Capital Trust Agency, Inc.

Meeting of the Board of Directors

As Manager of CTA CDE, LLC and CTA CDE – Sub 1,2,3,4,5

Thursday, May 9, 2024 9:00AM.

315 Fairpoint Drive Gulf Breeze, FL 32561

Meeting

Denis A. McKinnon, III

Type of meeting:

Regular

called by:

Facilitator:

Gary Michaels Vice-Chairman

Note Taker:

Connie Beargie

Office Administrator

Attendees:

Gary Michaels (Vice Chairman), Bob Cleveland (Secretary), Burt Snooks

(Board Member), Cherry Fitch (Mayor/Board Member), Harrison Wilder (Board Member), Christy Larkins (Board Member), Kareem Spratling (General

Counsel), Brooke Gonzalez (General Counsel), Samantha Abell (City Manager),

and Denis McKinnon, III (Executive Director).

Please bring:

Attached supplements

Agenda

Item	: Description:	Presenter:
1.	Call to Order	Gary Michaels
2.	Approval of Minutes: 2-8-2023	Denis McKinnon, III
3.	Approval of Minutes: 3-21-2023	Denis McKinnon, III
4.	Donation Request - Gulf Breeze Optimist Foundation	Denis McKinnon, III
5.	Donation Request - Gulf Breeze Rotary Foundation	Denis McKinnon, III
6.	FYE 3-31-24 Financials	Denis McKinnon, III
7.	Adjourn	Gary Michaels

MINUTES OF THE CAPITAL TRUST AGENCY, INC.

The 234th meeting of the Capital Trust Agency, Inc., Gulf Breeze, Florida, was held at 315 Fairpoint Dr, Gulf Breeze, Florida and on Thursday, February 8th, 2024 at 10:30 a.m.

The following Board Members were present: Chris Kemp (Chairman), Gary Michaels (Vice-Chairman), Bob Cleveland (Secretary), Deborah Roche (Assistant Secretary), Christy Larkins (Board Member), Bobby Potomski (Board Member), Burt Snooks (Board Member), Harry Wilder (Board Member), and Mayor Cherry Fitch (Board Member). Also attending was Denis McKinnon (Executive Director), Connie Beargie (Office Administrator) and Samantha Abell (City Manager). Attending via telephone conference was Kareem Spratling (Bond Counsel), Brooke Gonzalez (Bond Counsel).

AGENDA ITEM:

Approval of Minutes – 07/20/2023

DISCUSSION:

No Discussion

MOTION/ACTION:

Deborah Roche made a motion to approve the 07/20/2023 minutes as presented. Mayor Cherry Fitch seconded the motion. Vote for approval was 9-0.

AGENDA ITEM:

Donation Request – Children's Home Society

DISCUSSION:

The Children's Home Society of Florida has approached CTA with a charitable donation request in the amount of \$5,000.

Mayor Cherry Fitch asked for a refresher on the two charitable donation funds that CTA can draw from. Denis McKinnon replied that CTA has an annual budgeted line item called the Charitable Giving Fund. The second fund, called the Education Fund came from an unexpected 2019 LURA payoff and the funds were restricted to organizations inside Gulf Breeze and Santa Rosa County, with approved outside organizations that can show a direct benefit to Gulf Breeze residents or students. Denis further stated the Education Fund has provided donations to the

Optimist Club of Gulf Breeze, the Gulf Breeze Rotary Club and Children's Home Society of Florida.

Bobby Potomski asked why we need to have the two accounts. Denis replied that the Education Fund was a finite amount of money received by CTA. The balance is approximately \$160,000. This account can be added to, if desired. The Charitable Giving Fund is included in the budget every year.

Bobby Potomiski asked if it is possible to ask the CHS organization to direct funds to Gulf Breeze residents. Bob Cleveland replied that it did not seem likely that they would be able to provide separate accounting for this purpose.

Gary Michaels is a board member for this organization; therefore, he will be recusing himself from voting on this request.

MOTION/ACTION:

Christy Larkins made a motion to approve the CHS donation request in the amount of \$5,000 and to request the organization, to the best of their ability, to direct our contribution to the Gulf Breeze community; Furthermore, funds are to be allocated from the general Charitable Funds Account. Bob Cleveland seconded the motion. Vote for approval was 8-0.

AGENDA ITEM:

Donation Request – Rally Foundation

DISCUSSION:

The Rally Foundation is a non-profit organization dedicated to funding research and providing support for families affected by childhood cancer. The Rally Foundation is seeking a donation in the amount of \$5,000 from Capital Trust Agency.

Burt Snooks asked who does the research for the Rally Foundation. Denis McKinnon replied that he does not have this information, but that, in addition to directing funds toward research, the organization raises funds to assist families undergoing childhood cancer through housing, travel expenses and others.

Deborah Roche asked if the director and the board are compensated by the foundation. Denis replied that the Director is a paid employee, but the board is strictly volunteer.

Gary Michaels asked if the funds can be directed to Gulf Breeze. Samantha Abell replied that leadership members are located in Gulf Breeze and Gulf Breeze families are affected by

childhood cancers. Samantha Abell further stated that the Rally program is in our schools and they have a Junior Rally Group. Samantha Abell stated that Gulf Breeze resident, Jeff Hendricks is personally affected by childhood cancer and supports this organization. She will ask him to write a letter of support.

MOTION/ACTION:

Bob Cleveland made a motion to approve the donation contingent upon receipt of Gulf Breeze resident Jeff Hendricks letter of support; Funds are to be allocated from the general Charitable Funds Account. Christy Larkins seconded the motion. Vote for approval was 9-0.

AGENDA ITEM:

Capital Trust Agency Financials – FYE 12/31/2023

DISCUSSION:

No discussion.

MOTION/ACTION:

No motion required.

No other formal business of the board was taken an	d the meeting adjourned at approximately 10:45 am
Minutes submitted by:	Connie Beargie, Office Administrator
Approved by:	Chris Kemp, Chairman

MINUTES OF THE CAPITAL TRUST AGENCY, INC.

The 235th meeting of the Capital Trust Agency, Inc., Gulf Breeze, Florida, was held at 315 Fairpoint Dr, Gulf Breeze, Florida and on Thursday, March 21st, 2024 at 9:30 a.m.

The following Board Members were present: Bob Cleveland (Secretary), Deborah Roche (Assistant Secretary), Bobby Potomski (Board Member), Burt Snooks (Board Member), Harry Wilder (Board Member), and Mayor Cherry Fitch (Board Member). Also attending was Denis McKinnon (Executive Director), and Connie Beargie (Office Administrator). Attending via telephone conference was Kareem Spratling (Bond Counsel), Brooke Gonzalez (Bond Counsel).

AGENDA ITEM:

Amending Resolution 1-24 – Babcock Neighborhood School, Inc.

DISCUSSION:

Denis McKinnon stated the 2018 Babcock Neighborhood School Bond program is performing as agreed. The investor has asked for clarification to the Loan Agreement and Trust Indenture language regarding the Capital Maintenance Reserve Fund Requirement. The investor has requested the Capital Maintenance Fund Requirement should be amended to describe the total projected cost of the Borrowers capital needs with respect to the Facilities as of the most recent Capital Needs Assessment or such other mount approved by the Majority Bondholder with respect to a Capital Needs Assessment Period. Furthermore, the Capital Needs Assessment Period means the five-year period commencing on September 15, 2023 and each fifth anniversary thereafter.

MOTION/ACTION:

Harrison Wilder made a motion to approve the language clarification as stated. Bobby Potomski seconded the motion. Vote for approval was 6-0.

No other formal business of the board was taken an	nd the meeting adjourned at approximately 10:00 am.
Minutes submitted by:	Connie Beargie, Office Administrator
Approved by:	Chris Kemp, Chairman

OPTIMIST CLUB OF GULF BREEZE

P.O. BOX 687 GULF BREEZE, FL 32562



March 28, 2024

Capital Trust Agency C/O Denis McKinnon 315 Fairpoint Dr Gulf Breeze, FL 32561

Re: Annual Matching Funds Award

Dear Mr. McKinnon,

The Gulf Breeze Optimist Club is a registered 501 (c) (3) non-profit, charitable organization of approximately 75 men and women who raise and distribute funds for our youth and our community. Last year, with your generous support, we raised over \$55,000 to award eleven \$5,000 scholarships.

The club is pleased to announce that it has raised \$ 15,000 in scholarship funds to go towards our matching scholarship program with Capital Trust Agency. Your matching \$15,000 will allow us to award six \$5,000 scholarships in 2023.

We thank you for your generous support of the Gulf Breeze Optimist Club Scholarship program.

Sincerely,

Deb Andrews

Scholarship Chairman

Forward. Request approvat

Josephale

6800



Monday, March 25, 2024

Dear Capital Trust Agency Board of Directors:

Thank you for the opportunity to provide this letter of appreciation and hope! My words will mimic my past correspondence, as they remain consistent with our relationship of past years. We at Gulf Breeze Rotary have repeatedly been blessed to be a part of an incredible community that considers our home and its youth worthy of our best efforts of support. And, with commendable humility, Capital Trust Agency has been an incredible partner to our city and Gulf Breeze Rotary. In that regard, our club offers our sincere appreciation to each of you for that commitment!

The purpose of this letter is to follow up with our many years of past partnering for the benefit of the Gulf Breeze Rotary Club's scholarship fundraising efforts. The benefit of this effort continues to prevail as one the top scholarship opportunities serving our Gulf Breeze High School seniors as evidenced by the numerous reports of success of the scholarship recipients. As you will recall from our past years, several whom have chosen to return to Gulf Breeze for their careers and opportunities to give back to the home that supported them!

This year's event was held on March 16, 2024, at the events home located on the grounds of our city's awesome recreation park on Shoreline Drive. Gulf Breeze Rotary respectfully request that you consider our purpose for this event and rejoin us with your commitment to provide us an accompanying grant. Please be reminded that all of the proceeds for this effort benefit the scholarship funding!

With your past most generous support we have been able to not only sustain our ability to gift student scholarships, we have been able to substantial improve our ability to create a financial base that will allow our club to facilitate annual scholarship gifting at minimum level. All the while giving us the ability to grow this campaign to accommodate the continuous increases in cost and our every growing community of Gulf Breeze. In addition to simply keeping up with the status quo, our hope is to continue our traditional support for paths to college as well as supplement additional support for those who may seek careers in a trade through appropriate trade schools.

Again, this past year we were able to award 8 scholarships valued at \$6,000.00 totaling \$48,000.00. As with any good initiative, we want to improve every year! With your continued support, we will endeavor to make improvement to this awesome program our priority! Please know that while I would like our conversations to be fresh and current, the consistency of our success and our relationship with CTA is indicative of my repetitive comments and information. We are grateful to any, and all consideration for support! As with all partnerships, your input, questions or otherwise are always welcome. I look forward to your favorable response!

Yours Truly,

Lee Brown

Gulf Breeze Rotary Club

Personal Cell 850-336-2335

Capital Trust Agency, Inc. Balance Sheet As of March 31, 2024

	Mar 31, 24
ASSETS	
Current Assets	
Checking/Savings	
1011350 · CASH IN BANK/HANCOCK BANK	272,391.27
1011910 · HANCOCK BANK OF FLORIDA 1011950 · HANCOCK BANK - MM	1,500,456.78
1011970 · HANCOCK BANK CD	161,289.65
Total Checking/Savings	1,052,591.58 2,986,729.28
Accounts Receivable	_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
1159001 · ACCOUNT RECEIVABLE	91,524.04
	91,324.04
Total Accounts Receivable	91,524.04
Other Current Assets	
1159400 · PETTY CASH	250.00
Total Other Current Assets	250.00
Total Current Assets	3,078,503.32
Other Assets	
1519000 · INVESTMENT - CTA CDE	99.00
1519010 · UNDISTRIBUTED PTR INC CTA CDE	910,712.79
Total Other Assets	910,811.79
TOTAL ASSETS	3,989,315.11
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities Accounts Payable	
2020200 · ACCOUNTS PAYABLE	6,392.72
Total Accounts Payable	6,392.72
Total Current Liabilities	6,392.72
Total Liabilities	6,392.72
Equity	
2420000 · RETAINED EARNINGS	3,621,969.69
Net Income	360,952.70
Total Equity	3,982,922.39
TOTAL LIABILITIES & EQUITY	3,989,315.11

Canital Trust Agency, Inc.

Accrual Basis

12:58 PM 04/29/24

Profit & Los October 203	Profit & Loss Budget vs. Actua October 2023 through March 2024	Actual 2024	
	Oct '23 - Mar 24	Budget	\$ Over Budget
Ordinary Income/Expense			
3611000 INTEREST INCOME	48,366.05	300.00	48,066.05
3690300 · REIMBURSEMENT INCOME	0.00	0.00	0.00
3698011 · ORIGINATION FEE INCOME	0.00	0.00	0.00
3698340 · AERO TERM - MIAMI INCOME	5,690.28	6,492.00	-801.72
	31,635.51	32,268.00	-632.49
3698700 · STONYBROOK INCOME	0.00	0.00	0.00
3698710 · WINDSOR COVE INCOME	0.00	0.00	0.00
2602700 HOLLEY NAVABE	0.00	9,366.00	0.000
3698790 · FOLLET NAVARRE 3698790 · FOLINTAINS OF HOPE 2017	0,000,00	0,000.00	0.00
3698791 · BAD DEBT - FOUNTAINS OF HOPE	0.00	-14,988.00	14,988.00
3698820 · RIVER CITY SCIENCE ACADEMY	00:00	6,006.00	-6,006.00
3698830 · TUSCAN GARDENS	00:00	13,962.00	-13,962.00
3698831 · BAD DEBT - TUSCAN GARDENS	0.00	-13,962.00	13,962.00
3698840 · GLORIETTA LTD	0.00	0.00	0.00
3698850 · TAPESTRY TALLAHASSEE	15,780.00	15,780.00	0.00
3698855 · TAPESTRY WALDEN	0.00	9,924.00	-9,924.00
3698890 · ODYSSEY CHARTER SCHOOL	7,755.00	7,758.00	-3.00
3698891 · TUSCAN GARDENS PALM COAST	0.00	17,508.00	-17,508.00
3698892 · MISSION SPRINGS	0.00	0.00	0.00
3698893 · VIERA	14,537.28	14,580.00	-42.72
3698894 · RENAISSANCE 2017	11,806.50	11,806.00	0.50
3698895 · HEATHER GLENN	0.00	0.00	0.00
3698896 · ELIM SENIOR HOUSING	11,655.00	11,802.00	-147.00
3698897 · ST JOHNS CLASSICAL ACADEMY	10,131.00	10,236.00	-105.00
3698898 · AVIVA	12,000.00	12,000.00	0.00
3698899 · PINEAPPLE COVE	8,128.00	8,262.00	-134.00
3698900 · SEASIDE	0.00	54,378.00	-54,378.00
3698901 · CORAL GARDENS	7,500.00	7,500.00	0.00

0.0% 100.0% 0.0% 0.0%

0.0% 87.7% 98.0% 0.0% 0.0%

% of Budget

0.0% 100.0% 0.0% 100.0%

0.0% 0.0% 0.0%

99.7%

0.0% 0.0%

100.0% 0.0% 98.8% 99.0% 100.0%

0.0% 100.0% 100.0% 65.9% 96.4% 0.0%

-2.04

7,500.00 45,060.00

7,500.00 29,711.50 10,057.98

3698907 · FLORIDA CHARTER EDUCATION FOUND

369890A · H-BAY MINISTRIES

3698906 · FIU UNIVERSITY BRIDGE

3698902 · BABCOCK RANCH 3698901 · CORAL GARDENS

3698905 · SOMERSET

369890B · BAD DEBT - H BAY PRROPERTIES 3698912 · PINEAPPLE COVE 2

3698914 · SUNSHINE PARAGON

0.00

10,430.00

13,842.00

7,500.00

0.0%

70.1% 50.0% 100.0% 99.2% %0.00 00.001 100.0%

-15,348.50 -24,456.00 24,456.00 -3,354.36 -3,000.00 1.50 -158.86 0.00 0.00 0.00 -17,898.00 17,898.00 7,500.00

24,456.00 11,226.00 6,000.00 9,786.00 19,060.00 9,570.00 3,750.00

7,871.64 3,000.00 9,787.50

18,901.14

20,166.00 17,898.00 -17,898.00 0.00

0.00 7,500.00

369891B · BAD DEBT - SAWGRASS

369891A · SAWGRASS

3698920 · GW REAL ESTATE LLC

3698917 - ADVANTAGE ACADEMY 3698919 · ALURA SENIOR LIVING

3698918 · ODYSSEY 2019

3698916 · RENAISSANCE 2019

3698915 · TREASURE COAST

9,570.00 3,750.00 20,166.00

Profit & Loss Budget vs. Actual October 2023 through March 2024 Capital Trust Agency, Inc.

Accrual Basis

12:58 PM 04/29/24

	Oct '23 - Mar 24	nager	† Over Budger	10 01 00 00
3698921 · FRANKLIN ACADEMIES	22,166.28	22,164.00	2.28	100.0%
- IMAGINE	8 497 50	8 496 00	1.50	100 0%
	5	00.00		70.00
•	0.00	0.00	0.00	70.0
	7,758.34	7,854.00	-95.66	98.8%
3698930 · CAD HIGH SCHOOL	00:0	7,500.00	-7,500.00	%0.0
3698931 · BAD DEBT - CAD HIGH SCHOOL	00:0	-7,500.00	7,500.00	%0.0
3698932 · CAD BROWARD COUNTY	0.00	7,500.00	-7,500.00	0.0%
	00.0	-7,500.00	7,500,00	%0 0
•	000	000	00 0	%00
		0000		0.00
•	0.00	0.00	0.00	0.0%
•	0.00	0.00	0.00	%0.0
3698938 · PEPIN ACADEMIES	7,500.00	7,500.00	0.00	100.0%
3698940 · WONDERFUL FOUNDATION	17,106.42	17,418.00	-311.58	98.2%
3698942 · LIZA JACKSON SCHOOL	7.931.28	7.932.00	-0.72	100.0%
	00 009 6	7,500,00	2,100,00	128 0%
3608046 - DISCOVEDV EDITOATION HOLDINGS	11 091 48	11 088 00	3.48	100 0%
	7 500 00	7 500 00		100.0%
	7,500.00	7,500.00	8.6	2000
3698950 - LUIZ PREPARAIORI SCHOOL	7,500.00	7,500.00	0.00	100.0%
3698952 · PINEAPPLE COVE WEST MELBOURNE	00.000	00.006,7	0.00	%0.00L
3699010 · BUILDING HOPE	24,453.46	24,744.00	-290.54	88.8%
3699020 · ACADEMIR CHARTER SCHOOL	10,737.48	24,744.00	-14,006.52	43.4%
3699030 · WONDERFUL II	8,326.83	8,970.00	-643.17	92.8%
3699040 · IMAGINE SCHOOL N MANATEE ABC&D	9,000.00	9,000.00	0.00	100.0%
3699060 · PINEAPPLE COVE LOCKMAR	7,500.00	7,500.00	0.00	100.0%
3699080 · IMAGINE SCHOOL N MANATEE C&D	0.00	0.00	0.00	%0.0
3699090 · KINGDOM DEVELOPMENT WPB	19,485.00	19,482.00	3.00	100.0%
3699110 · KINGDOM KENSINGTON VILLAS	11,997.96	12,000.00	-2.04	100.0%
3699120 · MARIE SELBY BOTANICAL GARDENS	9,483.00	9,480.00	3.00	100.0%
3699130 · LAKE OSBORNE	10,362.00	9,912.00	450.00	104.5%
3699140 · LAKE WORTH	21,044.28	21,042.00	2.28	100.0%
3699150 · TALLAHASSEE CLASSICAL SCHOOL	7,500.00	7,500.00	0.00	100.0%
3699160 · NEW SPRINGS	7,500.00	7,500.00	0.00	100.0%
3699170 · LEGENDS ACADEMY	7,500.00	7,500.00	0.00	100.0%
3699180 - IMAGINE SCHOOLS WEST MELBOURNE	8 677 50	8,676.00	1.50	100 0%
	0.00	0.00	0.00	%0.0
Total Income	610,359.15	698,860.00	-88,500.85	87.3%
Gross Profit	610,359.15	698,860.00	-88,500.85	87.3%
-	70.00	200	17 17 00	ò
5121200 · SALARY EXPENSE	105,106.83	131,454.00	-26,347.17	80.08
5121210 · MATCHING FICA & BENEFITS	7,661.66	0.00	7,661.66	100.0%
5121220 · RETIREMENT BENEFIT	10,590.10	0.00	10,590.10	100.0%
5121230 · HEALTH INSURANCE PREMIUM	16,696.59	0.00	16,696.59	100.0%
5193110 · LEGAL SERVICES	8,810.00	00.009	8,210.00	1,468.3%
5193120 · PRECLOSING EXPENSE				

Profit & Loss Budget vs. Actual October 2023 through March 2024 Capital Trust Agency, Inc.

04/29/24 Accrual Basis

12:58 PM

	Oct '23 - Mar 24	Budget	\$ Over Budget	% of Budget
5193124 · PRECLOSING · COMM/POSTAGE	50.00			
Total 5193120 · PRECLOSING EXPENSE	50.00			
5193140 · PROFESSIONAL SERVICES	50,327.65	81,468.00	-31,140.35	61.8%
5193145 · SPECIAL CONSULTANTS	12,000.00	11,250.00	750.00	106.7%
5193200 · ACCOUNTING & AUDITING	3,000.00	5,000.00	-2,000.00	%0.09
5193300 · BANK CHARGES	1,521.45	2,400.00	-878.55	63.4%
5194010 · FOOD AND TRAVEL	3,198.56	6,000.00	-2,801.44	53.3%
5194110 · COMMUNICATIONS/TELEPHONES	3,686.13	3,600.00	86.13	102.4%
5194120 · COMMUNICATIONS/POSTAGE	120.00	180.00	-60.00	%2'99
5194310 · UTILITIES	2,330.23	2,100.00	230.23	111.0%
5194610 · REPAIRS & MAINT/R & E BUILDINGS	2,285.32	7,500.00	-5,214.68	30.5%
5195100 · OFFICE SUPPLIES	1,889.69	1,200.00	69.689	157.5%
5195200 · OPERATING SUPPLIES	1,190.94	9,000.00	-7,809.06	13.2%
5195300 · OFFICE EXPENSE	218.86	00:00	218.86	100.0%
5195400 · MEMBERSHIPS, ADS & SUBSCRIPTION	9,342.07	7,200.00	2,142.07	129.8%
Total Expense	240,026.08	268,952.00	-28,925.92	89.2%
Net Ordinary Income	370,333.07	429,908.00	-59,574.93	86.1%
Other Income/Expense Other Expense 3690500 · CTA CDE PARTNERSHIP INCOME 5199100 · CHARITABLE EDUCATION FUND	-3,869.63 0.00	0.00 30,000.00	-3,869.63 -30,000.00	100.0%
5199130 · PAYMENT TO CITY OF GULF BREEZE 5200100 · CHARITABLE GIVING	0.00 13,250.00	500,000.00	-500,000.00 3,248.00	0.0% 132.5%
Total Other Expense	9,380.37	540,002.00	-530,621.63	1.7%
Net Other Income	-9,380.37	-540,002.00	530,621.63	1.7%
Net Income	360,952.70	-110,094.00	471,046.70	-327.9%