

RESOLUTION OF THE BOARD OF DIRECTORS FOR CAROLINA INTERNATIONAL SCHOOL

The Board of Directors (the “Board”) for Carolina International School (the “School”), a nonprofit corporation incorporated and existing under and by virtue of the laws of the State of North Carolina, held a meeting, duly called and held pursuant to the terms of the bylaws of the School, on August 14, 2018. A quorum was present at all times.

The following resolution was adopted.

WHEREAS, the School has determined that it is in its best interest to make an application to the Public Finance Authority (the “Issuer”) for a loan for the purposes of providing funds, together with other available funds, to (1) finance and refinance the costs of acquiring, constructing, equipping, improving and operating, as applicable, land and buildings used or to be used by the School as school facilities to be located at 9545 Poplar Tent Road, Concord, North Carolina (the “Project”), (2) fund a debt service reserve fund, (3) finance the costs of interest payments during construction of the Project and (4) pay certain expenses incurred in connection with the issuance of the Bonds (as defined below); and

WHEREAS, the Issuer intends to issue its Education Revenue Bonds (Carolina International School), Series 2018A and its Taxable Education Revenue Bonds (Carolina International School), Series 2018B (collectively, the “Bonds”) in an aggregate principal amount not to exceed \$2,600,000 pursuant to an Indenture of Trust dated as of August 1, 2013 (as amended and supplemented, the “Indenture”) between the Issuer and U.S. Bank National Association as trustee (the “Trustee”) and the First Supplemental Indenture of Trust dated as of October 1, 2018 (the “First Supplemental Indenture”), between the Issuer and the Trustee; and

WHEREAS, the Issuer intends to loan the proceeds of the Bonds to the School for the purposes set forth above pursuant to a Loan Agreement dated as of August 1, 2013 (as amended and supplemented, the “Loan Agreement”) between the Issuer and the School and the First Amendment to Loan Agreement dated as of October 1, 2018 (the “First Amendment to Loan Agreement”), between the Issuer and the School and Promissory Notes affixed thereto to be dated the dates of delivery thereof (collectively, the “Notes”), from the School in favor of the Issuer and assigned to the Trustee.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

Section 1. *Approval of Bond Documents.* The forms, terms and provisions of all of the documents necessary to accomplish this transaction, including, but not limited to, the following documents (collectively, the “Bond Documents”) be, and they hereby are, approved in all respects. Drafts of the following documents were made available to the Board:

- (a) the First Supplemental Indenture;
- (b) the First Amendment to Loan Agreement;
- (c) the Notes;

(d) a Modification of Deed of Trust dated as of October 1, 2018, by and among the School, a deed of trust trustee named therein and the Issuer;

(e) a Bond Purchase Agreement to be dated on or around September 20, 2018 (the “Purchase Agreement”), among the Issuer, the School and RBC Capital Markets, LLC (the “Underwriter”); and

(f) a Preliminary Limited Offering Memorandum to be dated on or around September 5, 2018 (the Preliminary Limited Offering Memorandum”), relating to the offering of the Bonds.

The Board hereby approves the terms and conditions for issuance of the Bonds and authorizes the Chair of the Board of Directors, the Secretary of the Board of Directors and the School Director to approve any details of the financing not included in the drafts of the Bond Documents made available at the meeting, provided that the aggregate principal amount of the Bond shall not exceed \$2,600,000.

Section 2. *Execution of Bond Documents.* The Chair of the Board of Directors, the Secretary of the Board of Directors and the School Director (the “Authorized Officers”) are each hereby authorized and directed, in the name and on behalf of the School, to execute, attest, seal and deliver the Bond Documents to which the School is a party and any and all other related agreements, certificates, instruments and documents required to be executed and delivered by the School, each in such final form as the Authorized Officer executing the same deems appropriate, the execution and delivery of such documents by such Authorized Officer to be conclusive evidence that the form thereof is hereby approved.

Section 3. *Approval of Preliminary Limited Offering Memorandum and Limited Offering Memorandum.* The form, terms and content of the Preliminary Limited Offering Memorandum, in the form made available to the Board, with such changes, modifications, additions or deletions therein as to the Authorized Officers seem necessary, desirable or appropriate, is hereby authorized, approved and confirmed. The form, terms and content of a final Limited Offering Memorandum, in the form of the Preliminary Limited Offering Memorandum together with information reflecting final pricing information, is hereby authorized, approved and confirmed. The use of the Preliminary Limited Offering Memorandum and the Limited Offering Memorandum by the Underwriter in connection with the sale and marketing of the Bonds is hereby in all respects authorized, approved and confirmed.

Section 4. *Further Action.* The Authorized Officers and staff of the School, and each of them acting alone, are hereby authorized, in the name and on behalf of the School, to take or cause to be taken any and all such other action as they may determine in their discretion to be necessary or advisable or in the best interest of the School, in order to effectuate, complete and carry out the intent and purposes of the foregoing resolutions and the transactions authorized thereby.

Section 5. *Ratification of Prior Action.* All things heretofore done and all action heretofore taken by any and all officers and agents of the School in furtherance of the foregoing resolutions, but not including actions in violation of law or public policy, be, and they hereby are, ratified, confirmed and approved in all respects.

Section 6. *Effective Date.* This Resolution is effective immediately on the date of its adoption.

CERTIFICATE

The undersigned Secretary of the Board for Carolina International School hereby certifies that the foregoing is a true, correct and complete copy of a resolution adopted by a majority of the members of the Board present and voting at a meeting duly called and held on August 14, 2018, and that such resolution has not been repealed, revoked, rescinded or amended, and is in full force and effect on the date hereof.

This 14th day of August, 2018.

Sarah J. Baxter

Secretary of the Board of Directors