

RESOLUTION NO.12-033

A RESOLUTION OF THE BOARD OF THE POLK COMMERCE CENTRE CRA ("CRA") REQUESTING A LOAN FROM POLK COUNTY, FLORIDA, TO COVER SETTLEMENT PROCEEDS; PROVIDING FOR SEVERABILITY; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the CRA was created by Polk County Ordinance 92-40 to address transportation blight within an area of approximately 3,300 acres immediately to the south of 1-4 between Lakeland and Auburndale (the "Redevelopment Area"); and

WHEREAS, on December 1, 1996, an Interlocal Funding Agreement and Note were executed by Polk County ("County") and the CRA to provide for a Non-Revolving Line of Credit from the County to the CRA, which loan was secured by a pledge of and first priority lien upon amounts deposited into the CRA Trust Fund and which Note had a Maturity Date of April 1, 2006 the (the "1996 Loan"); and

WHEREAS, because funds deposited into the CRA Trust Fund since its inception were insufficient to satisfy the outstanding balance due under the 1996 Note the County and the CRA agreed, in 2008, to extend the 1996 Loan to the Maturity Date of April 1, 2016 (the "2008 Loan"); and

WHEREAS, the CRA was sued in 2008 in the case of Clayton and Fowler v. Polk Commerce Centre CRA, Case No. 2008-CA-33946, Business Court, Ninth Judicial Circuit, Orange County, Florida (the "Litigation"), requiring the hiring of outside counsel to defend the interests of the CRA which resulted in a second loan from the County to the CRA dated November 16, 2010 (the "2010 Loan"); and

WHEREAS, a settlement of the Litigation has been proposed, however, the tax increment received by the CRA remains insufficient to pay the outstanding loans and the proposed settlement amount and the CRA is forced to request an additional loan from the County in the form of the Interlocal Funding Agreement attached as Exhibit (the "Funding Agreement") in order to fund the proposed settlement agreement attached as Exhibit "B" (the "Settlement Agreement")

NOW, THEREFORE, BE IT RESOLVED by the Board the Polk Commerce Centre Community Redevelopment Agency that

Section 1: The recitals set forth above are true and are hereby made a part of this Resolution.

Section 2: The CRA hereby requests a loan from the County upon the terms and conditions set forth in the Funding Agreement.

Section 3: Subject to the County's subsequent approval of the Settlement Agreement and the Funding Agreement, the CRA hereby approves the Settlement Agreement and

the Funding Agreement, and authorizes the Chairman to execute the Settlement Agreement, Funding agreement and the note attached thereto.

Section 4: If any provision of this Resolution is held to be illegal, invalid, or unconstitutional by a court of competent jurisdiction the other provisions shall remain in full force and effect

Section 5: This Resolution shall become effective upon adoption by the Board of the Polk Commerce Centre Community Redevelopment Agency.

ENACTED BY THE BOARD OF THE POLK COMMERCE CENTRE COMMUNITY REDEVELOPMENT AGENCY THIS 1ST DAY OF MAY, 2012.