

**PINELLAS COUNTY EDUCATIONAL FACILITIES AUTHORITY
WEDNESDAY, JANUARY 12, 2022
4:00 P.M.**

**St. Petersburg College EpiCenter
13805 58th Street North, Board Rooms 2-304, Clearwater, Florida 33760**

AGENDA

- I. Call to Order by Chairman.
- II. Consideration of minutes from the September 16, 2021 meeting.
- III. Consideration of Inducement Resolution regarding Pinellas County Educational Facilities Authority Educational Facilities Revenue Bonds (LiFT Academy Project) Series 2022
- IV. Other business to come before the Authority.

**MINUTES OF
PINELLAS COUNTY EDUCATIONAL FACILITIES AUTHORITY MEETING
THURSDAY, SEPTEMBER 16, 2021**

Members Present

Robert Kapusta Jr., Chairman
Diana Silveira, Vice Chairman
Grace Smith, Assistant Secretary
Kelly Kirshner, Member

Member Absent

Noreen Hodges, Secretary

Also Present

Donald Crowell, Esq., Chief Assistant County Attorney
Jim Abernathy, Pinellas County Staff Liaison
Kareem Spratling, Bryant Miller Olive P.A., Bond Counsel
Brooke Gonzalez, Bryant Miller Olive P.A., Bond Counsel
Danielle LaVere, Bryant Miller Olive P.A., Recording Secretary
Sandra Matthews, Hilltop Securities
Emre Akbaba, Principal, Discovery Academy of Science
Richard Moreno, Building Hope Services
June Roper, Principal, Athenian Academy
Alex Veloudos, CEO, Choice Charter Schools Services

Call to Order. The meeting was held in the St. Petersburg College EpiCenter, 13805 58th Street N, Clearwater, Florida 33760. Chairman Kapusta was running late therefore, Vice-Chairman Silveira confirmed a quorum and called the meeting to order at 4:10 p.m.

Athenian Academy, Inc. Sandra Matthews, advised the Authority that Athenian Academy is before the Authority seeking final approval of the \$9,200,000 Pinellas County Educational Facilities Educational Revenue Bonds (Athenian Academy Project), Series 2021, she also reminded the Authority that school is requesting the financing to purchase their current facilities located in Clearwater, Florida and will not be taking on any additional new money debt, the School currently has 492 students enrolled as of that past Friday, the debt will be outstanding for 35 years, it is a non-rated, and the School has a sole investor located in New York City to take on the debt for the duration of the loan. Ms. Matthews introduced the new Principal, June Roper and opened the forum for questions.

Grace Smith inquired where Principal Roper came from. Principal Roper advised that her adult children were previously enrolled as students at Athenian Academy and she has worked with Pinellas County Schools for 9 years before starting her tenor as Principal with Athenian Academy.

Kareem Spratling advised the Authority that the Resolution that was originally provided to the Authority Members with the agenda materials has been revised. Originally it was listed as being a publicly offered but currently there is a single investor purchasing the debt. Also, the not to exceed interest rate has been revised to a 6% interest rate for the tax-exempt debt and a not to exceed 6.875% interest rate for the taxable debt rather than the current structure of listing the two together.

There being no further discussion, a motion to approve the final Resolution of Athenian Academy was made by Authority Member, Kirshner and seconded by Vice Chairman Silveira. Motion passes unanimously. **Motion Approved.**

Galaxy Education, Inc. d/b/a Discovery Academy of Sciences. Dr. Emre Akbaba, M.Ed advised that the school is requesting that the Authority consider approving the final Resolution for the issuance of the not to exceed \$16,000,000 Educational Facilities Revenue Bonds that the school would utilize to construct a new facility. Dr. Akbaba explained that he is the Founding Principal of Discovery Academy of Sciences and has been with the school since the opening in 2013 and that they outgrew their previous facilities and now need to purchase their current facilities. Dr. Akbaba reminded the Authority that the School is a High Performing Charter School in Pinellas County with a diverse population, a volunteer board and are self-managed.

There being no further discussion, a motion to approve the final Resolution of Galaxy Education, Inc. d/b/a Discovery Academy of Sciences, was made by Vice Chairman Silveira and seconded by Assistant Secretary Smith. Motion passes unanimously. **Motion Approved.**

New Business. Kareem Spratling introduced Jim Abernathy to the Authority who is taking on the responsibilities and roles of Bill Berger. Jim Abernathy advised the Authority that he has been with Pinellas County for 9 years and worked in Tourist Development and Human Resources.

Kareem Spratling reminded Vice Chairman Silveira and Assistant Secretary Smith that their terms are coming up for expiration and requested that they reapply using the links emailed to them by Recording Secretary LaVere. Vice Chairman Silveira advised that she had already reapplied.

Adjournment. There being no further Authority business, the meeting was adjourned by Chairman Kapusta at 4:35 p.m.

RESOLUTION

A RESOLUTION PROVIDING FOR CERTAIN INITIAL MATTERS REGARDING THE ISSUANCE OF REVENUE BONDS OF THE PINELLAS COUNTY EDUCATIONAL FACILITIES AUTHORITY, IN AN ORIGINAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$7,000,000 FOR THE PURPOSE OF FINANCING THE ACQUISITION, CONSTRUCTION AND RENOVATION OF EDUCATIONAL FACILITIES ON BEHALF OF LEARNING INDEPENDENCE FOR TOMORROW, INC., D/B/A LIFT; PROVIDING AN EXPRESSION OF OFFICIAL INTENT FOR PURPOSES OF REIMBURSEMENT; PROVIDING CERTAIN OTHER DETAILS WITH RESPECT THERETO; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Pinellas County Educational Facilities Authority (the "Issuer") was created pursuant to Chapter 243, Part II, Florida Statutes, and the Board of County Commissioners (the "Board") of Pinellas County, Florida (the "County"), found and determined that there is a need for the Issuer to function in the County, and the Issuer has been duly constituted and organized in the manner prescribed by law; and

WHEREAS, the Board, pursuant to Chapter 159, Part II, Florida Statutes, has designated the Issuer as a "local agency" under Chapter 159, Part II, Florida Statutes (together with Chapter 243, Part II, Florida Statutes, the "Act"), and authorized the Issuer to provide financing for "projects" as defined in Section 159.27(5), Florida Statutes, on behalf of educational providers; and

WHEREAS, the Issuer has been requested by Learning Independence for Tomorrow, Inc., doing business as LiFT (the "Borrower"), a Florida not for profit corporation organized and recognized as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), which operates LiFT Academy, LiFT University Transition Program, and LiFT Day Program, an independent educational organization currently located in

Seminole, Pinellas County, Florida (the "School"), to assist the Borrower by undertaking an issuance of bonds and making a loan for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, construction and renovation of an existing facility for the School to accommodate up to approximately 300 students in grades kindergarten through twelfth, located on approximately 7.13 acres of property at 1005 S. Highland Avenue, Clearwater, Florida 33756, including related facilities, fixtures, real property, furnishings and equipment; (ii) the funding of debt service reserves for the Bonds (as defined herein); (iii) the funding of capitalized interest for the Bonds; and (iv) the payment of certain costs of issuance of the Bonds (collectively, the "Project"); and

WHEREAS, the Borrower is currently working to structure matters properly in order to finance the Project and has made its initial preparations for the financing including a presentation to the Issuer; and

WHEREAS, the Issuer desires to indicate its initial willingness to issue its not to exceed \$7,000,000 aggregate principal amount of Pinellas County Educational Facilities Authority Revenue Bonds (LiFT Academy Project), Series 2022 (the "Bonds"), in one or more series, either taxable or tax-exempt or both, for the purpose of financing or refinancing, including through reimbursement, the Project; and

WHEREAS, the Issuer has been advised by the Borrower that the Bonds will be sold to and placed with Cogent Bank and that Zions Bank Public Finance has been chosen by the Borrower to act as placement agent for the Bonds; and

WHEREAS, the Borrower is authorized by law to enter into agreements to pay from legally available funds of the Borrower sufficient moneys to the Issuer to repay the Bonds with interest and other charges.

BE IT RESOLVED by the members of the Pinellas County Educational Facilities Authority, Pinellas County, Florida, that:

SECTION 1. AUTHORITY FOR THIS RESOLUTION. This Resolution is adopted pursuant to the provisions of the Act, and other applicable provisions of law.

SECTION 2. FINDINGS. Based upon materials presented and the presentation provided by the Borrower and its consultants, it is hereby found, ascertained, determined and declared that:

(A) The Issuer is located in the County, and is authorized and empowered by the Act to provide for the issuance of and to issue and sell its revenue bonds for the purpose of paying all or any part of the cost of any "project", as that term is defined in the Act; and

(B) The Borrower is a Florida not for profit corporation organized, existing and is in good standing under the laws of the State of Florida (the "State"), is authorized to do business in the State and is a qualified 501(c)(3) organization as set forth in the Code; and

(C) The Borrower has informed the Issuer of its intent to finance the Project, and has made a request to the Issuer to finance such Project through the issuance of revenue bonds for the Project; and

(D) The Borrower has requested the Issuer exercise its powers to issue revenue bonds, pursuant to the Act, for the purpose of financing or refinancing, including through reimbursement, the Project; and

(E) In order to promote development and the economic growth of the County and the industrial economy of the State, to increase opportunities for gainful employment through better education, to advance and improve the economic prosperity and the general welfare of the State and its people, it is desirable that the Issuer provide for a statement of its initial intent to undertake the issuance and sale of the Bonds and that the Issuer use the proceeds thereof to pay any "cost" (as defined in the Act) of the Project; and

(F) The Issuer is willing to and does herein authorize the Borrower to finance the Project for the Borrower from proceeds of the sale of its revenue bonds, and to loan the proceeds to the Borrower, such loan to be payable by the Borrower in installments sufficient to pay the principal of, premium (if any), interest and other costs due on such revenue bonds when and as the same become due; and

(G) The Borrower has shown that the Project will help to fill the need for educational facilities in the County and will constitute an "educational facility" as identified in Section 159.27(22), Florida Statutes; and

(H) The Project will make a significant contribution to the economic growth of the County and the area in which it is located, will assist in providing educational instruction and will serve a public purpose by advancing the economic prosperity and the general health and welfare of the State and its people; and

(I) The Issuer finds, based upon representations of the Borrower, that the County will be able to continue to cope satisfactorily with the impact of the Project and is able to provide, or cause to be provided when needed, the public facilities, including utilities and public services,

that will be necessary for the construction, operation, repair and maintenance for the Project and on account of any increase in population or other circumstances resulting therefrom; and

(J) It is believed essential by the Borrower that the financing of the Project commence at the earliest practical date, and the Borrower is unwilling to make commitments therefor without satisfactory assurances from the Issuer that, upon satisfaction of all requirements of law and upon satisfying any requirement for the placement of the Bonds and satisfaction of any requirements of the County and the Issuer and other conditions to be met by the Borrower, the Bonds will be issued and sold and the proceeds thereof will be made available to finance the Project, to the extent of such proceeds; and

(K) Based solely upon representations of the Borrower, the Borrower is financially responsible and fully capable and willing to fulfill its obligations under the proposed financing agreement, including the obligation to make installment payments on the loan for the Project financed with the proceeds of the sale of the Bonds in the amount and at the times to be required by such agreement; the obligation to operate, repair and maintain such Project at its own expense; and to serve the purpose of the Act and other responsibilities to be imposed under a financing agreement or other bond documents, due consideration having been given to various factors determinative of the financial capability of the Borrower; and

(L) The Bonds shall and will be payable from the revenues and proceeds derived by the Borrower and will not constitute a debt, liability or obligation of the Issuer, the County, the State, the School District of Pinellas County, Florida (the "School District") or of any political subdivision thereof; the Issuer shall not be obligated to pay the same nor interest, premiums (if any) or costs thereon except from the revenues and proceeds pledged therefor, and neither the

faith and credit nor the taxing power of the County, the State, the School District, or of any political subdivision thereof will be pledged to the payment of the principal, premium (if any), interest, or costs due pursuant to or under such Bonds.

SECTION 3. OFFICIAL INTENT. This Resolution is an "initial resolution" and is the Issuer's declaration of "official intent" within the meaning of the Act and official action toward issuance of the Bonds for purposes of Sections 103 and 141 through 150 of the Code, and the regulations promulgated thereunder, including, but not limited to Section 1.103-18, as amended.

SECTION 4. RECOMMEND APPROVAL BY COUNTY. The Issuer hereby recommends that the Board hold a public hearing at an upcoming meeting, duly noticed in order to consider the approval of the issuance of the Bonds on behalf of the Borrower and requests that bond counsel proceed with the necessary actions in order to receive the Board approval. The Issuer further recommends that the Board approve the issuance of the Bonds by the Issuer.

SECTION 5. REPEALING CLAUSE. All resolutions or orders and parts thereof in conflict herewith, to the extent of such conflicts, are hereby superseded and repealed.

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SECTION 6. EFFECTIVE DATE. This resolution shall be effective immediately upon its adoption.

Passed and adopted at a meeting of the Pinellas County Educational Facilities Authority held on the 12th day of January, 2022.

PINELLAS COUNTY EDUCATIONAL FACILITIES AUTHORITY

(SEAL)

By: _____

Name: Robert Kapusta, Jr.

Title: Chairman

ATTEST:

By: _____

Name: Noreen Hodges

Title: Secretary