

RESOLUTION NO. 2000- 192

A RESOLUTION APPROVING A JOINT PROGRAM WITH THE ONE OR MORE COUNTY HOUSING FINANCE AUTHORITIES, FOR THE ISSUANCE OF AN ISSUE OF SINGLE FAMILY MORTGAGE REVENUE BONDS TO FINANCE QUALIFYING SINGLE FAMILY MORTGAGE LOANS IN NASSAU COUNTY; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INTERLOCAL AGREEMENT WITH OTHER COUNTY HOUSING FINANCE AUTHORITIES; AND PROVIDING CERTAIN OTHER DETAILS WITH RESPECT THERETO.

WHEREAS, Sections 159.603 and 159.604, Florida Statutes, authorize the Board of County Commissioners of Nassau County, Florida (the "Governing Body"), to approve the operation of another County Housing Finance Authority (the "Issuing Authority"), within the territorial boundaries of Nassau County, and the issuance by the Issuing Authority of revenue bonds to alleviate the shortage of affordable housing and capital available for investment therein within Nassau County, Florida; and

WHEREAS, the Authority anticipates that one or more other County Housing Finance Authorities will, by resolution, authorize the issuance of Single Family Mortgage Revenue Bonds (the "Bonds") in a multi-county program involving the Issuing Authority and Nassau County; and

WHEREAS, both the Brevard County Housing Finance Authority and the Housing Finance Authority of Clay County have expressed an interest in pursuing a joint program for the issuance by the such Authority of a sufficient principal amount of the Bonds to finance qualifying single family mortgage loan programs for the Issuing Authority's County, Nassau County, and certain other counties; and

WHEREAS, such a program would benefit Nassau County and aid in alleviating a shortage of affordable housing and capital available for investment therein within Nassau County.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Nassau County, Florida, (the "Board"), this 20th day

of November 2000, a lawful quorum of which is duly assembled, as follows:

SECTION 1. The Board has found and determined and hereby declares that (a) in order to realize the economies of scale afforded by aggregating the separate single family mortgage revenue bond programs for Nassau County and the Issuing Authority, it is in the best interest of the Nassau County to authorize the Issuing Authority to issue the Bonds to finance single family mortgage loans for both the Issuing Authority's County and Nassau County which qualify under the Act and (b) in order to implement such a program, it is in the best interest of Nassau County to enter into an Interlocal Agreement with the Issuing Authority.

SECTION 2. The execution and delivery of the Interlocal Agreement, authorizing the Issuing Authority to issue its Bonds to finance qualifying single family mortgage loans in Nassau County, a proposed form of which is attached hereto as Exhibit "A" (the "Interlocal Agreement"), is hereby authorized. The form of the Interlocal Agreement attached hereto as Exhibit "A" is hereby approved, subject to such changes, insertions and omissions and such filling of blanks therein as may be approved and made in such form by the officers of the Board and the Issuing Authority executing the same, such execution and delivery to be conclusive evidence of such approval.

SECTION 3. The Chairman or Vice Chairman and the Clerk are hereby authorized and empowered to execute and deliver the Interlocal Agreement, subject to such changes, modifications, additions, deletions and substitutions as such officers executing the same shall approve, such execution to be conclusive evidence of such approval and to affix thereto or impress thereon the seal of the County.

SECTION 4. The Chairman is hereby authorized to conduct a properly advertised public hearing regarding the issuance of the Bonds as required by Section 147(f) of the Code, and to make a report to the County Commission of Nassau County of the public hearing in order that the County Commission of Nassau County can thereafter consider its approval of the issuance of the Bonds in one of more series at one or more times in a principal amount not to exceed \$75,000,000 as required by Section 147(f) of the Code.

SECTION 5. Adoption of this Resolution does not authorize or commit the expenditure of any funds of Nassau County or of the Board to pay the cost of issuance of the Bonds.

SECTION 6. The Board authorizes the application by the Issuing Authority on its behalf to the Division of Bond Finance of the State Board of Administration for bond allocation for the issuance of single family mortgage revenue bonds in an aggregate amount not to exceed \$50,000,000, which allocation may be applied to the Bonds. Notwithstanding the foregoing, it is the express desire of the Authority to participate with the Clay Authority in its 2001 single family bond program rather than the Brevard Authority, but that if the Clay Authority and the Brevard Authority mutually elect to have the Bonds issued by the Brevard Authority rather than the Clay Authority, then the authorization set forth herein shall be applicable to the Authority's participation in the Brevard Authority's Bonds.

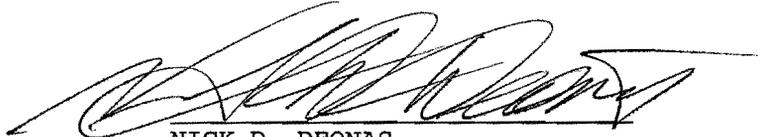
SECTION 7. All resolutions and orders or parts thereof, of the Board, in conflict herewith are, to the extent of such conflict, hereby modified to the extent of such conflict.

SECTION 8. It is found and determined that all formal actions of the Board concerning and relating to the adoption of this Resolution were taken in an open meeting of the members of the Board and that all

deliberations of the members of the Board and of its committees, if any, which resulted in such formal action were taken in meetings open to the public, in full compliance with all legal requirements.

SECTION 9. This Resolution shall become effective immediately upon its adoption.

BOARD OF COUNTY COMMISSIONERS  
NASSAU COUNTY, FLORIDA



NICK D. DEONAS  
Its: Chairman

ATTEST:



J. M. "CHIP" OXLEY, JR.  
Its: Ex-Officio Clerk

Approved as to form by the  
Nassau County Attorney:

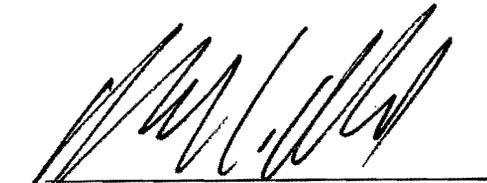
  
MICHAEL S. MULLIN

EXHIBIT A

FORM OF INTERLOCAL AGREEMENT

## INTERLOCAL AGREEMENT

THIS AGREEMENT made and entered into by and between the Housing Finance Authority of \_\_\_\_\_ County, Florida, a public body corporate and politic organized and existing under the laws of the State of Florida (hereinafter referred to as the "\_\_\_\_\_ Authority"), and Nassau County, Florida, a political subdivision organized and existing under the laws of the State of Florida (hereinafter referred to as "Nassau County").

### WITNESSETH:

WHEREAS, Part IV of Chapter 159 of the Florida Statutes authorizes the creation of Housing Finance Authorities within the State of Florida for the purpose of issuing revenue bonds to assist in relieving the shortage of housing available at prices or rentals which many persons and families can afford; and

WHEREAS, Section 159.603(1) defines the area of operation for a Housing Finance Authority as the area within the territorial boundaries of the County for which the Housing Finance Authority is created, and any area outside the territorial boundaries of such County if the governing body of the County within which such outside area is located approves; and

WHEREAS, it is mutually desirable and agreeable to the \_\_\_\_\_ Authority and the Board of County Commissioners of Nassau County (the "Board") for the \_\_\_\_\_ Authority to issue its Single Family Revenue Bonds (the "\_\_\_\_\_ Bonds") in calendar year 2001 to provide funds to originate mortgage loans within the territorial boundaries of Nassau County and to administer or provide for the administration of a loan program with respect to the portion of the proceeds of the \_\_\_\_\_ Bonds relating to demand for mortgage loans within Nassau County; and

WHEREAS, a Public Hearing was conducted by the Board on the \_\_\_ day of \_\_\_\_\_, 2001 for the purpose of considering the issuance of the \_\_\_\_\_ Bonds by the \_\_\_\_\_ Authority in an aggregate principal amount not to exceed \$[75,000,000], and the use of a portion of the proceeds thereof in Nassau County, in conformance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, and said Public Hearing disclosed no reason why the \_\_\_\_\_ Bonds should not be issued; and

WHEREAS, the Board has authorized the exercise by the \_\_\_\_\_ Authority of its powers to issue the \_\_\_\_\_ Bonds and making a portion of the proceeds thereof available for the purpose of making mortgage loans within the territorial boundaries of Nassau County; and

WHEREAS, the \_\_\_\_\_ Authority has authorized the initiation of official action for the issuance of the \_\_\_\_\_ Bonds; and

WHEREAS, a Public Hearing on the Bonds was conducted by the \_\_\_\_\_ Authority on the \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_, for the purpose of considering the issuance of the \_\_\_\_\_ Bonds by the \_\_\_\_\_ Authority in an aggregate principal amount not to exceed \$[75,000,000], in conformance with the requirements of Section 147(f) of the Internal Revenue Code of 1986, as amended, and said Public Hearing disclosed no reason why the \_\_\_\_\_ Bonds should not be issued; and

WHEREAS, pursuant to Section 143 of the Internal Revenue Code of 1986, as amended, the amount of private activity bonds, including qualified mortgage bonds, which may be issued by governmental units in any calendar year is limited, and is available for allocation to issuers within the State in accordance with Chapter 159, Part VI, Florida Statutes; and

WHEREAS, pursuant to individual interlocal agreements to be entered into between the \_\_\_\_\_ Authority and either other counties or the Housing Finance Authorities of other counties within the State of Florida, including Nassau County (collectively, the "Subsidiaries"), each of the Subsidiaries will delegate its authority to issue mortgage revenue bonds to provide funds to originate mortgage loans within the territorial boundaries of its respective county to the \_\_\_\_\_ Authority (the territorial boundaries of \_\_\_\_\_ County and the territorial boundaries of the Subsidiaries, collectively, the "Area of Operation"); and

WHEREAS, by combining the allocation amounts of the \_\_\_\_\_ Authority and the Subsidiaries, the \_\_\_\_\_ Authority will be able to provide a mechanism for participating lenders to make available mortgage loans at rates below the rates otherwise possible if any of the Subsidiaries undertook a separate issue; and

WHEREAS, the issuance of the Bonds by the \_\_\_\_\_ Authority for use in the Area of Operation will result in a wider allocation of fixed expenses and achieve certain other economies of scale that will have the effect of reducing the interest on mortgage loans that otherwise would have to be charged; and

WHEREAS, Sections 163.01, 159.608 and 125.01, Florida Statutes, authorize the \_\_\_\_\_ Authority and Nassau County to enter into this Interlocal Agreement in order to make the most efficient use of their respective powers, resources and capabilities by authorizing the \_\_\_\_\_ Authority to exercise those powers which are common to them for the purpose of issuing one or more series of the Bonds to finance qualifying single family mortgage loan programs for the entire Area of Operation.

NOW, THEREFORE, the parties agree as follows:

Section 1. Substitution of Bonds; Expenses. Nassau County hereby grants exclusive authority to the \_\_\_\_\_ Authority to issue its Single Family Mortgage Revenue Bonds for qualified single family housing developments described in the resolutions authorizing the \_\_\_\_\_ Bonds, and any such \_\_\_\_\_ Bonds issued for such qualifying housing developments in Nassau County are hereby deemed

to be in full substitution for an equivalent principal amount of Nassau County's Bonds. All revenues generated by bonds issued pursuant to this Agreement, and by the use of the proceeds thereof, will be administered by the \_\_\_\_\_ Authority or its agents and all payments due from such revenues shall be paid by the \_\_\_\_\_ Authority or its agents without further action by Nassau County.

The fees and expenses incurred by Nassau County and/or the County Attorney for Nassau County with respect to the single family mortgage revenue bond program specified in this Agreement, shall be paid from the proceeds of any bonds allocable for use in Nassau County and issued pursuant to this Agreement or from program fees contributed by participating lenders. Such fees and expenses payable from proceeds of the Bonds shall not exceed \$1.00 per \$1,000 principal amount of Bonds allocated for use in Nassau County.

Section 2. Administration. The \_\_\_\_\_ Authority hereby assumes responsibility for administering this Agreement by and through its employees, agents and officers; provided, however, that Nassau County retains and reserves its right and obligation to require reasonable reporting on programs designed for and operated within Nassau County. The \_\_\_\_\_ Authority and its agents shall provide Nassau County with such reports as may be necessary to account for funds generated by this Agreement.

The \_\_\_\_\_ Authority shall have full authority and responsibility to negotiate, validate, market, sell, issue and deliver its Bonds in such amount as the \_\_\_\_\_ Authority shall in its sole judgment determine to finance qualifying single family housing developments in Nassau County and to take such other action as may be necessary or convenient to accomplish such purpose, such bonds to be issued in one or more series as determined by the \_\_\_\_\_ Authority. All lendable proceeds of Bonds attributable to the mortgage loan demand in Nassau County shall be reserved for use in originating mortgage loans in Nassau County for an initial period of 120 days following the issuance of the Bonds.

Section 3. Program Parameters. Nassau County hereby reserves the power to establish the maximum housing prices and maximum adjusted family income for eligible borrowers in Nassau County and may exercise such at any time and from time to time. In the absence of a specific determination to the contrary, which shall be controlling and shall be evidenced by passage of a resolution of the Board, Nassau County hereby determines and agrees to the use of the maximum amounts permitted under applicable Federal and Florida law in effect from time to time. Nassau County hereby consents and agrees to the establishment by the \_\_\_\_\_ Authority of all other program parameters including, but not limited to, selection of allocations among participating lenders as may be required for any bonds issued by the \_\_\_\_\_ Authority pursuant to this Agreement.

Section 4. Term. This Agreement relating to the \_\_\_\_\_ Authority's Bonds will remain in full force and effect from the date of its execution until December 31, 20\_\_\_\_; provided that any party hereto shall have the right to terminate this Agreement upon 30 days written notice to the other party hereto. Notwithstanding the foregoing, it is agreed that this Agreement may not be terminated by any party during any period that any series of \_\_\_\_\_ Bonds issued for the benefit of Nassau County pursuant to the

terms hereof remain outstanding, or during any period in which the proceeds of such \_\_\_\_\_ Bonds issued for the benefit of Nassau County are still in the possession of the \_\_\_\_\_ Authority or its agents pending distribution, unless the parties to this Agreement mutually agree in writing to the terms of such termination. It is further agreed that in the event of termination the parties to this Agreement will provide continuing cooperation to each other in fulfilling the obligations associated with the issuance of \_\_\_\_\_ Bonds pursuant to this Agreement and the use of the proceeds derived from such issuance.

Section 5. Indemnity. The \_\_\_\_\_ Authority agrees to hold Nassau County harmless, to the extent permitted by law, from any and all liability for repayment of principal of and interest or penalty on the \_\_\_\_\_ Bonds or in connection with the approval by Nassau County of the program parameters in accordance with Section 3 of this Agreement, or in connection with the approval rendered by Nassau County pursuant to Sections 159.603 and 159.604, Florida Statutes. The \_\_\_\_\_ Authority agrees to pay out of the funds derived from the \_\_\_\_\_ Bonds or from any other source available to the \_\_\_\_\_ Authority for any audits to be performed on the Program and for any fees or expenses that are expended to assist the underwriters of the \_\_\_\_\_ Bonds or any other broker, dealer or municipal securities dealer in complying with the provisions of Rule 15c2-12 of the Securities and Exchange Commission. The \_\_\_\_\_ Authority agrees that any offering circular or official statement approved by and used in marketing the \_\_\_\_\_ Bonds and the \_\_\_\_\_ Bonds will include a statement that Bondholders may not look to Nassau County for payment of the \_\_\_\_\_ Bonds and interest or premium thereon, and that any approvals rendered by Nassau County shall not be construed as a recommendation by it to prospective investors to purchase the \_\_\_\_\_ Bonds.

Section 6. Counterparts. This Agreement may be executed in multiple counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties to this Agreement have caused their names to be affixed hereto by the proper officers thereof as of the \_\_\_ day of \_\_\_\_\_, 2001.

HOUSING FINANCE AUTHORITY OF  
\_\_\_\_\_ COUNTY, FLORIDA

(SEAL)

By \_\_\_\_\_  
Chairman

ATTEST:

By \_\_\_\_\_  
Secretary-Treasurer

BOARD OF COUNTY COMMISSIONERS OF  
NASSAU COUNTY, FLORIDA

(SEAL)

By \_\_\_\_\_  
Chairman

ATTEST:

By \_\_\_\_\_  
(Deputy) Clerk

STATE OF FLORIDA        ]  
  ] SS.  
COUNTY OF \_\_\_\_\_ ]

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2001, by \_\_\_\_\_ and \_\_\_\_\_, the \_\_\_\_\_ and \_\_\_\_\_ of the Housing Finance Authority of \_\_\_\_\_ County, Florida, on behalf of the Authority. They are personally known to me or who have produced \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
\_\_\_\_\_  
(print name)  
Notary Public  
My Commission expires: \_\_\_\_\_

