

**PINELLAS COUNTY EDUCATIONAL FACILITIES AUTHORITY
THURSDAY, APRIL 21, 2022
4:00 P.M.**

**St. Petersburg College EpiCenter
13805 58th Street North, Board Room 1-244, Clearwater, Florida 33760**

A G E N D A

- I. Call to Order by Vice-Chairman.
- II. Consideration of minutes from the January 12, 2022 meeting.
- III. Consideration of Inducement Resolution regarding Pinellas County Educational Facilities Authority Educational Facilities Revenue Refunding Bonds (Academie Da Vinci Charter School Project) Series 2022.
- IV. Other business to come before the Authority.

**MINUTES OF
PINELLAS COUNTY EDUCATIONAL FACILITIES AUTHORITY MEETING
WEDNESDAY, JANUARY 12, 2022**

Members Present

Noreen Hodges, Secretary
Diana Silveira, Vice-Chairman
Grace Smith, Assistant Secretary

Member Absent

Robert Kapusta Jr., Chairman
Kelly Kirshner, Member

Also Present

Donald Crowell, Esq., Chief Assistant County Attorney
Kareem Spratling, Bryant Miller Olive P.A., Bond Counsel
Brooke Gonzalez, Bryant Miller Olive P.A., Bond Counsel
Shawn Naugle, LiFT Academy

Call to Order. The meeting was held in the St. Petersburg College EpiCenter, 13805 58th Street N, Clearwater, Florida 33760. Chairman Kapusta was absent therefore, Vice-Chairman Silveira confirmed a quorum and called the meeting to order at 4:16 p.m.

Approval of Minutes. Vice-Chairman Silveira and the Authority Members reviewed the minutes from the September 16, 2021 meeting. There being no further discussion, a motion to approve the minutes was made by Assistant Secretary Smith and seconded by Secretary Hodges. **Motion Approved.**

LiFT Academy. Kareem Spratling introduced Shawn Naugle. Mr. Naugle advised the Authority that LiFT Academy (the "School") is before the Authority seeking preliminary approval of the \$7,000,000 Pinellas County Educational Facilities Educational Revenue Bonds (LiFT Academy Project), Series 2022. Mr. Naugle advised this is the ninth year that the School has been in operation. The School is a non-profit private school for students with neuro diversity and the enrollment is currently under 150 students, serving Kindergarten through Twelfth Grades with a standard through transactions tracks, along with a transition program for adults called LUTP for adults ages 18-22 years old which focuses on the job work skills. The School accepts all state scholarships and all students are given individualized support plans. The School is currently located in Seminole, Florida on two rented facilities and has recently purchased the Clearwater YMCA property.

Assistant Secretary Smith inquired about the makeup of the School's Board, current tuition, specifics on funding.

Noreen Hodges requested an explanation about sponsors from local businesses, student recruitment, competition, funding outside of state or county, whether this is an outside management company of the School, the banks involved, and the security for the transaction. Kareem Spratling explained that the School does not have a management company, that the bank providing the financing through the purchase of the bond is Cogent Bank, which has local branches in Pinellas County, and that the collateral and security for the transaction will be the revenues and the property being financed with the proceeds of the bond. Mr. Naugle confirmed Mr. Spratling's explanation.

There being no further discussion, a motion to approve the final Resolution of LiFT Academy was made by Assistant Secretary Smith and seconded by Secretary Hodges. Motion passes unanimously. **Motion Approved.**

New Business. Secretary Hodges inquired about her term for the Authority, and Kareem Spratling advised that her term is through October 2022.

Adjournment. There being no further Authority business, the meeting was adjourned by Vice-Chairman Silveira at 4:52 p.m.

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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 \$5,000,000 FOR THE PURPOSE OF REFINANCING CERTAIN EXISTING INDEBTEDNESS AND FINANCING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF CERTAIN IMPROVEMENTS TO EDUCATIONAL FACILITIES ON BEHALF OF ACADEMIE DA VINCI CHARTER SCHOOL, INC.; 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 Academie Da Vinci Charter School, Inc. (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 Academie Da Vinci Charter School, a Florida public charter school currently located in Dunedin, 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 refinancing of certain existing indebtedness of the Borrower, the proceeds of which were applied to the acquisition, construction, improving and equipping of the Borrower's existing facility which currently accommodates approximately 350 students, with a maximum capacity of 364 students, in grades kindergarten through eighth, located at 1060 Keene Road, Dunedin, Florida 34698, including related facilities, fixtures, real property, furnishings and equipment; (ii) the acquisition, construction and equipping of improvements to the Borrower's playground and related facilities; and (iii) 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 \$5,000,000 aggregate principal amount of Pinellas County Educational Facilities Authority Educational Facilities Revenue Bonds (Academie Da Vinci Charter School for the Arts and Technology 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 Ameris Bank and that RBC Capital Markets 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 operates the School as a charter school pursuant to Section 1002.33, Florida Statutes, as amended (the "Charter School Act") and the Borrower intends to continue to operate the School as a charter school pursuant to the Charter School Act; and

(D) 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

(E) 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

(F) 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

(G) 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

(H) 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

(I) 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

(J) 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

(K) 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

(L) 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

(M) 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 21st day of April, 2022.

PINELLAS COUNTY EDUCATIONAL FACILITIES AUTHORITY

(SEAL)

By: _____

Name: Diana Silveira

Title: Vice-Chairman

ATTEST:

By: _____

Name: Noreen Hodges

Title: Secretary