

**Village of Royal Palm Beach
Village Council
Agenda Item Summary**

AGENDA ITEM:

PUBLIC HEARING TO CONSIDER REQUEST BY WESTERN ACADEMY HOLDINGS, LLC AND ADOPTION OF RESOLUTION 21-21 CONFIRMING COUNCIL ACTION. THE REQUESTOR IS SEEKING APPROVAL BY THE LOCAL GOVERNMENT HAVING JURISDICTION OVER THE AREA, THE VILLAGE, OF THE USE OF THE PROCEEDS OF THE BONDS WITHIN THE VILLAGE IN ACCORDANCE WITH THE TAX EQUITY AND FISCAL RESPONSIBILITY ACT AS REQUIRED BY SECTION 147(F) OF THE INTERNAL REVENUE SERVICE CODE OF 1986, FOR A PROPERTY LOCATED AT 12031 SOUTHERN BOULEVARD; BY WESTERN ACADEMY HOLDINGS, LLC.

ISSUE:

Western Academy Holdings, LLC, a Florida limited liability company (the "Company") has its sole member the Western Academy, Inc. The Company is undertaking a borrowing through the issuance of bonds by the Arizona Industrial Development Authority (the "Authority"). The Authority is a nonprofit corporation designated as a political subdivision of the State of Arizona. The Authority has been asked to serve as the issuer of bonds to finance and refinance the acquisition of and the making of certain improvements to existing educational facilities, more fully described below, of which are located within the Village of Royal Palm Beach, Florida (the "Village").

The Authority has been requested to issue its Charter School Revenue Bonds (the "Bonds") as part of a revolving loan program in one or more taxable or tax-exempt series which will include funds for a loan to the Company. The Authority will then loan the proceeds thereof to the Company. The Company plans to finance and refinance, including through reimbursement, the acquisition and renovation of an existing educational facility located at 12031 Southern Blvd., Royal Palm Beach FL 33470 to be used as a charter school.

In order for the Bonds to be issued as tax-exempt bonds, certain requirements of the Internal Revenue Service Code of 1986 (the "Code") relating to the issuance of the Bonds must be met. One such requirement is the approval by a local government having jurisdiction over the area such as the Village of the use of the proceeds of the Bonds within the Village in accordance with the Tax Equity and Fiscal Responsibility Act ("TEFRA"), as required by Section 147(f) of the Code.

Accordingly, we are requesting, on behalf of the Company, that the Village consider providing its TEFRA approval by resolution (the "TEFRA Resolution") of the Village Council. A public hearing regarding the Bonds will be held prior to the Village Council's vote on the TEFRA Resolution (Resolution 21-21).

RECOMMENDED ACTION:

Western Academy Holdings, LLC recommends a motion to approve Resolution 21-21.

Initiator:	Village Manager	Agenda Date:	Village Council
	Approval:	11/18/2021	Action:
Western Academy Holdings, LLC			

November 1, 2021

VIA EMAIL

Mr. Keith W. Davis, Village Attorney
Village of Royal Palm Beach, Florida
701 Northpoint Parkway, Suite 205
West Palm Beach, Florida 33407
Keith@davislawteam.com

Re: Action Requested: TEFRA Approval by the Village of Royal Palm Beach, Florida for Western Academy Holdings, LLC, for the purposes of Section 147(f) of the Internal Revenue Code, approving the issuance by the Arizona Industrial Development Authority of its Bonds

Dear Mr. Davis:

As we discussed, I am acting as special counsel to Western Academy Holdings, LLC, a Florida limited liability company (the "Company") which has as its sole member the Western Academy, Inc. The Company is undertaking a borrowing through the issuance of bonds by the Arizona Industrial Development Authority (the "Authority"). The Authority is a nonprofit corporation designated as a political subdivision of the State of Arizona. The Authority has been asked to serve as the issuer of bonds to finance and refinance the acquisition of and the making of certain improvements to existing educational facilities, more fully described below, of which are located within the Village of Royal Palm Beach, Florida (the "Village").

The Authority has been requested to issue its Charter School Revenue Bonds (the "Bonds") as part of a revolving loan program in one or more taxable or tax-exempt series which will include funds for a loan to the Company. The Authority will then loan the proceeds thereof to the Company. The Company plans to finance and refinance, including through reimbursement, the acquisition and renovation of an existing educational facility located at 12031 Southern Blvd., Loxahatchee Fl 33470 to be used as a charter school.

In order for the Bonds to be issued as tax-exempt bonds, certain requirements of the Internal Revenue Service Code of 1986 (the "Code") relating to the issuance of the Bonds must be met. One such requirement is the approval by a local government having jurisdiction over the area such as the Village of the use of the proceeds of the Bonds within the Village in

Village of Royal Palm Beach, Florida

October 1, 2021

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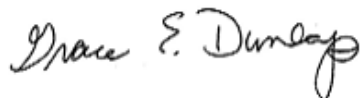
accordance with the Tax Equity and Fiscal Responsibility Act ("TEFRA"), as required by Section 147(f) of the Code.

Accordingly, we are requesting, on behalf of the Company, that the Village, at its November 18, 2021 meeting of its Village Council (the "Village Council"), consider providing its TEFRA approval by resolution (the "TEFRA Resolution") of the Village Council. We have reviewed the Village Council's meeting schedule and I hope this will provide adequate time for the resolution to be finalized and to provide a posting of a notice for the citizens of the Village to have notice. A public hearing regarding the Bonds will be held prior to the Village Council's vote on the TEFRA Resolution. Please advise if a later meeting is needed in order to move forward on this matter.

We are working with the Authority and the Company on this transaction and all questions relating to the Authority's issuance of the Bonds and the necessary actions to be taken by the Village may be directed to me by telephone at 813-273-6677 or via E-Mail at gdunlap@bmlaw.com. We have prepared the requested TEFRA Resolution and provide those materials (enclosed) for your review.

We appreciate the Village considering our request for TEFRA approval. If there is a problem with scheduling this matter for consideration, or if you, or any of the members of the Village Council or your staff require any additional information, please contact me at your earliest convenience.

Sincerely,



Grace E. Dunlap, Shareholder

Enclosures

cc: Amity "Mitty" Barnard, Assistant Village Counsel
Raymond C. Liggins, Village Manager
Linda Terranova, Executive Director of Western Academy, Inc.
Melissa Gross-Arnold, Esq., Company's Counsel

**NOTICE OF PUBLIC HEARING
WITH RESPECT TO**

**NOT TO EXCEED \$17,000,000 OF
CHARTER SCHOOL REVENUE BONDS**

NOTICE IS HEREBY GIVEN that on November 18, 2021 at 6:30 p.m., or as soon thereafter as the matter may be heard, a public hearing as required by Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), will be held by the Village Council of the Village of Royal Palm Beach, Florida (the "Village") at the Village Meeting Hall, 1050A Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411, regarding Western Academy Holdings, LLC (the "Borrower"), which is a duly organized validly existing Florida limited liability company (disregarded for federal tax purposes) having as its sole member, Western Academy, Inc. d/b/a Western Academy Charter School (the "School") a Florida not for profit corporation described in Section 501(c)(3) of the Code, with respect to the proposed issuance by the Arizona Industrial Development Authority, a nonprofit corporation designated as a political subdivision of the State of Arizona ("AZIDA"), of its Charter School Revenue Bonds, to be issued pursuant to a plan of financing within the meaning of Section 147(f)(2)(C) of the Code in one or more series or issues from time to time (the "Bonds"), in an amount not to exceed \$17,000,000 with respect to the Project (as defined below).

The Bonds are expected to be part of a larger issuance of bonds for the benefit of multiple charter schools in multiple states, all issued pursuant to Title 35, Chapter 5, Article 2 of the Arizona Revised Statutes, as amended, by AZIDA, incorporated with the approval of the Arizona Finance Authority (the "Arizona Finance Authority") pursuant to the provisions of the Constitution and laws of the State of Arizona, including the Industrial Development Financing Act, Title 35, Chapter 5, Articles 1 through 5, Arizona Revised Statutes, as amended (Sections 35-701 through 35-761, inclusive). The proceeds from the sale of the larger issuance of bonds will be loaned to Equitable Facilities Fund, Inc., a Delaware nonstock corporation described in Section 501(c)(3) of the Code ("EFF"), or Equitable School Revolving Fund, LLC, a Delaware limited liability company affiliate of EFF that is disregarded for federal tax purposes (together with EFF, the "Lender"). The EFF program is set up as a revolving loan fund (the "Program"). A portion of the proceeds from the sale of the Bonds will finance or reimburse a loan by the Lender to the Borrower. The loan to the Borrower to be made by the Lender will (i) finance and refinance the acquisition and renovation of an approximately 61,000 square foot existing educational facility serving grades PreK-8 located at 12031 Southern Blvd., Royal Palm Beach, Florida 33470 (the "Project"), and (ii) pay costs associated with the closing of the loan and the issuance of the Bonds. The Project will be owned by the Borrower and operated by the School.

The Bonds will be special limited obligations of AZIDA payable solely from the loan repayments to be made by the Lender to AZIDA, and certain funds and accounts established by the bond indenture for the Bonds. The principal of and interest on the Bonds will not constitute obligations of the Village, the State of Florida or any political subdivision thereof, the Arizona

Finance Authority, AZIDA, the State of Arizona or any political subdivision thereof. The Bonds will not constitute a debt or a loan of credit or a pledge of the full faith and credit or taxing power of the Village, the State of Florida or any political subdivision thereof, the Arizona Finance Authority, AZIDA, the State of Arizona or any political subdivision thereof, within the meaning of any state constitutional provision or statutory limitation and shall never constitute or give rise to a pecuniary liability of the Village, the State of Florida, the Arizona Finance Authority, AZIDA, the State of Arizona or any political subdivision thereof.

The public hearing will be conducted in a manner that provides a reasonable opportunity for persons with differing views on both the issuance of the Bonds and the financing and refinancing of the Project to be heard and to present their oral and written comments. Public participation may occur either in person or through remote means. The meeting agenda and additional information on how to participate in this Public Hearing remotely is available at www.royalpalmbeach.com or (561) 790-5102. Public wishing to participate in person may do so at Village Meeting Hall, 1050A Royal Palm Beach Boulevard, Village of Royal Palm Beach, FL 33411. Public wishing to participate from a remote location may do so by joining GoToWebinar from your computer, tablet or smartphone via www.royalpalmbeach.com/webmeetings. Public wishing to listen only from a remote location may also dial in via phone to +1 (415) 655-0052, Webinar ID: 888-886-643, Access Code: 270-867-626.

Prior to said public hearing, written comments may be delivered to Ddisanto@RoyalPalmBeach.com which comments will be included in the information regarding the hearing provided to the Village.

If a person decides to appeal any decision made by the Village with respect to any matter considered at this meeting or hearing, he or she will need to ensure that a verbatim record of the proceedings is made, which record should include the testimony and evidence upon which the appeal is to be based. The Village does not provide such a record.

In accordance with the provisions of the American With Disabilities Act (ADA), this document can be made available in an alternative format (large print) upon request. Special accommodations can be provided upon request with three (3) days advance notice of any meeting by contacting the Village Clerk's office, Village of Royal Palm Beach, 1050A Royal Palm Beach Boulevard, Royal Palm Beach, FL 33411 or (561) 790-5100.

Hearing Assistance: If any person wishes to use a ListenAid hearing device, please contact the Village Clerk prior to any meeting held in the Council Chambers.

RESOLUTION 21-21

A RESOLUTION OF THE VILLAGE COUNCIL OF THE VILLAGE OF ROYAL PALM BEACH, FLORIDA, APPROVING, SOLELY FOR THE PURPOSES OF SECTION 147(F) OF THE INTERNAL REVENUE CODE, THE ISSUANCE BY THE ARIZONA INDUSTRIAL DEVELOPMENT AUTHORITY OF ITS CHARTER SCHOOL REVENUE BONDS ON BEHALF OF WESTERN ACADEMY HOLDINGS, LLC, (HAVING AS ITS SOLE MEMBER, WESTERN ACADEMY, INC. D/B/A WESTERN ACADEMY CHARTER SCHOOL), IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$17,000,000 WITH RESPECT TO THE FINANCING AND REFINANCING OF THE PROJECT HEREIN DESCRIBED; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Village Council (the "Council") of the Village of Royal Palm Beach, Florida (the "Village"), has been informed that the Arizona Industrial Development Authority, a nonprofit corporation designated as a political subdivision of the State of Arizona (the "Issuer") proposes to issue an aggregate principal amount not exceeding \$17,000,000 of its Charter School Revenue Bonds, in one or more series or issues from time to time, either taxable or tax-exempt, or both (the "Bonds"); and

WHEREAS, the issuance of the Bonds for the Project (as defined below) is planned as part of a larger issuance of bonds for multiple charter schools in multiple states (the "Program") through financing a loan from the Issuer to Equitable Facilities Fund, Inc. (or its affiliate) (the "Lender"), a nonprofit corporation described in Section 501(c)(3) of the Internal Code of 1986 (the "Code"); and

WHEREAS, a portion of the proceeds of the Bonds will in turn be loaned by the Lender pursuant to the Program to Western Academy Holdings, LLC (the "Borrower"), which is a duly organized validly existing Florida limited liability company (disregarded for federal tax purposes) having as its sole member, Western Academy, Inc. d/b/a Western Academy Charter School (the "School") a Florida not for profit corporation described in Section 501(c)(3) of the Code, to (i) finance and refinance the acquisition and renovation of an existing approximately 61,000 square foot educational facility located at 12031 Southern Blvd., Royal Palm Beach, Florida 33470, including related facilities and parking, that will be owned by the Borrower and operated by the School and (ii) payment of certain costs associated with the closing of the loan and the issuance of the Bonds (collectively, the "Project"); and

WHEREAS, in order to finance or reimburse the costs of the Project from the proceeds of the Bonds on a tax-exempt basis, it is necessary that a public hearing be held and the issuance of the Bonds be approved for the purposes of Section 147(f) of the Code; and

WHEREAS, a public hearing was held by the Council, as the governing body of the Village, on this date, following notice by posting of a notice on the website of the Village at least seven (7) days prior to the date hereof (the "Notice"), during which hearing comments and discussions concerning the issuance of the Bonds and the financing of the Project with the proceeds thereof were requested and heard, as required by Section 147(f) of the Code; and

WHEREAS, the Bonds to finance the Project, when issued by the Issuer, will be special, limited obligations of the Issuer payable solely from loan repayments to be made by the Borrower, and certain funds and accounts established by the Lender under the bond indenture for the Bonds and the Village 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 COUNCIL OF THE VILLAGE OF ROYAL PALM BEACH, FLORIDA, AS FOLLOWS:

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

A. Pursuant to the Notice posted on the website of the Village, not less than seven (7) days prior to the date thereof, a public hearing was held on behalf of the Village as required by Section 147(f) of the Code. 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 Project for the School and its operation by the Borrower. The Notice is attached hereto as Exhibit A.

B. The Council is the elected legislative body of the Village, and the Village has jurisdiction over the entire area in which the Project is located.

SECTION 2. Approval for Purposes of Section 147(f) of the Code. For the purposes of Section 147(f) of the Code, the Council hereby approves the issuance of the Bonds issued in order to finance the Project by the Issuer in one or more series or issues, in an aggregate principal amount not exceeding \$17,000,000.

SECTION 3. Payment of Fees and Costs by Borrower. Any fees and expenses of the Village shall be paid by the Borrower in the manner and to the extent mutually agreed upon by the officials of the Village and the Borrower at or prior to issuance of the Bonds.

SECTION 4. No Liability or Endorsement. The Village shall have no obligation with respect to the Bonds, the Program or the Project and the approval given herein by the Council shall not be deemed or construed to create any debt, obligation or liability, pecuniary or otherwise, of the Village, in connection with either the Bonds, the Program or the Project 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 Village and 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 Village that any particular action or proposed action is required, authorized or permitted under the laws of the States of Florida or Arizona 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 Council Member, the Village Manager, the Clerk, the Village Attorney or any other Village staff or professionals retained by the Village in connection with the issuance of the Bonds, as such, past, present or future, either directly or through the Village, it being expressly understood (a) that no personal liability whatsoever shall attach to, or is or shall be incurred by, the Council Members, the Village Manager, the Clerk, the Village Attorney or any other staff of the Village or professionals retained by the Village 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 Council Member, the Village Manager, the Clerk, the Village Attorney or any other staff of the Village or professionals retained by the Village 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 Village.

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 Project, and the Council 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 Council or to have estopped the Council from asserting any rights or responsibilities it may have in such regard.

SECTION 5. 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 Village in granting the approvals set forth herein.

SECTION 6. Effective Date. This Resolution shall take effect immediately upon its adoption.

The foregoing Resolution was offered by _____, who moved its adoption. The motion was seconded by _____, and upon being put to a vote, the vote was as follows:

Councilman, Fred Pinto, Mayor	- _____
Councilman, Richard Valuntas, Vice Mayor	- _____
Councilman, Jeff Hmara	- _____
Councilwoman, Selena Samios	- _____
Councilwoman, Jan Rodusky	- _____

The Mayor thereupon declared the Resolution duly passed and adopted on this 18th day of November, 2021.

VILLAGE OF ROYAL PALM BEACH

(SEAL)

Mayor Fred Pinto

ATTEST:

Diane DiSanto, Village Clerk

Exhibit A: Notice of Public Hearing

Exhibit B: Indemnification Certificate of the Borrower

EXHIBIT A

FORM OF NOTICE OF PUBLIC HEARING WITH RESPECT TO

NOT TO EXCEED \$17,000,000 OF CHARTER SCHOOL REVENUE BONDS

NOTICE IS HEREBY GIVEN that on November 18, 2021 at 6:30 p.m., or as soon thereafter as the matter may be heard, a public hearing as required by Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), will be held by the Village Council of the Village of Royal Palm Beach, Florida (the "Village") at the Village Meeting Hall, 1050A Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411, regarding Western Academy Holdings, LLC (the "Borrower"), which is a duly organized validly existing Florida limited liability company (disregarded for federal tax purposes) having as its sole member, Western Academy, Inc. d/b/a Western Academy Charter School (the "School") a Florida not for profit corporation described in Section 501(c)(3) of the Code, with respect to the proposed issuance by the Arizona Industrial Development Authority, a nonprofit corporation designated as a political subdivision of the State of Arizona ("AZIDA"), of its Charter School Revenue Bonds, to be issued pursuant to a plan of financing within the meaning of Section 147(f)(2)(C) of the Code in one or more series or issues from time to time (the "Bonds"), in an amount not to exceed \$17,000,000 with respect to the Project (as defined below).

The Bonds are expected to be part of a larger issuance of bonds for the benefit of multiple charter schools in multiple states, all issued pursuant to Title 35, Chapter 5, Article 2 of the Arizona Revised Statutes, as amended, by AZIDA, incorporated with the approval of the Arizona Finance Authority (the "Arizona Finance Authority") pursuant to the provisions of the Constitution and laws of the State of Arizona, including the Industrial Development Financing Act, Title 35, Chapter 5, Articles 1 through 5, Arizona Revised Statutes, as amended (Sections 35-701 through 35-761, inclusive). The proceeds from the sale of the larger issuance of bonds will be loaned to Equitable Facilities Fund, Inc., a Delaware nonstock corporation described in Section 501(c)(3) of the Code ("EFF"), or Equitable School Revolving Fund, LLC, a Delaware limited liability company affiliate of EFF that is disregarded for federal tax purposes (together with EFF, the "Lender"). The EFF program is set up as a revolving loan fund (the "Program"). A portion of the proceeds from the sale of the Bonds will finance or reimburse a loan by the Lender to the Borrower. The loan to the Borrower to be made by the Lender will (i) finance and refinance the acquisition and renovation of an approximately 61,000 square foot existing educational facility serving grades PreK-8 located at 12031 Southern Blvd., Royal Palm Beach, Florida 33470 (the "Project"), and (ii) pay costs associated with the closing of the loan and the issuance of the Bonds. The Project will be owned by the Borrower and operated by the School.

The Bonds will be special limited obligations of AZIDA payable solely from the loan repayments to be made by the Lender to AZIDA, and certain funds and accounts established by

the bond indenture for the Bonds. The principal of and interest on the Bonds will not constitute obligations of the Village, the State of Florida or any political subdivision thereof, the Arizona Finance Authority, AZIDA, the State of Arizona or any political subdivision thereof. The Bonds will not constitute a debt or a loan of credit or a pledge of the full faith and credit or taxing power of the Village, the State of Florida or any political subdivision thereof, the Arizona Finance Authority, AZIDA, the State of Arizona or any political subdivision thereof, within the meaning of any state constitutional provision or statutory limitation and shall never constitute or give rise to a pecuniary liability of the Village, the State of Florida, the Arizona Finance Authority, AZIDA, the State of Arizona or any political subdivision thereof.

The public hearing will be conducted in a manner that provides a reasonable opportunity for persons with differing views on both the issuance of the Bonds and the financing and refinancing of the Project to be heard and to present their oral and written comments. Public participation may occur either in person or through remote means. The meeting agenda and additional information on how to participate in this Public Hearing remotely is available at www.royalpalmbeach.com or (561) 790-5102. Public wishing to participate in person may do so at Village Meeting Hall, 1050A Royal Palm Beach Boulevard, Village of Royal Palm Beach, FL 33411. Public wishing to participate from a remote location may do so by joining GoToWebinar from your computer, tablet or smartphone via www.royalpalmbeach.com/webmeetings. Public wishing to listen only from a remote location may also dial in via phone to +1 (415) 655-0052, Webinar ID: 888-886-643, Access Code: 270-867-626.

Prior to said public hearing, written comments may be delivered to Ddisanto@RoyalPalmBeach.com which comments will be included in the information regarding the hearing provided to the Village.

If a person decides to appeal any decision made by the Village with respect to any matter considered at this meeting or hearing, he or she will need to ensure that a verbatim record of the proceedings is made, which record should include the testimony and evidence upon which the appeal is to be based. The Village does not provide such a record.

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Hearing Assistance: If any person wishes to use a ListenAid hearing device, please contact the Village Clerk prior to any meeting held in the Council Chambers.

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 Western Academy Holdings, LLC (the "Borrower"), which is a duly organized validly existing Florida limited liability company (disregarded for federal tax purposes) having as its sole member, Western Academy, Inc. d/b/a Western Academy Charter School (the "School") a Florida not for profit corporation described in Section 501(c)(3) of the Code, the following (capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in that certain resolution adopted by the Council of Village (the "Council") of the Village of Royal Palm Beach, Florida (the "Village") on November 18, 2021 (the "Village Resolution")):

(1) At the request of the Borrower, the Arizona Industrial Development Authority, a nonprofit corporation designated as a political subdivision of the State of Arizona (the "Issuer") proposes to issue an aggregate principal amount not exceeding \$17,000,000 of its Charter School Revenue Bonds (the "Bonds").

(2) The Bonds are expected to be part of a larger issuance of bonds for the benefit of multiple charter schools in multiple states, all issued pursuant to Title 35, Chapter 5, Article 2 of the Arizona Revised Statutes, as amended, by the Issuer, incorporated with the approval of the Arizona Finance Authority pursuant to the provisions of the Constitution and laws of the State of Arizona, including the Industrial Development Financing Act, Title 35, Chapter 5, Articles 1 through 5, Arizona Revised Statutes, as amended (Sections 35-701 through 35-761, inclusive). The proceeds from the sale of the larger issuance of bonds will be loaned to Equitable Facilities Fund, Inc., a Delaware nonstock corporation described in Section 501(c)(3) of the Code ("EFF"), or Equitable School Revolving Fund, LLC, a Delaware limited liability company affiliate of EFF that is disregarded for federal tax purposes (together with EFF, the "Lender"). A portion of the proceeds of the Bonds will be loaned to the Borrower by the Lender for the purpose of (i) financing and refinancing the acquisition and renovation of an existing approximately 61,000 square foot educational facility located at 12031 Southern Blvd., Village of Royal Palm Beach, Florida 33470, including related facilities and parking and (ii) payment of certain costs associated with the closing of the loan and the issuance of the Bonds (collectively, the "Project");

(3) In order to finance 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 Internal Revenue Code of 1986, as amended (the "Code");

(4) A public hearing has or will be held by the Village and the Borrower has requested the Council approve the issuance of the Bonds for purposes of Section 147(f) of the Code; and

(5) The Village desires indemnification from the Borrower as a material inducement to the Council permitting the holding of such hearing and granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE BORROWER, DOES HEREBY: Agree to defend the Village and its officials, employees, attorneys and agents and the members of the Council, and hold the Village and its officials, employees, attorneys and agents and the members of the Council, 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 Program and the issuance of the Bonds or the acquisition or operation of the Project 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 Code, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State, including, without limitation, all costs and expenses of the Village, including reasonable attorneys' fees, incurred in connection therewith.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Borrower has executed this Indemnification Certificate of the Borrower this 9th day of November, 2021.

WESTERN ACADEMY HOLDINGS, LLC, a
Florida limited liability company

By: Western Academy, Inc., its sole member

By: 

Christine Janiszewski, President

[Signature Page | Indemnification Certificate of the Borrower]