

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF ORLANDO, FLORIDA, SUPPLEMENTING THE RESOLUTION ADOPTED ON MARCH 28, 2016 AS DOCUMENTARY NO. 160328A03 THAT CREATED A PROPERTY ASSESSED CLEAN ENERGY (PACE) PROGRAM WITHIN THE CITY OF ORLANDO TO PROVIDE A MECHANISM FOR THE FINANCING OF ENERGY CONSERVATION AND EFFICIENCY IMPROVEMENTS, RENEWABLE ENERGY IMPROVEMENTS, AND WIND RESISTANCE IMPROVEMENTS AND JOINED THE PACE PROGRAMS OF THE FLORIDA GREEN FINANCE AUTHORITY (GREEN FINANCE), THE FLORIDA PACE FUNDING AGENCY (FLORIDA PACE), AND THE GREEN CORRIDOR PACE DISTRICT (GREEN CORRIDOR); JOINING THE FLORIDA RESILIENCY AND ENERGY DISTRICT (FRED) PACE PROGRAM AND AUTHORIZING THE EXECUTION OF A LIMITED PURPOSED PARTY MEMBERSHIP AGREEMENT WITH FRED, PURSUANT TO WHICH FRED OR ITS ADMINISTRATOR(S) WILL ADMINISTER A PACE FINANCING PROGRAM FOR SUCH IMPROVEMENTS WITHIN THE MUNICIPAL BOUNDARIES OF THE CITY; AUTHORIZING AND DIRECTING CITY OFFICIALS, OFFICERS, EMPLOYEES AND AGENTS TO TAKE SUCH ACTIONS AS MAY BE NECESSARY OR DESIRABLE IN FURTHERANCE OF THE PURPOSES OF THIS RESOLUTION; AND PROVIDING FOR SEVERABILITY, CORRECTION OF SCRIVENER'S ERRORS, AND AN EFFECTIVE DATE.**

**WHEREAS**, the City of Orlando, Florida (the "City") previously adopted a Resolution on March 28, 2016 bearing documentary number 160328A03 (the "PACE Resolution"), pursuant to which the City created a Property Assessed Clean Energy (PACE) Program within the City of Orlando to provide a mechanism for the financing of Qualifying Improvements in accordance with Section 163.08, Florida Statutes (Supplemental Act), including energy conservation and efficiency improvements, renewable energy improvements, and wind resistance improvements, and joined the PACE Programs of the Florida Green Finance Authority (Green Finance), the Florida Pace Funding Agency (Florida Pace), and the Green Corridor Pace District (Green Corridor); and

**WHEREAS**, the City desires to allow an additional PACE Program provider to administer its PACE Program within the boundaries of the City of Orlando by joining the Florida Resiliency and Energy District (FRED), and entering into a Limited Purpose Party Membership Agreement with FRED, which, among other things, authorizes FRED to operate and administer a PACE program within the boundaries of the City of Orlando; and

**WHEREAS**, FRED is a separate legal entity and unit of local government, which was established by separate interlocal agreement approved on September 6, 2016 between the Town of Lake Clarke Shores, the City of Fernandina Beach and the Florida Development Finance Corporation (FDFC) (Interlocal Agreement) for the purpose of facilitating the financing of Qualifying Improvements for properties located within FRED's aggregate legal boundaries via the levy and collection of voluntary non-ad valorem assessment on improved property; and

**WHEREAS**, FRED has provided evidence to the City that: (1) its Pace Program has assembled, at its sole cost and expense, and not that of the taxpayers of Orlando, open public governance and oversight, staffing in the form of qualified third-party administration, active funding provider servicing oversight, dedicated Program counsel, and an independent institutional trustee, (2) FRED is immediately ready to commence a PACE Program in the City of Orlando for the benefit of its residents, including origination of Special Assessments for Qualifying Improvements in the City of Orlando, and (3) FRED presently has large scale funding in place and available under executed bond purchase agreements and trust indentures; and

**WHEREAS**, the availability of the PACE Program offered by the FRED (without cost to, assumption of liability by, or demand upon the credit of the City of Orlando) and the voluntary participation in the PACE Program by property owners will provide an alternative financing option to finance and repay the costs to provide and install Qualifying Improvements to property owners desiring them in Orlando; and

**WHEREAS**, the City finds that local needs and conditions reasonably warrant the establishment of FRED's PACE Program within the jurisdiction of the City as a direct and immediate means to non-exclusively implement and advance positive local economic activity, job creation, energy efficiency, renewable energy and wind resistant activities; and

**WHEREAS**, the City Council of the City of Orlando, Florida deems it to be in the best interest of the citizens and residents of the City of Orlando to authorize the appropriate City officials to execute the Limited Purpose Party Membership Agreement between FRED and the City, in an effort to provide an alternative, supplemental, and non-exclusive means to achieve, inter alia, immediate and careful local economic development, commerce and job creation, as well compelling State interests and public purposes described in the Supplemental Act.

**NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ORLANDO, FLORIDA, AS FOLLOWS:**

**SECTION 1. RECITALS.** The foregoing recitals are incorporated in this Resolution as if fully set forth herein and are approved and adopted.

**SECTION 2. DEFINITIONS** All terms used herein in capitalized form, unless otherwise defined herein, shall have the same meaning as ascribed to them in the PACE Resolution.

**SECTION 3. LIMITED PURPOSE PARTY MEMBERSHIP AGREEMENT WITH FLORIDA RESILIENCY AND ENERGY DISTRICT.** The Limited Purpose Party Membership Agreement between the City of Orlando and the Florida Resiliency and Energy District ("Party Membership Agreement"), attached hereto as Exhibit "A," and incorporated herein, is hereby approved. The Mayor and City Clerk are hereby authorized and directed to execute the Party Membership Agreement on behalf of the City. A copy of the Interlocal Agreement is attached hereto and incorporated herein, as Exhibit B. The City hereby delegates to the Mayor, or his or her designee, the discretion and authority to allow FRED to use and display the City logo for communicative purposes associated with the PACE Program. The Mayor or the Mayor's designee, Chief Administrative Officer (CAO) of the CAO's designee, and City Attorney, are hereby authorized and directed to take such actions and execute and deliver such other documents as may be necessary or desirable in furtherance of the purposes set forth herein and in the Party Membership Agreement.

**SECTION 4. AUTHORIZATION.** Through adoption of this Supplemental Resolution and execution of the Party Membership Agreement referenced in Section 3 above as provided hereunder, the City of Orlando is joining FRED's PACE Program and expressly authorizing FRED to provide its services within the City pursuant to such Agreement with the intent that it will allow FRED to facilitate, administer, implement and assist in providing Qualifying Improvements, facilitate Financing Agreements and non-ad valorem assessments only on properties subjected to same by the record owners thereof, develop markets, structures and procedures to finance same, and to take any actions associated therewith or necessarily resulting from the mission of FRED, as contemplated by the Supplemental Act as the same may be amended from time to time. All power and authority available to FRED under its Charter and general law, including without limitation, Chapters 163, 189 and 197, Florida Statutes, shall be deemed to be authorized and may be implemented by FRED within the boundaries of the City.

**SECTION 5. SCRIVENER'S ERRORS.** The City Attorney may correct scrivener's errors found in this supplemental resolution by filing a corrected copy of this resolution with the City Clerk.

**SECTION 6. SEVERABILITY.** If any provision of this supplemental resolution or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of this supplemental resolution which can be given effect without the invalid provision or application, and to this end the provisions of this supplemental resolution are severable.

**SECTION 7. EFFECTIVE DATE.** This supplemental resolution takes effect immediately upon adoption and signature of the Mayor/Mayor pro tem.

This Supplemental Resolution was passed and adopted at a meeting of the City Council of the City of Orlando, Florida on this \_\_\_\_ day of \_\_\_\_\_, 2016.

**CITY OF ORLANDO, FLORIDA**

(SEAL)

By: \_\_\_\_\_  
Mayor /Pro Tem

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

ATTEST:

\_\_\_\_\_  
Amy T. Iennaco, Interim City Clerk

Approved as to form and legality for the use  
and reliance of City of Orlando, Florida, only.

\_\_\_\_\_, 2016

\_\_\_\_\_  
Wesley C. Powell  
Assistant City Attorney, Orlando, Florida

**EXHIBIT A**

Limited Purpose Party Membership Agreement

Between

The Florida Resiliency and Energy District and the City of Orlando, Florida

**EXHIBIT B**  
INTERLOCAL AGREEMENT