

RESOLUTION

A RESOLUTION PROVIDING FOR INITIAL APPROVAL AND TERMS FOR THE ISSUANCE OF PINELLAS COUNTY EDUCATIONAL FACILITIES AUTHORITY REVENUE AND REFUNDING BONDS, SERIES 2017 IN AN ORIGINAL PRINCIPAL AMOUNT NOT TO EXCEED \$20,000,000 FOR THE PURPOSE OF FINANCING EDUCATIONAL FACILITIES AND REFUNDING THE ISSUER'S REVENUE REFUNDING BONDS (SHORECREST PREPARATORY SCHOOL PROJECT), SERIES 2015 ON BEHALF OF SHORECREST PREPARATORY SCHOOL, INC.; 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 facilities; and

WHEREAS, the Issuer previously issued a series of bonds known as the Pinellas County Educational Facilities Authority Revenue Refunding Bonds (Shorecrest Preparatory School Project), Series 2015 (the "Refunded Bonds"), dated May 1, 2015, the proceeds of which were used to refund revenue bonds previously issued by the Issuer; and

WHEREAS, the Issuer has been requested by Shorecrest Preparatory School, Inc., 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 "School"), and by the School's placement agent to assist the School by making a loan (the "Loan"); and

WHEREAS, the proceeds of the Loan would provide a portion of the funds necessary for (i) financing the construction of an indoor and outdoor dining area, a library, experiential school classrooms, and play spaces (collectively, Phase I), (ii) financing the construction of a second floor build out of a new middle and upper school student library, a café, study spaces, a parent meeting space/board room, and classrooms (collectively, Phase II), (iii) the renovation of the current library to centralize all administrative functions (Phase III, collectively with Phases I and II, the "Project"), (iv) refinancing the Authority's Refunded Bonds, and (v) paying certain costs of issuance (collectively (i) through (iii) above the "Project"); and

WHEREAS, the Issuer is willing to issue its not to exceed \$20,000,000 Pinellas County Educational Facilities Authority Revenue and Refunding Bonds (Shorecrest Preparatory School Project), Series 2017 (the "Bonds") for the purpose of financing the Project and the refunding of the Refunded Bonds (the "Refunding"); and

WHEREAS, the Issuer has been advised by the School that the Bonds will be privately placed with the assistance of George K. Baum & Company as the placement agent for the School (the "Placement Agent") with a financial institution which will be chosen based upon a proposal process undertaken by the School and the Placement Agent; and

WHEREAS, the School is authorized by law to enter into agreements to pay from legally available funds 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 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. It is hereby found, ascertained, determined and declared that:

(A) The Issuer is located in Pinellas 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) Shorecrest Preparatory School, Inc., a not-for-profit corporation organized, existing and in good standing under the laws of the State of Florida and authorized to do business in the State of Florida and a qualified 501(c)(3) organization as set forth in the Code, has informed the Issuer of its intent to finance the Project and refund the Refunded Bonds, and has made a request to the Issuer to finance such Project and refund such Refunded Bonds through the issuance of revenue bonds for the Project and the Refunding; and

(C) The School has requested the Issuer to exercise its powers to issue revenue bonds, pursuant to the Act, for the purpose of financing the Project and refunding the Refunded Bonds; and

(D) In order to promote development and the economic growth of Pinellas County and the industrial economy of the State of Florida, 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 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 issuance; and

(E) The Issuer is willing to and does herein authorize the School to finance the Project and refund the Refunded Bonds from proceeds of the sale of its revenue bonds, and to loan the proceeds to the School, such loan to be payable by the School 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

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

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

(H) The Issuer finds, based upon representation of the School, that Pinellas County will be able to continue to cope satisfactorily with the impact of the Project and the Refunding, 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 the Refunding on account of any increase in population or other circumstances resulting therefrom; and

(I) It is believed essential by the School that the financing of the Project and the refunding of the Refunded Bonds commence at the earliest practical date, and the School is unwilling to make commitments therefor without satisfactory assurances from the Issuer that, upon satisfaction of all requirement of law, and other conditions to be met by the School, the revenue

bonds will be issued and placed through the Placement Agent, which placement arrangements between the School and the Placement Agent may be acknowledged by the Chairman, and the proceeds of the issuance thereof will be made available to finance the Project and refund the Refunded Bonds, to the extent of such proceeds; and

(J) The School 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 financing of the Project and the refinancing of the Refunded Bonds with the proceeds of the sale of the Bonds in the amount and at the times to be required by the financing 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 the financing agreement, due consideration having been given to various factors determinative of the financial capability of the School; and

(K) The Bonds shall and will be payable from the revenues and proceeds derived by the School and will not constitute a debt, liability or obligation of the Issuer, Pinellas County or the State of Florida 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 Pinellas County or the State of Florida or of any political subdivision thereof will be pledged to the payment of the principal, premiums (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 Internal Revenue

Code of 1986, as amended (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 of the County Commission of Pinellas County, Florida (the "Board") hold a public hearing on December 12, 2017, duly noticed in order to consider the approval of the issuance of the Bonds on behalf of the School and requests that bond counsel proceed with the necessary actions in order to receive the Board approval. The Issuer further recommends that 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.

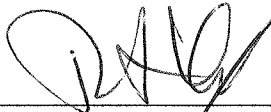
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SECTION 6. EFFECTIVE DATE. This resolution shall be effective immediately upon its adoption.

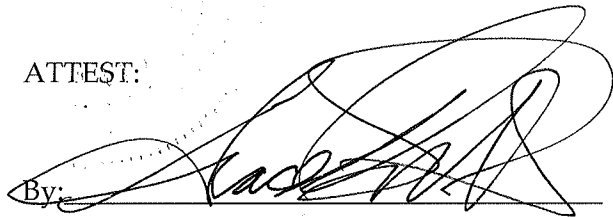
Passed and adopted at a meeting of the Pinellas County Educational Facilities Authority held on the 7th day of December, 2017.

(SEAL)

**PINELLAS COUNTY EDUCATIONAL
FACILITIES AUTHORITY**

By: 
Name: Robert Kapusta, Jr.
Title: Chairman

ATTEST:


By: _____
Name: Grace Smith
Title: Assistant Secretary