

**RESOLUTION OF CHALLENGE TO EXCELLENCE CHARTER SCHOOL
AUTHORIZATION OF PLAN OF FINANCE**

WHEREAS, Challenge to Excellence Charter School (the “Charter School”), is a Colorado nonprofit corporation and a charter public school authorized through Douglas County School District RE-1, Douglas County, Colorado (the “District”), pursuant to Sections 22-30.5-101, *et seq.*, Colorado Revised Statutes, as amended (the “C.R.S.”), and the terms and provisions of the Renewal Charter School Contract (the “Charter”), between the District and the Charter School, with requisite corporate power to own and operate educational and administrative facilities and to carry on its business as presently being conducted; and

WHEREAS, the Colorado Educational and Cultural Facilities Authority (the “Authority”) previously issued its Charter School Revenue Bonds (Challenge to Excellence Charter School Project) Series 2022 (the “Series 2022 Bonds”), issued in the original aggregate principal amount of \$6,300,000, and loaned the proceeds from the sale of the Series 2022 Bonds to C2E Building Corporation, a Colorado nonprofit corporation (the “Corporation”) for the purpose of, among other things, financing a portion of hard and soft costs incurred in the construction of certain improvements and capital projects on the Corporation’s real property and existing improvements located at 16995 Carlson Drive, Parker, CO 80134 (the “Existing Facilities”); and

WHEREAS, the Series 2022 Bonds were issued pursuant to an Indenture of Trust (the “Original Indenture”) by and between the Authority and UMB Bank, n.a., as trustee thereunder (the “Trustee”), and the proceeds therefrom were loaned to the Corporation pursuant to a Loan and Security Agreement (the “Original Loan Agreement”), by and between the Authority and the Corporation; and

WHEREAS, the Existing Facilities are leased to the Charter School pursuant to the terms and provisions of a Lease Agreement (the “Original Lease”), by and between the Corporation and the Charter School; and

WHEREAS, the Corporation proposes to have the Authority issue additional parity bonds under the Original Loan Agreement and the Original Indenture and loan the proceeds thereof to the Corporation in order to finance: (a) certain renovations, additions and improvements to the Existing Facilities, including, but not limited to 10 classrooms, two science labs, staff lounges, a conference room, restrooms and a new cafeteria (the “Series 2024 Improvements,” and together with the Existing Facilities, as improved, the “Facilities”); (b) a debt service reserve fund for the Series 2024 Bonds (defined below); (c) capitalized interest on the Series 2024 Bonds, if any; and (d) payment of costs in connection with the issuance of the Series 2024 Bonds herein described (collectively, the “Series 2024 Project”); and

WHEREAS, it is proposed that in order to finance the Series 2024 Project, the Authority will make a loan to the Corporation pursuant to a First Amendment to Loan and Security Agreement (the “First Amendment to Loan Agreement” and, together with the Original Loan Agreement, the “Amended Agreement”), by and between the Authority and the Corporation, and to fund such loan the Authority has agreed to issue its Colorado Educational and Cultural Facilities Authority Charter School Revenue Bonds (Challenge to Excellence Charter School

Project), Series 2024 (the “Series 2024 Bonds”) in the aggregate principal amount not to exceed \$6,000,000; and

WHEREAS, it is proposed that certain amendments to the Original Indenture be completed in accordance with the provisions of a First Supplemental Indenture of Trust (the “First Supplemental Indenture” and, together with the Original Indenture, the “Supplemented Indenture”), by and between the Authority and the Trustee; and

WHEREAS, it is proposed that the Original Lease be amended in accordance with a First Amendment to Lease Agreement, by and between the Corporation and the Charter School (the “First Amendment to Lease” and, together with the Original Lease, the “Amended Lease”); and

WHEREAS, it is deemed to be in the best interest of the Charter School to (i) have the Authority issue the Series 2024 Bonds and finance the Series 2024 Project, and (ii) lease the Facilities from the Corporation pursuant to the Amended Lease; and

WHEREAS, the Series 2024 Bonds will be purchased by Kansas City Financial Corporation, an affiliate of UMB Bank, n.a.; and

WHEREAS, there have been presented to this meeting a drafts of the proposed forms of the Supplemental Indenture, the First Amendment to Loan Agreement, the First Amendment to Lease, and the Tax Certificate, by and among the Authority, the Corporation and the Charter School (the “Tax Certificate”), the General and No Litigation Certificate by the Charter School (“No Litigation Certificate”), and other documents pertaining to the Series 2024 Bonds; and

WHEREAS, capitalized terms used but not defined in this resolution shall have the meanings assigned to them in the Amended Agreement, unless otherwise specified.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CHARTER SCHOOL AS FOLLOWS:

1. That the financing of the Series 2024 Project by the issuance of the Series 2024 Bonds by the Authority and the loan of the proceeds thereof from the Authority to the Corporation is hereby authorized. Any of the officers of the Charter School and members of its Board of Directors (each, an “Authorized Representative”) are hereby authorized, empowered and directed to execute any instruments and take any actions required to implement said Series 2024 Project. The Series 2024 Bonds shall be issued as fully registered bonds in a combined aggregate principal amount not to exceed \$6,000,000. In the absence of further action by the Board of Directors, the interest rate on the Series 2024 Bonds shall be a fixed rate and shall not exceed a maximum true interest cost of 8.0% and the final maturity of the Series 2024 Bonds shall not be more than forty years from their date of issuance. The principal amount, net effective interest rate per annum and final maturity of the Series 2024 Bonds shall be conclusively evidenced by the execution, in the manner hereinafter provided, of the Charter School Documents, as defined below. The School acknowledges that the Series 2024 Bonds shall be purchased by Kansas City Financial Corporation, an affiliate of UMB Bank, n.a.

2. That the forms of the First Amendment to Lease, the Tax Certificate, and the No Litigation Certificate (the "Charter School Documents") are hereby approved, ratified and confirmed, and any Authorized Representative is hereby authorized, empowered and directed to execute the Charter School Documents, in the name and on behalf of the Charter School and, thereupon cause the same to be attested by any other Authorized Representative of the Charter School, if required; that such documents are to be in substantially the forms now before or described at this meeting and hereby approved, with such changes therein as shall be approved by an Authorized Representative executing the same, their execution thereof to constitute conclusive evidence of the Charter School's approval of the Charter School Documents and any and all changes or revisions therein from the forms now before or described at this meeting; and that from and after the execution and delivery of the Charter School Documents, the officers, and such agents and employees designated by such officers of the Charter School or its Board of Directors are hereby authorized, empowered and directed to do all such acts and things and to execute, attest, acknowledge and deliver the Charter School Documents and any other documents as may be necessary to carry out and comply with the provisions of the Charter School Documents as executed, including but not limited to any and all other documents necessary or desirable in connection therewith.

3. The Charter School agrees to cooperate in relation to all actions necessary pursuant to and in accordance with Section 22-30.5-406, C.R.S. in order to have the State Treasurer make debt service payments pursuant to the State Treasurer Intercept Program for the payment of the Series 2024 Bonds.

4. The Charter School hereby determines and declares that the annual Base Rents represent the fair value of the use of the Leased Property (as such capitalized terms are defined in the Amended Lease). In making such determinations, the Charter School has given consideration to the current market value of the Leased Property, the cost of acquiring, constructing or equipping property similar to the Leased Property and the uses and purposes for which the Leased Property is being and will be used.

5. That any Authorized Representative of the Charter School is hereby appointed and authorized to execute all certificates and other closing documents which may be necessary in connection with the issuance of the Series 2024 Bonds, and any other closing agreements reasonably required in connection therewith, and all such actions and doings of said persons which are in conformity with the purposes and intent of this resolution hereby are in all respects ratified, approved and confirmed.

6. That all other acts and doings of the officers, agents and employees of the Charter School or of its Board of Directors, including but not limited to the execution of other agreements, certificates and documents, which are in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the Series 2024 Bonds, and in furtherance of the financing of the Series 2024 Project, shall be and the same hereby are in all respects ratified, approved and confirmed. Such agreements, certificates and documents shall include, but not be limited to, such agreements, certificates and documents as may be required for the Corporation to obtain the standard form of title insurance policy required pursuant to the terms of the Amended Agreement.

7. That all prior acts and doings of the officers, agents and employees or the Board of Directors of the Charter School which are in conformity with the purposes and intent of this resolution and in furtherance of the execution and performance of the documents described herein and the issuance and sale of the Series 2024 Bonds and in furtherance of the financing of the Series 2024 Project, shall be and the same hereby are in all respects ratified, approved and confirmed.

8. That Kline Alvarado Veio, P.C. shall be engaged to serve as Bond Counsel in connection with the issuance of the Series 2024 Bonds by the Authority.

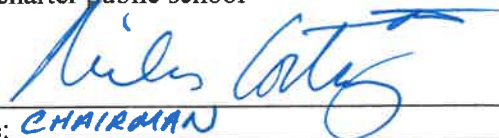
9. That if any section, paragraph, clause or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this resolution.

10. That all bylaws, orders and resolutions, or parts thereof, inconsistent herewith are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed as reviving any bylaw, order or resolution or part thereof.

11. This resolution shall be in full force and effect upon its passage and approval.

Adopted this 22nd day of October, 2024.

CHALLENGE TO EXCELLENCE CHARTER
SCHOOL,
a Colorado nonprofit corporation
and charter public school

By 
Title: CHAIRMAN

Attest:

By 
Title VICE CHAIR