

RESOLUTION NO. R-13-18

A RESOLUTION OF THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA, AMENDING AND SUPPLEMENTING RESOLUTION NO. R-6-17; AUTHORIZING A LOAN IN THE AMOUNT OF \$5,500,000.00; AUTHORIZING THE EXECUTION OF A GENERAL OBLIGATION BOND AND A LOAN AGREEMENT; PROVIDING A SEVERABILITY CLAUSE, A CONFLICTS CLAUSE AND AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

BE IT RESOLVED BY THE TOWN COMMISSION OF THE TOWN OF PALM BEACH SHORES, FLORIDA (the "Town"):

Section 1. Definitions. Terms used herein in capitalized form that are not otherwise defined have the meanings ascribed thereto in Resolution No. R-6-17. In addition, the following words and phrases shall have the following meanings when used herein:

"Authorized Signatory" means the Mayor or Vice-Mayor of the Town, and in their absence or inability to act, any Town Commissioner of the Town.

"Loan Amount" means \$5,500,000.00.

Section 2. Supplemental Resolution. This Resolution is amendatory and supplemental to Resolution No. R-6-17. The Loan Agreement and Bond referred to in Section 4 shall have the characteristics described therein, herein and in Resolution No. R-6-17. To the extent of any conflict between the terms of the Loan Agreement and Bond and the terms of Resolution No. R-6-17, the Loan Agreement and Bond shall supersede Resolution No. R-6-17.

Section 3. Amendments to Resolution No. R-6-17.

1. Section 6 of Resolution No. R-6-17 is amended as follows:

Paragraph A. is amended and restated to provide: "The Bonds shall be issued in one or more Series as determined by subsequent proceedings of the Governing Body."

Paragraphs B through J are deleted and Paragraph K is re-designated as Paragraph B.

2. Section 11 of Resolution No. R-6-17 is amended and restated to provide:

"This Resolution may be modified and amended by the Town from time to time prior to the issuance of the Bonds. Thereafter, no modification or amendment of this Resolution or of any resolution amendatory hereof or supplemental hereto may be made without the consent in writing of the owners of all of the Bonds affected thereby."

Section 4. Authorization of Transaction. In order to obtain funds to finance the Project, the Town is hereby authorized to obtain a loan (the "Loan") from and borrow from CenterState Bank, N.A. (the "Bank"), in the amount of the Loan Amount. Because of the characteristics of the transaction and the need for immediate funding, it is in the best interest of

the Town to obtain the loan through negotiation with the Bank. The Town issued a request for proposals for the Loan, and the response of the Bank was the most favorable response.

Section 5. Loan Agreement and Promissory Note. The Town is authorized to execute a Loan Agreement with the Bank and to make and deliver the Bond to the Bank. The Bond constitutes the entire issue of the Bonds authorized by Resolution No. R-6-17. The forms and terms of the Loan Agreement and Bonds shall be as set forth on Exhibit A hereto, with such changes as may be approved by the Authorized Signatory, such approval to be conclusively evidenced by the execution thereof by the Authorized Signatory. The Authorized Signatory is authorized and directed to execute the Loan Agreement and Bond and to deliver the same to the Bank in exchange for the proceeds of the Loan in the amount of \$5,500,000.00.

The obligations of the Town pursuant to the Loan Agreement and Bond will be payable from and secured solely by the sources provided for in Resolution No. R-6-17, provided, that the pledge of the Public Service Tax Revenues shall be junior and subordinate to the pledge thereof given to secure the payment of the Town's Public Service Tax Revenue Promissory Note being issued by the Town on the same date as the Bond is being issued.

The obligations of the Town pursuant to the Loan Agreement and Bond will also be secured by any unspent proceeds of the Bond, provided, however, that in the absence of an Event of Default (as defined in the Loan Agreement), there shall be no restriction on the ability of the Town to expend such proceeds on the Project.

Section 6. Severability. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable in any context, the same shall not affect any other provision herein or render any other provision (or such provision in any other context) invalid, inoperative or unenforceable to any extent whatever.

Section 7. Applicable Provisions of Law. This Resolution shall be governed by and construed in accordance with the laws of the State of Florida.

Section 8. Authorizations. All officials and employees of the Town are authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, documents, and contracts on behalf of the Town that are necessary or desirable in connection with the completion of the Loan.

Section 9. Repealer. All resolutions or parts thereof in conflict herewith are hereby repealed.

Section 10. Effective Date. This Resolution shall become effective immediately upon its passage.

DULY PASSED AND ADOPTED this 29th day of October, 2018.

ATTEST:


Evyonne Browning, Town Clerk


Myra Routzen, Mayor

(SEAL)

