

**RESOLUTION DECLARING REIMBURSEMENT INTENT IN CONNECTION WITH A PROJECT
UNDERTAKEN BY INTERNATIONAL SPANISH LANGUAGE ACADEMY CHARTER SCHOOL
AND THE ISSUANCE OF TAX-EXEMPT BONDS TO PROVIDE FINANCING THEREFOR**

WHEREAS, International Spanish Language Academy (“**ISLA**”), a Minnesota nonprofit corporation (the “**Academy**”), is an organization described in Section 501(c)(3) of the Internal Revenue Code, exempt from the payment of income taxes under Section 501(a) of the Code; and

WHEREAS, the Academy has determined to undertake a project (the “**Project**”) pursuant to Minnesota Statutes, Sections 469.152 to 469.1651, as amended, consisting of the acquisition of a school facility located at 5959 Shady Oak Road, Minnetonka, Minnesota (the “**City**”); and

WHEREAS, to provide financing for the Project, ISLA Affiliated Building Company (the “**Company**”) expects to borrow proceeds of tax-exempt revenue bonds (the “**Bonds**”) and other sources of funding in an original principal amount not to exceed \$5,500,000; and

WHEREAS, the Academy will agree to make certain rental payments to the Company equal to debt service due upon the Bonds pursuant to a Lease Agreement between the Academy and the Company (the “**Lease Agreement**”); and

WHEREAS, the Academy (i) has made and will be making payment of certain costs associated with the Project in advance of the issuance of the Bonds and completion of financing, (ii) desires that proceeds of the Bonds and other sources of funding be applied to the reimbursement of any of such costs, and (iii) desires to express an official reimbursement intention with respect to all such costs to be reimbursed from the proceeds of the Bonds and other sources of funding.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE ACADEMY, AS FOLLOWS:

1. It is desirable that certain costs for or relating to the Project be incurred and paid prior to the inception of the Lease Agreement.

NEW 2. The ^{*Company*} Academy reasonably expects to reimburse the above-described costs with the proceeds of the Bonds and other sources of funding.

3. There are no Academy funds reserved, allocated on a long term basis or otherwise set aside (or reasonably expected to be reserved, allocated on a long term basis or otherwise set aside) to provide permanent financing for the expenditures related to the Project, other than pursuant to the issuance of the Bonds or other sources of funding. This resolution, therefore, is determined to be consistent with the ~~Corporation's~~ ^{*Academy's*} budgetary and financial circumstances as they exist or are reasonably foreseeable on the date hereof. *NEW*

I, the undersigned, being a duly qualified and acting officer of International Spanish Language Academy, a Minnesota nonprofit corporation, hereby certify that attached hereto is a compared, true and correct copy of a corporate resolution duly adopted on April 15, 2014, by the Board of Directors of the Academy, at a regular of the Board of Directors duly called and held, and that said resolution has not been modified, amended, rescinded or revoked and has been in full force and effect since its adoption and at all times thereafter, to and including the date hereof.

WITNESS my hand this 15 day of April, 2014.

Natalie Lebbena
Secretary Treasurer