

RESOLUTION CRA -R-2025-43

RESOLUTION APPROVING THE TOWN OF EATONVILLE COMMUNITY REDEVELOPMENT AGENCY ACQUISITION LOAN FROM THE FLORIDA COMMUNITY LOAN FUND, INC. AND PROVIDING FOR CONFLICTS, SEVERABILITY, AND AN EFFECTIVE DATE.

RESOLVED, that the actions of the Town of Eatonville Community Redevelopment Agency, a public body corporate and politic established pursuant to Chapter 163 of the Florida Statutes ("TOECRA"), which is the owner of [_____], is hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED, that the forms, terms, and provisions of the documents in connection with the Florida Community Loan Fund, Inc., a Florida not for profit corporation ("Florida Community"), mortgage loan closing are hereby in each and every respect approved, ratified, and confirmed, and each and every transaction effected or to be effected pursuant to, and in substantial accordance with, the terms of the Loan Agreement; the Promissory Note; the Mortgage and Security Agreement; the Assignment of Leases, Rents and Contract Rights; the Collateral Assignment of Construction Contract and Permits; the Assignment of Management and Service Contracts; the Completion Guaranty; the Continuing, Absolute and Unconditional Guaranty of Recourse Obligations; the Environmental Indemnity Agreement; the Further Assurance Agreement; the Adverse Change Certificate of Borrower; the Affidavit of No Liens and Possession; the Anti-Coercion Statement; the Assignment of Architect Agreement and Architect Plans and Specifications; the Assignment of Engineer's Agreement and Engineer Plans and Specifications; the Business Purposes Affidavit; the Flood Insurance Information and Insurance Acknowledgment; the UCC-1 Financing Statements; and such other documents, instruments, and agreements as contemplated thereby (collectively, the "FCLF Loan Documents"), are hereby in each and every respect authorized, approved, ratified, and confirmed; and it is further

RESOLVED, that, also in connection with the Development, the Certificate of TOECRA; the Notice of Commencement; and any and all other security agreements, guaranties, indemnities, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications in connection with the transactions referenced herein (collectively, the "Other Documents"), are hereby in each and every respect approved, ratified, and confirmed; and it is further

RESOLVED, the undersigned believe it to be in the best interest of TOECRA to enter into, consummate and carry out the obligations of TOECRA pursuant to the FCLF Documents and the Other Documents related to TOECRA, and the associated **Senior Community Center project** located in Eatonville, Florida (the "Development" or "Property"), and as more fully described on Exhibit A attached hereto which bind TOECRA, and all other related or required agreements and documents incidental thereto which bind TOECRA; and it is further

RESOLVED, that TOECRA is hereby authorized to enter into the FCLF Loan Documents and the Other Documents, as applicable, and, if applicable, to negotiate and finalize and to amend or modify such FCLF Documents to the extent any of them may deem reasonably appropriate, and to take all actions necessary in connection with the development, construction, financing, ownership, operation, or otherwise of the project as described in the FCLF Documents, and that execution and delivery of such documents in its name by ___, as

_____ of TOECRA; _____, as _____ of TOECRA; _____, as _____ of TOECRA; or any such other officer or personnel of TOECRA as may be elected or selected in accordance with the Bylaws of TOECRA, as amended from time to time (each an “Authorized Person” and collectively, the “Authorized Persons”), are hereby approved, ratified, and confirmed; and it is further

RESOLVED, that all agreements entered into, actions taken and all decisions and statements made by any officer or agent of TOECRA through the date hereof with respect to or in connection with the Development, construction, operation and ownership of the project as described in the FCLF Documents, are hereby ratified, confirmed and approved in all respects; and it is further

RESOLVED, that action by the Authorized Persons and any person or persons designated and authorized so to act by any such respective Authorized Persons, to do and perform, or cause to be done and performed, in the name and on behalf of TOECRA, or the execution and delivery, or causing to be executed and delivered, such other security agreements, financing statements, notices, requests, demands, directions, consents, approvals, waivers, acceptances, appointments, applications, certificates, agreements, supplements, amendments, further assurances or other instruments or communications, in the name and on behalf of TOECRA, as they, or any of them, may deem to be necessary or advisable in order to carry into effect the intent of the foregoing resolutions or to comply with the requirements of the instruments approved or authorized by the foregoing resolutions (including any past action) is hereby approved, ratified, and confirmed; and it is further

RESOLVED, that the execution and delivery by any Authorized Person of any of the aforesaid agreements, documents, and instruments authorized in the foregoing resolutions and the taking by any Authorized Person of any acts in any way related to the transactions contemplated by the foregoing resolutions, and such other agreements, documents, and instruments shall be conclusive evidence of such Authorized Person’s approval thereof and of such Authorized Person’s authority to execute and deliver such agreements, documents, and instruments and to take and perform such acts in the name and on behalf of TOECRA; and it is further

RESOLVED, that TOECRA certifies to Florida Community that the individuals named below represent the current appointed officers of TOECRA

1. ☐

2. ☐

RESOLVED, that TOECRA’s acquisition of the Development and the loan from Florida Community has been approved by the Town of Eatonville (the “Town”) as required under the Bylaws and comply with the requirements under Section 163.370(1)(c), Florida Statutes; and furthermore, TOECRA certifies to Florida Community that TOECRA has the requisite borrowing capacity for the loan; and it is further

RESOLVED, that TOECRA has complied or shall comply prior to the closing of the loan with all requirements set forth under Section 163.371(2), Florida Statutes; and it is further

RESOLVED, that the Town has approved [the continued existence of TOECRA pursuant to Section 163.3755(1) **OR** TOECRA to remain in existence until _____ pursuant to the charter]; and it is further

RESOLVED, that certain Interlocal Agreement between the Town of Eatonville and the Town of

Eatonville Community Redevelopment Agency, dated January 23, 2025, has been approved by the Town and is currently in effect, and TOECRA is in compliance of all terms therein; and it is further

RESOLVED, that certain Community Redevelopment Plan, dated October 25, 1997, has been approved by the Town and is currently in effect; and it is further

RESOLVED, that Florida Community and its respective successors and assigns are hereby authorized to rely upon these resolutions, and upon any certificate of any Authorized Person with respect thereto until receipt of actual written notice of the revocation thereof, and may conclusively presume that the persons designated as Authorized Persons in any certificates signed by any Authorized Person continue to hold office until actual receipt of a certificate from the [Chair/Executive Director] of TOECRA to the contrary.

Whereas NOW, THEREFORE BE IT RESOLVED BY THE TOWN OF EATONVILLE COMMUNITY REDEVELOPMENT AGENCY OF EATONVILLE, FLORIDA.

SECTION ONE: APPROVAL: The TOECRA Board of Directors will approve by resolution The Town Of Eatonville Community Redevelopment Agency Acquisition Loan From The Florida Community Loan Fund, Inc.

SECTION TWO: CONFLICTS: All Resolutions of the Town of Eatonville Community Redevelopment Agency or parts thereof in conflict with the provisions of this Resolution are to the extent of such conflict superseded and repealed.

SECTION THREE: SEVERABILITY: If any section or portion of a section of this Resolution is found to be invalid, unlawful, or unconstitutional it shall not be held to invalidate or impair the validity, force, or effect of any other section or part of this Resolution.

SECTION FOUR: EFFECTIVE DATE: This Resolution shall become effective immediately upon its passage and adoption.

CERTIFICATE OF COMPLIANCE

This is to certify that the TOECRA's Board of Commissioners has approved and adopted this Resolution 2025-43 dated 22nd, OCTOBER 2025.

PASSED AND ADOPTED this 22ND day of OCTOBER 2025.

Angie Gardner, Chair

ATTEST:

Veronica King, Town Clerk or Board Designee