preliminary Limited Offering Memorandum attached to the Award Resolution as Exhibit B, Exhibit C and Exhibit D, respectively, are hereby approved.

SECTION 7. SEVERABILITY. In case any one or more of the provisions of this Supplemental Resolution shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this Supplemental Resolution and they shall be construed and enforced without consideration of such illegal or invalid provisions.

SECTION 8. NO PERSONAL LIABILITY. No covenant, stipulation, obligation or agreement contained in this Supplemental Resolution or contained in the Bond Documents, the Bonds or any instrument contemplated by each shall be deemed to be a covenant, stipulation, obligation or agreement of any officer, member, agent or employee of the Issuer in his or her

individual capacity, and no member of the Issuer executing the Bonds or other documents related to the issuance of the Bonds including those approved by this Supplemental 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 9. REPEALER. All provisions of resolutions of the Issuer in conflict with the provisions of this Supplemental Resolution, including, but not limited to, the Award Resolution, are, to the extent of such conflict, superseded and repealed.

SECTION 10. EFFECTIVE DATE. This Supplemental Resolution shall take effect immediately upon its adoption.

SECTION 11. CONTINGENT APPROVAL. The approval of the issuance of the Bonds provided herein is subject to and conditioned upon the receipt of the Governor TEFRA Approval and the Gulf Breeze TEFRA Approval.

Adopted on August 18, 2025.

CAPITAL TRUST AUTHORITY

By: _____
Its: Chair

ATTEST:

By: _____
Its: Secretary

CERTIFICATE OF SECRETARY

I, Cherry Fitch, Secretary to the Capital Trust Authority, do hereby certify that the above and foregoing is a true and correct copy of Resolution No. 30-25 and supporting exhibits as the same were duly adopted and passed at a public meeting of the Capital Trust Authority on the 18th day of August, 2025, and as the same appears on record in my office.

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

By: _____
Secretary

SCHEDULE I

DESCRIPTION OF FACILITIES

The Facilities will be located in several states, as described below. The maximum principal amount of Bonds for each of the Facilities is set forth after the description below. In no event will the aggregate principal amount of the Bonds exceed \$137,500,000. The Facilities are as follows:

(A) an existing senior living facility known as Liana of Venice, located at 2321 East Venice Avenue, Venice, Sarasota County, Florida 34292, including related facilities, fixtures, furnishings and equipment (maximum principal amount of Bonds: \$27,500,000);

(B) an existing senior living facility known as The Fairways at Naples, located at 3053 Airport-Pulling Road North, Naples, Collier County, Florida 34105, including related facilities, fixtures, furnishings and equipment (maximum principal amount of Bonds: \$27,500,000);

(C) an existing senior living facility known as White Cliffs Senior Living, located at 3600 Peterson Road, Kingman, Mohave County, Arizona 86409, including related facilities, fixtures, furnishings and equipment (maximum principal amount of Bonds: \$41,250,000); and

(D) an existing senior living facility known as Sage Lake Senior Living of Covington, located at 1444 Andrew Drive, Covington, St. Tammany Parish, Louisiana 70433, including related facilities, fixtures, furnishings and equipment (maximum principal amount of Bonds: \$41,250,000).

Capital Trust Authority

8/18/2025

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 board approved this project at its 7/9/24 meeting. This project is renewing its TEFRA with the state in order to close in the month of October 2025.

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	Stifel Nicolaus is underwriting this project. We received word on Monday, 7/14, that this project has been narrowed in scope, but hopes to close by September. The Borrower has excluded the lowest performing units in the assisted living portfolio. The project is before the board for approval on 8/18/25.

Harbour Pointe Charter Academy

Inducement Date	7/9/2024
Inducement Amount	\$26,000,000
Project Type	Public Charter School
Location	Jacksonville, FL
General Overview	The new school has a term sheet and is working through an updated construction timeline. This project is before the City of Jacksonville for a number of improvements before it is ready to come back to the CTA Board for final approval.

Capital Trust Authority

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. Underwriting and permitting is underway. This project is expected to close by 12/20/25.

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 Atlantic 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. This project is expected to close in August 2025 pending favorable marketing during market fluctuations.

QSH/St. Augustine

Inducement Date 1/31/2025
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. This project was before the Board for final approval at its May 27 meeting.

QSH/Central Florida

Inducement Date 1/31/2025
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. This project was before the Board for final approval at its May 27 meeting.

Capital Trust Authority

Goodwill Industries of the Gulf Coast

Inducement Date	2/20/2025
Inducement Amount	\$5,000,000
Project Type	Goodwill Facility
Location	Gulf Breeze, FL
General Overview	Goodwill has submitted an application to finance the construction of a new retail store, drop-off site, and opportunity center office. Goodwill received TEFRA approval from the Governor's office on 7/8/25. A closing date of 7/25/25 has been set.

The Learning Center Autism Charter School

Inducement Date	2/20/2025
Inducement Amount	\$27,000,000
Project Type	Public Charter School
Location	Royal Palm Beach, FL
General Overview	The Learning Center is an existing public charter school seeking financing to purchase and renovate a new facility in Royal Palm Beach, FL. The school has a 25 year operating history and received Florida's longest charter contract of 15 years in 2022. This project closed on 7/17/25 and will be removed from the pipeline report going forward.

AcadeMir Preparatory Charter School

Inducement Date	4/17/2025
Inducement Amount	\$70,000,000
Project Type	Public Charter School
Location	Miami, FL
General Overview	AcadeMir is preparing to purchase its currently leased facilities for its Preparatory school and land for the anticipation of a new facility for future financing. This project is working towards a closing by the end of summer or before.

LLT Academy

Inducement Date	5/27/2025
Inducement Amount	\$11,000,000
Project Type	Public Charter School
Location	Ruskin, FL
General Overview	This project closed 7/29/25 and will be removed from the pipeline report going forward.

Capital Trust Authority

UF Health

Inducement Date	5/27/2025
Inducement Amount	\$950,000,000
Project Type	Hospital System
Location	Throughout Florida
General Overview	The UF Health System has submitted an application to the CTA to refinance existing debt and finance the construction of a new hospital in St. John's, FL. This project is before the Board for Final Approval on 7/17/25 and is working towards a closing date of 8/18/25.

Pineapple Cove Classical Academy at West Melbourne

Inducement Date	6/24/2025
Inducement Amount	\$26,000,000
Project Type	Public Charter School
Location	West Melbourne
General Overview	PCCA is an existing CTA Borrower having borrowed on 3 separate occasions in prior years. PCCA has submitted an application to the Authority to finance improvements to the existing facilities with a single investor.

Global Impact Products

Inducement Date	Before the Board on 7/17/2025
Inducement Amount	\$60,000,000
Project Type	Industrial Window Manufacturing
Location	Panama City, FL
General Overview	GIP is preparing to purchase a building from the Port of Panama City to construct a 75,000 square foot window manufacturing facility. The project will include the purchase of the facility, manufacturing equipment, and cover the cost of renovating the building and adding office space.

Danbury Proton Therapy

Inducement Date	Before the Board on 8/18/2025
Inducement Amount	
Project Type	Proton Therapy Medical Treatment
Location	Danbury, CT
General Overview	Eleemos Inc. has applied to CTA for the development of a Proton Therapy facility in Danbury, CT. The applicant has already conducted a Certificate of Need for this project and has gained a certificate from the state. The facility will serve a population of over 15 million people within a 50-mile radius.

Capital Trust Authority

KIPP Miami, Liberty City Campus

Inducement Date	Before the Board on 8/18/2025
Inducement Amount	\$60,000,000
Project Type	Public Charter School
Location	Liberty City, FL
General Overview	KSF is a 501c(3) that maintains and leases educational facilities in South FL. They are applying to CTA for bonds to construct a 79,134 sf school serving the Liberty City community for the KIPP Miami charter school to operate. The KIPP Miami Liberty City Campus will serve 1,174 students in grades K-8.

Capital Trust Authority, Inc

Proposed Budget FYE 9/30/2026
 Revision Date 5/31/2025

	Proposed Budget FYE 9/30/2026	Original Budget FYE 9/30/2025	Proposed Budget vs Budget
INCOME			
Interest Income	\$0	\$0	\$0
Application Fee	\$45,000	\$31,500	\$13,500
Origination Fee	\$450,000	\$298,000	\$152,000
Reimbursable Income	\$0	\$0	\$0
River City Academy	\$15,000	\$15,000	\$0
Imagine School at West Pasco	\$14,820	\$14,820	\$0
Global Outreach Charter Academy	\$5,000	\$3,750	\$1,250
Creative Learning Academy	\$6,000	\$6,000	\$0
Kids Community College	\$5,000	\$5,395	(\$395)
IPS Enterprises IDEA	\$26,100	\$26,100	\$0
KIPP Miami	\$15,000	\$15,000	\$0
Miami Arts	\$17,340	\$17,904	(\$564)
AcadeMir Charter Schools 2025	\$17,076	\$17,076	\$0
Independence Classical Academy	\$15,000	\$15,000	\$0
Gulf Coast Portfolio	\$132,720	\$128,520	\$4,200
Central Florida Prep	\$20,400	\$20,004	\$396
Summit Academy	\$7,500	\$15,000	(\$7,500)
Seaside	\$7,500	\$15,000	(\$7,500)
Babcock Neighborhood School	\$24,096	\$24,000	\$96
Mason Classical Academy	\$20,580	\$29,700	(\$9,120)
Education RE	\$0	\$30,000	(\$30,000)
AcadeMir Charter Schools 2024	\$20,292	\$7,500	\$12,792
Whole Family Health Center	\$0	\$3,750	(\$3,750)
Mohawk Valley	\$22,230	\$3,750	\$18,480
Classic Academy of Sarasota	\$15,000	\$0	\$15,000
Plato Academy	\$20,160	\$0	\$20,160
St John's Classical Academy	\$17,964	\$0	\$17,964
YMCA	\$15,000	\$0	\$15,000
Pineapple Cove Classical @ West Melbourne	\$15,000	\$0	\$15,000
QSH/St. Augustine	\$17,000	\$0	\$17,000
Goodwill Industries	\$0	\$0	\$0
The Learning Center	\$15,000	\$0	\$15,000
LLT Academy	\$15,000	\$0	\$15,000
UF Health	\$0	\$0	\$0
Global Impact Partners	\$18,000	\$0	\$18,000
1Q26 Project	\$13,750	\$0	\$13,750
1Q26 Project	\$12,500	\$0	\$12,500
2Q26 Project	\$8,750	\$0	\$8,750
3Q26 Project	\$7,500	\$0	\$7,500
3Q26 Project	\$5,000	\$0	\$5,000
4Q26 Project	\$1,417	\$0	\$1,417
TOTAL INCOME	\$1,083,695	\$742,769	\$340,926
EXPENSE			
City of Quincy - Interlocal	\$191,358	\$65,200	\$126,158
Contractual Staff	\$251,405	\$140,030	\$111,375
Legal	\$95,000	\$45,000	\$50,000
Professional Services	\$88,103	\$40,724	\$47,379
Special Consultant	\$12,789	\$8,983	\$3,806
Accounting & Auditing	\$10,000	\$1,000	\$9,000
Business Development	\$24,000	\$18,000	\$6,000
Travel Expenses	\$2,400	\$0	\$2,400
Bank Charges	\$1,440	\$1,200	\$240
Telephone	\$4,093	\$2,875	\$1,218
Postage and Delivery	\$739	\$144	\$595
Utilities	\$3,410	\$1,916	\$1,494
Repairs & Maintenance Bldg	\$56,841	\$5,989	\$50,852
Office Supplies	\$3,410	\$1,437	\$1,973
Operating Supplies	\$1,137	\$958	\$179
Membership & Subscriptions	\$5,116	\$5,749	(\$633)
Office Expense	\$568	\$479	\$89
Sponsorships	\$15,000	\$0	\$15,000
TOTAL EXPENSE	\$751,809	\$339,684	\$412,125
Payment to City of Gulf Breeze	\$525,000	\$250,000	\$275,000
NET AFTER OTHER EXPENSES	(\$193,115)	\$153,085	(\$346,200)
NET INCOME	(\$193,115)	\$153,085	(\$346,200)
OTHER INCOME			
Transfer From Cash Reserves	\$193,115	(\$153,085)	\$346,200
TOTAL INCOME	\$0	\$0	\$0