



Agenda Report

2725 Judge Fran Jamieson
Way
Viera, FL 32940

Public Hearing

H.1.

12/7/2021

Subject:

Tax Equity and Fiscal Responsibility Act of 1982 (TEFRA) hearing for Capital Trust Agency Educational Facilities Revenue Bonds (Imagine Schools at West Melbourne Project), Series 2021 (the "Bonds")

Fiscal Impact:

None

Dept/Office:

County Attorney's Office

Requested Action:

Hold TEFRA public hearing on proposed Bonds and adopt a Resolution approving the Bonds for TEFRA purposes and the ability of the Capital Trust Agency to issue the Bonds in a principal amount not exceeding \$18,500,000 and to loan the proceeds thereof to Milestones Community School, Inc. d/b/a Imagine Schools at West Melbourne, Inc., a Florida not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the "Borrower"), to finance the acquisition, installation, improvement, equipping and furnishing of the charter school facilities herein described; authorize the Chair to execute the Resolution.

Summary Explanation and Background:

The County Attorney's Office has been approached by Bryant Miller Olive, 1 Tampa City Center, Suite 2700, Tampa, Florida, 33602, which Firm is serving as Special Counsel with respect to the Bonds. The firms of Ice Miller, LLP, 250 West Street, Suite 700, Columbus, Ohio and Watson Sloane, PLLC at 100 S. Orange Ave #1000, Orlando, Florida are serving as Bond Counsel.

The Bonds will be issued by the Capital Trust Agency (the "Agency"). The primary purpose of the Bonds is to finance or refinance, including through reimbursement, (i) the acquisition, installation, improvement and equipping of an existing approximately 54,707 square foot educational facility to accommodate approximately 850 students in grades K-8 at an educational institution known as Imagine Schools at West Melbourne, located on an approximately 10-acre parcel located at 3355 Imagine Way, West Melbourne, Florida 32904, including related facilities, fixtures, furnishings and equipment (collectively, the "Facilities"); (ii) the funding of a debt service reserve fund for the Bonds, if deemed necessary or desirable; (iii) the funding of a capital needs reserve account for the Facilities, if deemed necessary or desirable; (iv) the funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (v) the payment of certain costs of issuing the Bonds (collectively, the "Project").

The only involvement of the County in this process is to hold a TEFRA Hearing pursuant to Section 147(f) of the Code and to approve, for purposes of Section 147(f) of the Code and intergovernmental cooperation, the

issuance of the Bonds by the Agency to finance a project located in Brevard County (the County will **not** be the issuer of the Bonds).

In accordance with Section 5 of the Resolution, **the County will have absolutely no liability with respect to the Project or to pay principal of or interest on the Bonds and the issuance of the Bonds will not result in any obligation of the County, financial or otherwise.** The Bonds will be limited obligations of the Agency, payable solely from the revenue derived from the Borrower and pledged to the payment of the Bonds.

The County's financial advisor has reviewed the project and anticipates the funding will be within the County's debt issuance guidelines if it remains at proposed levels. (See attachment).

The Board's approval of the issuance of the Bonds by the Authority to finance costs of the Project is required by applicable federal tax law.

The County's outside bond counsel has reviewed the project and stated the following: "The resolution proposed to be adopted by the BOCC satisfies the pertinent federal and state law requirements and provides that neither the County nor any of the elected officials or staff of the County will have any obligation or liability, financial or otherwise, with respect to the Project or the Bonds." (See attachment).

A representative of Bryant, Miller and Olive will be available for questions at the meeting.

Clerk to the Board Instructions:

Return a signed Resolution to the County Attorney's Office.

CAPITAL TRUST AGENCY

315 Fairpoint Drive • Gulf Breeze, Florida 32561 • Office 850-934-4046 • Fax 850-934-4048

November 17, 2021

VIA EMAIL

Mr. Frank Abbate, County Manager
Brevard County, Florida
2725 Judge Fran Jamieson Way, Building C
Viera, Florida 32940
frank.abbate@brevardfl.gov

Re: Action Requested: Adoption of a resolution by the Board of County Commissioners of Brevard County, Florida, for the purposes of Section 147(f) of the Internal Revenue Code and the Florida Interlocal Cooperation Act, approving the issuance by the Capital Trust Agency of its Bonds (as hereinafter defined) for the purpose of financing or refinancing, including through reimbursement, the acquisition, installation, improvement and equipping of the herein described charter school facilities

Dear Mr. Abbate:

I am the Executive Director of the Capital Trust Agency ("CTA"). CTA was created in 1999 through enabling Florida Statutes that provide for governmental entities to sponsor and facilitate public purpose financings that meet applicable state and federal laws. We have worked with numerous counties and municipalities throughout Florida, including Brevard County, Florida (the "County") to issue tax-exempt and taxable debt in order to provide capital funding of projects beneficial to the citizens of Florida. CTA has been asked to serve as issuer of bonds for the Milestones Community School, Inc. d/b/a Imagine Schools at West Melbourne, Inc., a Florida not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the "Borrower"), as more fully described below.

CTA has agreed to issue its Educational Facilities Revenue Bonds (Imagine Schools at West Melbourne Project), Series 2021, in an amount not to exceed \$18,500,000 (the "Bonds"), in one or more installments or series of tax-exempt qualified 501(c)(3) bonds or taxable bonds, and loan the proceeds thereof to the Borrower, a tax-exempt organization described in Section 501(c)(3) of the Code. The Borrower, acting through itself or through its affiliates, plans to finance or refinance, including through reimbursement, (i) the acquisition, installation, improvement and equipping of an existing approximately 54,707 square foot educational facility to accommodate approximately 850 students in grades K-8 at an educational institution known as Imagine Schools at West Melbourne, located on an approximately 10-acre parcel located at 3355 Imagine Way, West Melbourne, Florida 32904, including related facilities, fixtures, furnishings and equipment (collectively, the "Facilities"); (ii) the funding of a debt

service reserve fund for the Bonds, if deemed necessary or desirable; (iii) the funding of a capital needs reserve account for the Facilities, if deemed necessary or desirable; (iv) the funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (v) the payment of certain costs of issuing the Bonds (collectively, the "Project").

In order for the Bonds to be issued as tax-exempt bonds, certain requirements of the Code relating to the issuance of the Bonds must be met. One such requirement is the approval by the County of the use of the proceeds of the Bonds within the County in accordance with the Tax Equity and Fiscal Responsibility Act ("TEFRA"), as required by Section 147(f) of the Code. Accordingly, CTA, on behalf of the Borrower, respectfully requests that the County, at a meeting of its Board of County Commissioners (the "Board"), consider providing its TEFRA approval by resolution of the Board. We have reviewed the Board's meeting schedule and we believe the Board's meeting on December 7, 2021 will provide adequate time for the resolution to be finalized and to provide the citizens of the County with notice. In addition, the Code requires there be a public hearing regarding the Bonds prior to the Board's consideration of the TEFRA Resolution. We have received permission to publish the required notice of public hearing and will do so in the coming days so that we can provide an Affidavit of Publication with the Agenda Package. The law requires this hearing to be no sooner than seven (7) days following its publication of such notice.

Finally, for purposes of Section 163.01, Florida Statutes, as amended (the Interlocal Cooperation Act), CTA respectfully requests the County's permission to finance and refinance the described improvements within the County.

We have been in contact with Assistant County Attorney Christine M. Schverak and the County's Bond Counsel Steve Miller, Esq. of Nabors, Giblin & Nickerson and the County's Financial Advisor, Jay Glover from PFM Financial Advisors. Each have reviewed and approved the following:

1. The proposed form of a resolution to be considered by the Board. As you will note from the language in Section 5 of the attached resolution, **the County will have absolutely no liability with respect to the Project or to pay principal of or interest on the Bonds and the issuance of the Bonds will not result in any obligation, financial or otherwise, of the County.** The Bonds will be limited obligations of CTA, payable solely from the revenue derived from the Borrower and pledged to the payment of the Bonds;
2. The proposed form of a TEFRA Script that the Chair of the Board might use as an aid in conducting the TEFRA Hearing; and

Mr. Frank Abbate, County Manager
Brevard County, Florida
November 17, 2021
Page 3

3. The proposed form of a TEFRA Notice required to be published in a newspaper of general circulation within the County at least seven (7) days before the TEFRA Hearing. If you determine that we can move forward, we will coordinate the publication of the TEFRA Notice with the Clerk to the Board and will provide you with an affidavit of publication.

As noted in documents 1 – 3 above, the Bonds are not obligations of the County, and the County, the Board and its employees and agents have been granted appropriate indemnity.

As a side note, the co-bond counsel law firms working with CTA on this transaction are Ice Miller LLP and Watson Sloane PLLC, with Bryant Miller Olive P.A. as special counsel. For any professional counsel and advice, the County may deem necessary to solicit, the Borrower will make restitution for all reasonable expenses incurred by the County, including payment of the review fee to each of the County's Bond Counsel and the County's Financial Advisor.

We truly believe this financing is a positive for all involved. We are pleased to be a part of it, and appreciate the County giving our request for TEFRA approval due consideration.

If there is a problem with scheduling this matter for consideration at the Board's December 7, 2021 meeting, or if you or any of the members of the Board or your staff require any additional information, please contact me at your earliest convenience.

Sincerely,



Denis A. McKinnon, III
Executive Director

cc: (All with enclosures)
Abigail Jorandby, County Attorney
Christine M. Schverak, Assistant County Attorney

Attachments:

Form TEFRA Resolution (including indemnification certificate from the Borrower)
Proposed TEFRA Script
Proposed TEFRA Notice



Kimberly Powell, Clerk to the Board, 400 South Street • P.O. Box 999, Titusville, Florida 32781-0999

Telephone: (321) 637-2001
Fax: (321) 264-6972
Kimberly.Powell@brevardclerk.us

January 4, 2022

MEMORANDUM

TO: Abigail Jorandby, County Attorney

RE: Item H.1., Tax Equity and Fiscal Responsibility Act of 1982 (TEFRA) hearing for Capital Trust Agency Educational Facilities Revenue Bonds (Imagine Schools at West Melbourne Project), Series 2021 (the "Bonds")

This is to correct the memorandum dated December 8, 2021. The Board of County Commissioners, in regular session on December 7, 2021, held a public hearing on proposed bonds; adopted Resolution No. 21-169, approving the Bonds for TEFRA purposes and the ability of the Capital Trust Agency to issue the Bonds in a principle amount not exceeding **\$18,500,000** and to loan the proceeds thereof to Milestones Community School, Inc. d/b/a Imagine Schools at West Melbourne, Inc., a Florida not-for-profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the Borrower"), to finance the acquisition, installation, improvement, equipping, and furnishing of the charter school facilities herein described; and authorized the Chair to execute the Resolution. Enclosed is a fully-executed Resolution.

Your continued cooperation is always appreciated.

Sincerely,

BOARD OF COUNTY COMMISSIONERS
RACHEL M. SADOFF, CLERK

Kimberly Powell, Clerk to the Board

/ns

Encl.(1)



December 8, 2021

M E M O R A N D U M

TO: Abigail Jorandby, County Attorney

RE: Item H.1., Tax Equity and Fiscal Responsibility Act of 1982 (TEFRA) hearing for Capital Trust Agency Educational Facilities Revenue Bonds (Imagine Schools at West Melbourne Project), Series 2021 (the "Bonds")

The Board of County Commissioners, in regular session on December 7, 2021, held a public hearing on proposed bonds; adopted Resolution No. 21-169, approving the Bonds for TEFRA purposes and the ability of the Capital Trust Agency to issue the Bonds in a principle amount not exceeding \$18,500,000 and to loan the proceeds thereof to Milestones Community School, Inc. d/b/a Imagine Schools at West Melbourne, Inc., a Florida not-for-profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the Borrower), to finance the acquisition, installation, improvement, equipping, and furnishing of the charter school facilities herein described; and authorized the Chair to execute the Resolution. Enclosed is a fully-executed Resolution.

Your continued cooperation is always appreciated.

Sincerely,

BOARD OF COUNTY COMMISSIONERS
RACHEL M. SADOFF, CLERK

A handwritten signature in cursive script, reading "Kimberly Powell".

Kimberly Powell, Clerk to the Board

/ns

Encl.(1)

RESOLUTION 2021-169

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA, APPROVING, SOLELY FOR THE PURPOSES OF SECTION 147(F) OF THE INTERNAL REVENUE CODE AND SECTION 163.01, FLORIDA STATUTES, THE ISSUANCE BY THE CAPITAL TRUST AGENCY OF ITS EDUCATIONAL FACILITIES REVENUE BONDS (IMAGINE SCHOOLS AT WEST MELBOURNE PROJECT), SERIES 2021, IN ONE OR MORE INSTALLMENTS OR SERIES, OF TAX-EXEMPT QUALIFIED 501(C)(3) BONDS OR TAXABLE BONDS, PURSUANT TO A PLAN OF FINANCE, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$18,500,000, FOR THE PURPOSE OF FINANCING OR REFINANCING THE HEREIN DESCRIBED FACILITIES; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of County Commissioners (the "Board") of Brevard County, Florida (the "County"), has been informed that the Capital Trust Agency (the "Issuer") proposes to issue a principal amount not exceeding \$18,500,000 of its Educational Facilities Revenue Bonds (Imagine Schools at West Melbourne Project), Series 2021, in one or more installments or series, of tax-exempt qualified 501(c)(3) bonds or taxable bonds (the "Bonds"), the proceeds of which will be loaned to Milestones Community School, Inc. d/b/a Imagine Schools at West Melbourne, Inc., a Florida not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the "Borrower"), for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, installation, improvement and equipping of an existing approximately 54,707 square foot educational facility to accommodate approximately 850 students in grades K-8 at an educational institution known as Imagine Schools at West Melbourne, located on an approximately 10-acre parcel located at 3355 Imagine Way, West Melbourne, Florida 32904, including related facilities, fixtures, furnishings and equipment (collectively, the "Facilities"); (ii) the funding of a debt service reserve fund for the Bonds, if deemed necessary or desirable; (iii) the funding of a capital needs reserve account for the Facilities, if deemed necessary or desirable; (iv) the funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (v) the payment of certain costs of issuing the Bonds (collectively, the "Project"); and

WHEREAS, in order to finance or refinance the costs of the Project from the proceeds of the Bonds on a tax-exempt basis, it is necessary to hold a public hearing and approve the issuance of the Bonds for the purposes of Section 147(f) of the Code, and Section 163.01, Florida Statutes, as amended (the "Interlocal Act"); and

WHEREAS, a public hearing was held by the Board on the date hereof, following notice by publication in *Florida Today* at least seven (7) days prior to the date hereof (the "Notice"), during which comments and discussions concerning the issuance of the Bonds by the Issuer to lend the proceeds thereof to the Borrower to finance or refinance costs of the Project were requested and heard, as required by Section 147(f) of the Code; and

WHEREAS, the Borrower and the Issuer have requested the Board approve the issuance of the Bonds for purposes of Section 147(f) of the Code and the Interlocal Act; and

WHEREAS, the Bonds, when issued by the Issuer, will be special, limited obligations of the Issuer payable solely from the proceeds to be derived from the repayment of the related loan to the Borrower or from the security pledged therefor by the Borrower, and the County will not be obligated to pay the Bonds or have any obligation or liability pecuniary or otherwise in any respect whatsoever with respect to the Bonds or the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA, AS FOLLOWS:

SECTION 1. Findings. The Board hereby finds, determines and declares as follows:

A. Pursuant to the Notice published in *Florida Today*, a newspaper of general circulation in the County, not less than seven (7) days prior to the date hereof, a public hearing was held before the Board, as required by Section 147(f) of the Code on the date hereof. The public hearing provided a reasonable opportunity for interested persons to express their views, both orally and in writing, on the proposed issuance of the Bonds, the location and nature of the Facilities and their operation by the Borrower. The location of the public hearing, under the applicable facts and circumstances, is convenient for the residents of the County. A proof of publication of such Notice is attached hereto as Exhibit A and minutes of such public hearing will be kept on file with the Clerk of the Circuit Court and Ex-Officio Clerk to the Board (the "Clerk"), and are hereby incorporated herein by reference.

B. The Board is the elected legislative body of the County, and the County has jurisdiction over the entire area in which the Facilities are located.

C. The Board has determined, based solely upon representations and information provided by the Borrower, and without any independent investigation or research by the County, that the issuance of the Bonds to finance or refinance the Project: (i) is appropriate to the needs and circumstances of, and will make a significant contribution to the economic growth of, the community in which it is located, (ii) will provide or preserve gainful employment, (iii) will promote commerce and economic development within the State of Florida (the "State") and (iv) will serve a public purpose by advancing the general welfare of the State and its people by providing for educational facilities within the meaning of Chapter 159, Part II, Florida Statutes.

D. Based solely upon representations and information provided by the Borrower, the County will be able to cope satisfactorily with the impact of the Facilities and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the operation, repair, and maintenance of the Facilities and on account of any increases in population or other circumstances resulting therefrom.

SECTION 2. Approval for Purposes of Section 147(f) of the Code. For the purposes of Section 147(f) of the Code, the Board hereby approves the issuance of the Bonds by the Issuer in one or more installments or series, of tax-exempt qualified 501(c)(3) bonds or taxable bonds, in an aggregate principal amount not exceeding \$18,500,000.

SECTION 3. Approval for Purposes of the Interlocal Act.

A. For the purposes of the Interlocal Act, the County authorizes the Issuer to issue the Bonds in a principal amount not exceeding \$18,500,000 and to loan the proceeds thereof to the Borrower to finance or refinance the Project. The Issuer is hereby authorized to exercise all powers relating to the issuance of the Bonds vested in the Board pursuant to the Constitution and the laws of the State and to do all things within the jurisdiction of the County which are necessary or convenient for the issuance of the Bonds and the financing or refinancing of the Project to the same extent as if the County were issuing its own obligations for such purposes without any further authorization from the County to exercise such powers or to take such actions.

B. The County shall not be liable for any costs of issuing the Bonds or the costs incurred by it in connection with the preparation, review, execution or approval of any documentation or opinions required to be delivered in connection therewith by the County or counsel to any of them. All of such costs shall be paid from the proceeds of the Bonds or from other moneys of the Borrower.

C. The Bonds shall not constitute an indebtedness or liability of the County.

SECTION 4. Payment of Fees and Costs by Borrower. The fees and expenses of the County and its consultants shall be paid by the Borrower in the manner and to the extent mutually agreed upon by the officials of the County and the Borrower at or prior to issuance of the Bonds.

SECTION 5. No Liability or Endorsement. The County shall have no obligation, financial or otherwise, with respect to the Bonds, and the approval given herein by the Board shall not be deemed or construed to create any obligation or liability, pecuniary or otherwise, of the County, in connection with either the Bonds or the Project or the Facilities in any respect whatsoever and the Issuer shall so provide in the documents related to the issuance of the Bonds. The general credit or taxing power of the County or the State or any political subdivision or public agency thereof shall not be pledged to the payment of the Bonds. No statement, representation or recital made herein shall be deemed to constitute a legal conclusion or a determination by the County that any particular action or proposed action is required, authorized or permitted under the laws of the State or the United States.

No recourse under or upon any obligation, covenant or agreement of this Resolution or the Bonds or any agreement executed in connection with the Bonds, or for any claim based thereon or otherwise in respect thereof, shall be had against any Board member, the County

Manager, the Clerk or the County Attorney or any other County staff or professionals retained by the County in connection with the issuance of the Bonds, as such, past, present or future, either directly or through the County, it being expressly understood (a) that no personal liability whatsoever shall attach to, or is or shall be incurred by, the Board members, the County Manager, the Clerk or the County Attorney or any other staff of the County or professionals retained by the County in connection with the issuance of the Bonds, as such, under or by reason of the obligations, covenants or agreements contained in this Resolution or implied therefrom, and (b) that any and all such personal liability, either at common law or in equity or by constitution or statute, of, and any and all such rights and claims against, every such Board member, the County Manager, the Clerk or the County Attorney or any other staff of the County or professionals retained by the County in connection with the issuance of the Bonds, as such, are waived and released as a condition of, and as a consideration for, the execution of this Resolution on the part of the County.

The approval given herein shall not be construed as: (i) an endorsement of the creditworthiness of the Borrower or the financial viability of the Project, (ii) a recommendation to any prospective purchaser to purchase the Bonds, (iii) an evaluation of the likelihood of the repayment of the debt service on the Bonds, or (iv) approval of any necessary rezoning applications or approval or acquiescence to the alteration of existing zoning or land use nor approval for any other regulatory permits relating to the Facilities, and the Board shall not be construed by reason of its adoption of this Resolution to make any endorsement, finding or recommendation or to have waived any right of the Board or to have estopped the Board from asserting any rights or responsibilities it may have in such regard.

SECTION 6. Indemnification. The receipt of the Indemnification Certificate of the Borrower attached hereto as Exhibit B and incorporated hereby by reference is a material inducement to the County in granting the approvals set forth herein.


[Remainder of Page Intentionally Left Blank]

SECTION 7. Effective Date. This Resolution shall take effect immediately upon its adoption.

DULY PASSED AND ADOPTED this 7th day of December, 2021.

BOARD OF COUNTY COMMISSIONERS BREVARD
COUNTY, FLORIDA

(SEAL)

By: 
Kristine Zonka
Chair

As Approved by the Board: 12/7/21

ATTEST:

By: 

Jason Arthur, Chief Deputy
and Ex-Officio Clerk to the Board of
County Commissioners of Brevard
County, Florida

Exhibit A: Publisher's Affidavit Regarding Notice of Public Hearing

Exhibit B: Indemnification Certificate of the Borrower

Timestamp

11/12/2021 8:37:32

Your Name

Theresa Hayes

Final Publication Date

11/16/2021

Email Address

thayes@daily-jeff.com

Ad Number

5002534

Publication

Florida Today

Special Requests

Can you please email affidavit to group:
jbell@bmolaw.com ,
kspratling@bmolaw.com ,
BGonzalez@bmolaw.com ,
Khall@bmolaw.com on the publication date
of 11/16/21

Market

Brevard

Delivery Method

Email

Number of Affidavits Needed

1

Customer Name

Bryant Miller Olive P.A.

Customer Phone Number

813-273-6677

Account Number (If Known)

BRE-0000000618

Customer Email

Khall@bmolaw.com



BRYANT MILLER OLIVE P.A.
201 N FRANKLIN ST STE 2700

TAMPA, FL, 33602

STATE OF WISCONSIN COUNTY OF BROWN:

Before the undersigned authority personally appeared said legal clerk, who on oath says that he or she is a Legal Advertising Representative of the **FLORIDA TODAY**, a daily newspaper published in Brevard County, Florida that the attached copy of advertisement, being a Legal Ad in the matter of

Legal Notices

as published in **FLORIDA TODAY** in the issue(s) dated:

11/16/2021

Affiant further says that the said **FLORIDA TODAY** is a newspaper in said Brevard County, Florida and that the said newspaper has heretofore been continuously published in said Brevard County, Florida each day and has been entered as periodicals matter at the post office in **MELBOURNE** in said Brevard County, Florida, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he or she has never paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

Sworn to and Subscribed before me this 16th of November 2021, by legal clerk who is personally known to me

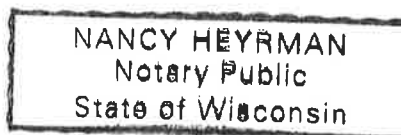
Affiant

Notary State of Wisconsin County of Brown

5.15.23

My commission expires

Publication Cost: \$501.01
Ad No: 0005002534
Customer No: BRE-0000000618
This is not an invoice
of Affidavits 1



The Capital Trust Agency (the "CTA") has been requested by Miforestone Community School, Inc. d/b/a Imagine Schools at West Melbourne, Inc., a Florida not-for-profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the "Borrower") to issue its Educational Facilities Revenue Bonds (Imagine Schools at West Melbourne Project), Series 2021, in one or more installments or series of tax exempt qualified 501(c)(3) bonds or taxable bonds, in an aggregate principal amount not to exceed \$18,500,000 (the "Bonds").

For the purposes of Section 143(f) of the Code, notice is hereby given that the Board of County Commissioners (the "Board") of Brevard County, Florida (the "County"), will hold a public meeting and hearing at 5:00 p.m. or as soon thereafter as practicable, on December 7, 2021, in the Government Center, 2725 Fran Jamieson Way, Building C, First Floor, Viera, Florida. The purpose of the hearing is to consider authorization of the issuance of the Bonds by the CTA to provide funds to be loaned by the CTA to the Borrower, for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, installation, improvement and equipping of an existing approximately 56,767 square foot educational facility to accommodate approximately 350 students in grades K-8 at an educational institution known as Imagine Schools at West Melbourne, located on an approximately 10-acre parcel located at 1355 Imagine Way, West Melbourne, Florida 32904, including related facilities, fixtures, furnishings and equipment (collectively, the "Facilities"); (ii) the funding of a debt service reserve fund for the Bonds, if deemed necessary or desirable; (iii) the funding of a capital needs reserve account for the Facilities, if deemed necessary or desirable; (iv) the funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (v) the payment of certain costs of issuing the Bonds collectively, the "Project".

The plan of finance contemplates that the CTA will issue, with respect to such Project, not exceeding \$18,500,000 in aggregate principal amount of the Bonds, in one or more installments or series and loan the proceeds of such Bonds to the Borrower to provide funds for the Project. The Facilities will be owned by the Borrower, or one or more related or affiliated entities.

The County will neither issue, nor be obligated in any manner with respect to the Bonds or the repayment thereof nor will the County have any obligations with respect to the Facilities or the Project.

The Bonds, when issued, will be special, limited obligations of the CTA payable solely out of the revenues, income and receipts pledged to the payment thereof and derived from financing agreements with the Borrower, and the CTA will not be obligated to pay the principal of, premium, if any, or interest on the Bonds except from the payments of the Borrower. The Bonds will not constitute (i) a debt, liability or obligation of the CTA, the County, the State of Florida (the "State"), or any political subdivision, public agency or municipality thereof, (ii) a pledge of the full faith and credit of the CTA, the County, the State, or any political subdivision, public agency or municipality thereof, or (iii) a pledge of the taxing power of the County, the State, or any political subdivision, public agency or municipality thereof within the meaning of any constitutional or statutory provision. The CTA has no taxing power.

At the time and place fixed for said public hearing all who appear will be given an opportunity to express their views for or against the proposal to approve the issuance of said Bonds and the plan of finance. Prior to said public hearing, written comments may be delivered to the Clerk of the Circuit Court, E-Office Clerk to the Board, 2825 Jane Fran Jamieson Way, Viera, Florida 32940. All persons are advised that, if they decide to appeal any decision made by the County with respect to any matter considered at this meeting, they will need a record of the proceedings, and for such purpose, they may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based. All interested persons are invited to present their comments at the time and place set forth above.

IN ACCORDANCE WITH THE AMERICANS DISABILITIES ACT, PERSONS NEEDING A SPECIAL ACCOMMODATION OR AN INTERPRETER TO PARTICIPATE IN THE PROCEEDINGS, PLEASE NOTIFY THE COUNTY'S MANAGER'S OFFICE, (321) 633-2001, AT LEAST 48 HOURS IN ADVANCE. TDD: 1-800-955-8771. ASSISTED LISTENING SYSTEM RECEIVERS ARE AVAILABLE FOR THE HEARING IMPAIRED AND CAN BE OBTAINED FROM THE SOUND TECHNICIAN AT THE MEETING. THIS MEETING

WILL BE BROADCAST LIVE ON SPACE
COAST GOVERNMENT TELEVISION
(SCGT) ON BRIGHT HOUSE NETWORKS
CHANNEL 499, COMCAST CABLE COM-
MUNICATIONS CHANNEL 51 IN NORTH
BREVARD AND CHANNEL 11 IN SOUTH
BREVARD, AND AT&T UNIVERSE CHANNEL
99. SCGT WILL ALSO REPLAY THIS
MEETING DURING THE COMING MONTH.
CHECK THE SCGT WEBSITE FOR DAILY
PROGRAM UPDATES [HTTP://WWW.SCGT
V.ORG](http://WWW.SCGT
V.ORG).

EXHIBIT B

INDEMNIFICATION CERTIFICATE OF THE BORROWER

The undersigned hereby certifies that he or she is authorized to execute and deliver this Indemnification Certificate of the Borrower and further represents, on behalf of Milestones Community School, Inc. d/b/a Imagine Schools at West Melbourne, Inc., a Florida not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (collectively, the "Borrower"), the following (capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the resolution adopted by the Board of County Commissioners (the "Board") of Brevard County, Florida (the "County") on December 7, 2021, regarding the hereinafter defined Bonds):

- (1) At the request of the Borrower, the Capital Trust Agency (the "Issuer") proposes to issue a principal amount not exceeding \$18,500,000 of its Educational Facilities Revenue Bonds (Imagine Schools at West Melbourne Project), Series 2021, in one or more installments or series, of tax-exempt qualified 501(c)(3) bonds or taxable bonds (the "Bonds"), the proceeds of which will be loaned to the Borrower for the purpose of financing or refinancing, including through reimbursement, (i) the acquisition, installation, improvement and equipping of an existing approximately 54,707 square foot educational facility to accommodate approximately 850 students in grades K-8 at an educational institution known as Imagine Schools at West Melbourne, located on an approximately 10-acre parcel located at 3355 Imagine Way, West Melbourne, Florida 32904, including related facilities, fixtures, furnishings and equipment (collectively, the "Facilities"); (ii) the funding of a debt service reserve fund for the Bonds, if deemed necessary or desirable; (iii) the funding of a capital needs reserve account for the Facilities, if deemed necessary or desirable; (iv) the funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (v) the payment of certain costs of issuing the Bonds (collectively, the "Project");
- (2) The issuance of the Bonds to finance or refinance the Project: (i) is appropriate to the needs and circumstances of, and will make a significant contribution to the economic growth of the community in which it is located, (ii) will provide or preserve gainful employment, (iii) will promote commerce and economic development within the State of Florida and (iv) will serve a public purpose by advancing the general welfare of the State and its people by providing for educational facilities within the meaning of Chapter 159, Part II, Florida Statutes;
- (3) The County will be able to cope satisfactorily with the impact of the Facilities and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the operation, repair, and maintenance of the Facilities and on account of any increases in population or other circumstances resulting therefrom;
- (4) In order to finance or refinance the costs of the Project from the proceeds of the Bonds on a tax-exempt basis, it is necessary to hold a public hearing and approve the issuance of the Bonds for the purposes of Section 147(f) of the Code, and Section 163.01, Florida Statutes, as amended (the "Interlocal Act");

(5) The Borrower has requested the Board of County Commissioners (the "Board") of the County, hold such public hearing and approve the issuance of the Bonds for purposes of Section 147(f) of the Code and the Interlocal Act; and

(6) The County desires indemnification from the Borrower as a material inducement to the Board holding such hearing and granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE BORROWER, DOES HEREBY: Agree to defend the County and its officials, employees, attorneys and agents and the members of the Board, and hold the County and its officials, employees, attorneys and agents and the members of the Board, 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 issuance of the Bonds or the acquisition, installation, improvement, equipping, furnishing or operation of the Facilities by or on behalf of the Borrower, including in the case of any and all negligence of such indemnitee, or in any way growing out of or resulting from the Project or from the issuance, sale or delivery of the Bonds, including, but not limited to, liabilities or costs arising under the Internal Revenue Code of 1986, as amended, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State of Florida, including, without limitation, all costs and expenses of the County, including reasonable attorneys' fees, incurred in connection therewith.

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IN WITNESS WHEREOF, the Borrower has executed this Indemnification Certificate of the Borrower this 19 day of NOV, 2021.

MILESTONES COMMUNITY SCHOOL, INC. D/B/A
IMAGINE SCHOOLS AT WEST MELBOURNE, INC.

By: Michael P Russell
Name: Michael P Russell
Title: Vice Chair

[Signature Page | Indemnification Certificate of the Borrower]

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MEMORANDUM

TO: Abigail Jorandby, Brevard County Attorney
Frank Abbate, Brevard County Manager

FROM: Steven E. Miller, Esq. *SEM*

DATE: November 15, 2021

RE: Review of Legal Documentation for the Capital Trust Agency Educational
Facilities Revenue Bonds (Imagine Schools at West Melbourne Project),
Series 2021

The Capital Trust Agency ("CTA") is proposing to issue tax-exempt private activity (the "Bonds") in order to finance or refinance, including through reimbursement, various capital improvements to Imagine Schools at West Melbourne, located at 3355 Imagine Way, West Melbourne, Florida 32904 (the "Project"), as more particularly described in the materials provided by CTA and included in the agenda package for the December 7, 2021 meeting of the Board of County Commissioners (the "BOCC"). Proceeds of the Bonds will be loaned to Milestones Community School, Inc. d/b/a Imagine Schools at West Melbourne, 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, and/or one or more related and/or affiliated entities (collectively, the "Borrower"). The Borrower will own the Project and will be responsible for payment of debt service on the Bonds.

In order to comply with certain federal and state law requirements with respect to the issuance of private activity bonds such as the Bonds, a public hearing is required to be held with respect to the Project and the issuance of the Bonds and the BOCC is required to adopt a resolution providing limited approval of the issuance of the Bonds. The BOCC will hold the required public hearing on December 7, 2021. You have asked Nabors, Giblin & Nickerson, PA, as Bond Counsel to the County, to review the documentation provided to the County by CTA to ensure that it satisfies the applicable legal requirements and to confirm that the County has no obligation, financial or otherwise, with respect to the Project or the Bonds.

We have reviewed all of the relevant documentation and provided various comments to counsel for CTA. Our comments have been addressed and, from the County's standpoint, all of the documentation provided is now legally sufficient. The resolution proposed to be adopted by the BOCC satisfies the pertinent federal and state law requirements and provides that neither

Memorandum to Abigail Jorandby, Brevard County Attorney
and Frank Abbate, Brevard County Manager
November 15, 2021
Page 2

the County nor any of the elected officials or staff of the County will have any obligation or liability, financial or otherwise, with respect to the Project or the Bonds.

cc: Christine Schverak
Kathy Wall



November 22, 2021

Memorandum

To: Frank Abbate, County Manager
Christine M. Schverak, Assistant County Attorney

From: Jay Glover, Managing Director – PFM Financial Advisors LLC

Re: Review of Financing Structure for the Capital Trust Agency Educational Facilities Revenue Bonds (Imagine Schools at West Melbourne Project), Series 2021

The Capital Trust Agency (the "Agency") is proposing to issue not to exceed \$18,500,000 Educational Facilities Bonds (Imagine Schools at West Melbourne Project), Series 2021 (the "Bonds"), the proceeds of which will be loaned to Milestones Community School, Inc. d/b/a Imagine Schools at West Melbourne, Inc., a Florida not for profit corporation, and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and/or one or more related and/or affiliated entities (the "Borrower"). The proceeds of the Bonds will be used to finance or refinance, including through reimbursement (i) the acquisition, installation, improvement and equipping of an existing approximately 54,707 square foot educational facility to accommodate approximately 850 students in grades K-8 at an educational institution known as Imagine Schools at West Melbourne, located on an approximately 10-acre parcel located at 3355 Imagine Way, West Melbourne, Florida 32904, including related facilities, fixtures, furnishings and equipment (collectively, the "Facilities"); (ii) the funding of a debt service reserve fund for the Bonds, if deemed necessary or desirable; (iii) the funding of a capital needs reserve account for the Facilities, if deemed necessary or desirable; (iv) the funding of capitalized interest for the Bonds, if deemed necessary or desirable; and (v) the payment of certain costs of issuing the Bonds (collectively, the "Project").

In order to comply with certain Federal and State law requirements, as applicable, with respect to the issuance of private activity bonds such as the Bonds, the Agency has requested that the Brevard County Board of County Commissioners (BOCC) hold a TEFRA public hearing with respect to the issuance of the Bonds, and to adopt a resolution providing limited approval of the issuance of the Bonds. You have asked PFM Financial Advisors LLC, as Financial Advisor to the County, to review the documentation provided to the County as well as the proposed financing structure to ensure that the proposed transaction will not have a financial impact on the County, impair the County's credit ratings or impact the County's ability to issue debt in the future.

We have reviewed all of the relevant documentation as well as the proposed financing structure and based on that review, can confirm that the proposed issuance of the Bonds will not have any negative impact on the County. The County will have absolutely no liability with respect to the Project or to pay principal of or interest on the Bonds. The Bonds will be sold via a negotiated limited public offering, with Piper Sandler serving as the underwriter. It is our understanding that the Bonds will be sold in minimum denominations of \$100,000 to one or more accredited investors and/or qualified institutional buyers.



Given that the County is not the issuer of the Bonds and there is no financial obligation on the part of the County, PFM has not been asked to review any financial information related to the Borrower's ability to repay the Bonds as part of the scope of this engagement.