

RESOLUTION 2022-01

A RESOLUTION AUTHORIZING THE ISSUANCE ON BEHALF OF THE SCHOOL BOARD OF BREVARD COUNTY, FLORIDA, OF NOT TO EXCEED \$30,100,000 CERTIFICATES OF PARTICIPATION, SERIES 2022, TO FINANCE A PORTION OF THE COSTS OF A NEW MIDDLE SCHOOL IN VIERA; APPROVING GROUND AND FACILITY LEASES AND OTHER MAJOR FINANCING DOCUMENTS IN CONNECTION THEREWITH; APPROVING THE LENDING PROPOSAL OF PNC BANK, NATIONAL ASSOCIATION RECEIVED IN RESPONSE TO AN INVITATION TO NEGOTIATE; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF BREVARD COUNTY SCHOOL BOARD LEASING CORP.:

SECTION 1. AUTHORITY. This resolution is adopted pursuant to Chapters 617, 1001, 1003, and 1013, Florida Statutes, and other applicable provisions of law (collectively, the "Act").

SECTION 2. FINDINGS. It is hereby found, ascertained, and determined that:

A. Brevard County School Board Leasing Corp. (the "Corporation"), a "private corporation" and a "nonprofit educational organization" within the meaning of Section 1001.42(9)(b)5, Florida Statutes, and Section 1013.15(2)(b), Florida Statutes, respectively, is authorized by its Articles of Incorporation and Bylaws to enter into leases and lease-purchase agreements to facilitate the financing and refinancing of the acquisition, construction, and equipping of educational facilities and sites on behalf of The School Board of Brevard County, Florida (the "School Board"), in the School District of Brevard County, Florida (the "School District").

B. In accordance with the Act, the School Board, acting as the governing body of the School District, a political subdivision of the State of Florida, is authorized to enter into leases and lease-purchase agreements relating to the acquisition, equipping, and construction of educational facilities, as defined in the Act.

C. Pursuant to authorization of the Act, the School Board intends to finance the cost of a portion of a new Middle School (the "Facility") to be constructed on land located adjacent to Viera High School on Stadium Parkway in Viera, Florida (the "Facility Site") and to enter into a Series 2022 Ground Lease Agreement (the "Series 2022 Ground Lease Agreement"), with the Corporation for the purpose of financing the cost of the Facility.

D. The School Board has by resolution duly adopted on the date hereof (the "School Board Resolution"), authorized, among other things, the issuance of Certificates of Participation, Series 2022, Evidencing Undivided Proportionate Interests of the Owners thereof

in Basic Lease Payments to be made by The School Board of Brevard County, Florida, as Lessee, pursuant to a Master Educational Facilities Lease Purchase Agreement with Brevard County School Board Leasing Corp., as Lessor (the "Series 2022 Certificates"), in the principal amount of not to exceed \$30,100,000, for the purpose of (1) financing the acquisition, equipping, and construction of the Facility, and (2) paying costs of issuance with respect to such Series 2022 Certificates (collectively, the "Project").

E. The Series 2022 Certificates will be issued pursuant to a Master Trust Agreement, dated as of October 15, 1992, and a Series 2022 Supplemental Trust Agreement with respect to the Series 2022 Certificates (collectively, the "Trust Agreement"), as attached to the School Board Resolution, each between the Corporation and U.S. Bank Trust Company, National Association (the "Trustee").

F. The Corporation and the School Board entered into a Master Educational Facilities Lease Purchase Agreement, dated as of October 15, 1992, as amended by that certain First Amendment to Master Lease Purchase Agreement, dated as of March 1, 2008 (together, the "Master Lease"), and intend to enter into a Schedule No. 2022, as attached to the School Board Resolution (collectively, the "Series 2022 Lease"), whereby the Corporation is to lease the Facility to the School Board, and the School Board is to make lease payments to the Corporation sufficient in amounts and payable at such times as shall be necessary to make the payments provided in the Trust Agreement. The Series 2022 Lease will not be a pledge of the faith and credit of the School Board, within the meaning of any Florida constitutional or statutory prohibition.

G. The Corporation, by the terms of a Series 2022 Assignment Agreement (the "Series 2022 Assignment"), will assign to the Trustee in trust for the benefit of the holders from time to time of the Series 2022 Certificates, all of its right, title, and interest in and to (1) the Series 2022 Lease (including the right to receive Lease Payments thereunder), except for the right to receive certain notices and payment of certain fees, expenses, and indemnities; and (2) the Series 2022 Ground Lease Agreement.

H. Because of the characteristics of the Series 2022 Certificates, prevailing and anticipated municipal bond market conditions, and certainty to be realized from an expeditious sale of the Series 2022 Certificates at the appropriate time, and the recommendation of the financial advisor to the School Board (the "Financial Advisor"), the School Board has declared that it is in its best interest to approve the sale of the Series 2022 Certificates at a negotiated sale upon the terms, conditions, and limitations set forth herein. The School Board will receive prior to the sale of the Series 2022 Certificates, disclosure and truth-in-bonding statements as required by Section 218.385, Florida Statutes from the Lender (as defined herein).

I. On October 18, 2022, the School Board issued its Invitation to Negotiate ITN 23-322-N-KR for the Series 2022 Certificates for New Middle School Construction (as amended, the "ITN") seeking proposals from qualified financial institutions to provide tax-exempt financing through either a fixed-rate loan or a drawdown loan with proposals in response there due by November 7, 2023.

J. Several qualified proposers timely responded, including PNC Bank, National Association (the "Lender"), which submitted its Proposal (the "Proposal") offering to provide a variable-rate, non-revolving, draw-down line of credit to finally mature on **March 31, 2027**.

K. The District's Evaluation Committee reviewed the proposals received in response to the ITN and, on November 17, 2022, issued its Notice of Intended Decision recommending for award the Lender, which recommendation was approved by the School Board Resolution.

L. The Series 2022 Certificates shall be secured solely as provided in the Trust Agreement, it being understood that neither the Series 2022 Lease, the Series 2022 Certificates nor the interest portions thereof shall be or constitute general obligations or pledges of the faith and credit of the Corporation, the School District, the School Board, Brevard County, Florida, or the State of Florida, or any political subdivision thereof; or liens upon any other property of or located within the boundaries of the School District.

SECTION 3. DEFINITIONS. All capitalized terms used in this resolution and not otherwise defined herein have the meanings set forth in the Trust Agreement.

SECTION 4. AUTHORIZATION OF CERTIFICATES.

A. Subject to and pursuant to the provisions of the Trust Agreement, the Corporation hereby authorizes and approves (1) the issuance by the Trustee on behalf of the School Board, of the Series 2022 Certificates in the principal amount of not to exceed \$30,100,000.

B. The Series 2022 Certificates shall be issued in such form and manner to be set forth in the Proposal and the Trust Agreement. The Series 2022 Certificates shall be dated the date of delivery and mature not later than **March 31, 2027**, all as shall be provided in the Proposal and the Trust Agreement, including an Unused Fee (as defined in the Trust Agreement) for amounts available but not drawn thereunder.

SECTION 5. APPROVAL OF DOCUMENTS. The Corporation hereby approves the execution and delivery of the Series 2022 Ground Lease, the Supplemental Trust Agreement and the Series 2022 Lease in substantially the forms attached to the School Board Resolution as Exhibits A, B and C, respectively, and any other documents necessary for use in connection with the issuance and sale of the Series 2022 Certificates, including the Series 2022 Assignment. The final form of such documents shall be subject to such changes, insertions, and omissions therein as may be approved by the officers of the Corporation executing the same and special tax counsel, such execution and delivery to be conclusive evidence of such approval.

SECTION 6. AUTHORIZATION OF THE LENDER DOCUMENTS. The Corporation hereby approves and authorizes a negotiated sale of the Series 2022 Certificates to the Lender in

accordance with the terms hereof and in the Proposal attached to the School Board Resolution as Exhibit D. Prior to the delivery of the Series 2022 Certificates, the Lender shall deliver the information required by Section 218.385, Florida Statutes.

SECTION 7. GENERAL AUTHORITY. The President, the Vice President, the Secretary, the Treasurer, or any of them, are hereby authorized, in connection with the issuance and sale of the Series 2022 Certificates and the transactions described in the Series 2022 Certificate documents, to do all things and to take any and all actions on behalf of the Corporation; to execute, attest, and deliver the Series 2022 Certificate documents; and to finalize and close the transactions described by all such agreements or arrangements (including any amendments or modifications thereof), including, without limitation, the execution and delivery of any and all documents and instruments deemed appropriate by any of such officers, the making of any appropriate statements, representations, certifications, and confirmations on behalf of the Corporation, and in their respective capacities as officers thereof, necessary, appropriate or convenient to effectuate and expedite the issuance and delivery of the Series 2022 Certificates, the investment of the proceeds of the sale of the Series 2022 Certificates, the consummation of the transactions described by the Series 2022 Certificate documents, and any and all of the covenants, agreements, and conditions of the Corporation; the approval of the Board of Directors and all corporate power and authority for such actions to be conclusively evidenced by the execution and delivery thereof by any of such officers. In the absence of the current Secretary, the Chief Financial Officer of the School Board may execute any documents in the capacity of Secretary of the Corporation.

SECTION 8. SEVERABILITY OF INVALID PROVISIONS. If any one or more of the covenants, agreements, or provisions contained in this resolution, the Series 2022 Lease, the Trust Agreement, the Series 2022 Ground Lease Agreement, the Series 2022 Assignment, the Proposal, or any other document or agreement hereby authorized shall be held contrary to any express provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements, or provisions shall be null and void and shall be deemed separable from the remaining covenants, agreements, or provisions and shall in no way affect the validity of any of the other provisions thereof or any other document or agreement hereby authorized.

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SECTION 9. EFFECTIVE DATE. This resolution shall take effect immediately upon its adoption this 13th day of December, 2022.

BREVARD COUNTY SCHOOL BOARD LEASING
CORP.

By _____
Chairman

ATTEST:

Secretary