

**RESOLUTION NO. 2023-052**

**A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF SOUTHWEST RANCHES, FLORIDIA, AUTHORIZING THE ISSUANCE OF AN EXTENSION TO ITS EMERGENCY LINE OF CREDIT REVOLVING NOTE, AUTHORIZING THE ISSUANCE OF A TAXABLE NOTE, AND INCREASING THE MAXIMUM PRINCIPAL AMOUNT THEREOF FROM \$10,000,000 TO \$20,000,000; AUTHORIZING THE TOWN TO ENTER INTO AN AGREEMENT EXTENDING AND AMENDING LINE OF CREDIT AGREEMENT WITH TD BANK, N.A.; AND PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, the Town Council of the Town of Southwest Ranches, Florida (the “Town”) previously entered into a Line of Credit Agreement (the “Agreement”) with TD Bank, N.A. (the “Bank”), providing for the issuance of a not to exceed \$10,000,000 Emergency Line of Credit Revolving Note (the “Note”); and

**WHEREAS**, the Town has requested that the Bank extend the Agreement and the maturity of the Note from May 23, 2023 to May 23, 2028, as provided in Section 16 of the Note, to increase the not to exceed amount of the Note from \$10,000,000 to \$20,000,000 and to authorize the issuance of a taxable note for draws that cannot be issued on a tax-exempt basis; and

**WHEREAS**, the Bank has agreed to such request.

**NOW, THEREFORE, BE IT RESOLVED**, by the Town Council of the Town of Southwest Ranches, Florida.

**SECTION 1. ADOPTION OF RECITALS.** The above-referenced recitals are true and correct, and are incorporated herein by reference.

**SECTION 2. AUTHORITY FOR RESOLUTION.** This Resolution is adopted pursuant to the provisions of Article VIII, Section 2 of the Constitution of the State of Florida, Chapter 166, Florida Statutes, the Charter of the Town of Southwest Ranches, Florida, and other applicable provisions of law (the “Act”). The Town has ascertained and hereby determined that the enactment of this Resolution is necessary to carry out the powers, purposes and duties expressly provided in the Act, that each and every matter and thing as to which provision has been made herein is necessary in order to carry out and effectuate the purposes of the Town in accordance with the Act and to carry out and effectuate the plan and purpose of the Act, and that the powers of the Town are herein exercised in accordance with the provisions of the Act and in furtherance of the purposes of the Town.

**SECTION 3. AUTHORIZATION OF AGREEMENT EXTENDING AND AMENDING LINE OF CREDIT AGREEMENT AND FIRST AMENDMENT TO NOTE.** Subject and pursuant to the provisions of this Resolution, the Town is hereby

authorized to enter into the Agreement Extending and Amending Line of Credit Agreement (the "Extension Agreement") in substantially the form attached hereto as Exhibit "A," and the First Amendment to Note and Taxable Note are hereby authorized to be issued as provided in the Extension Agreement.

**SECTION 4. NOTES NOT TO BE GENERAL INDEBTEDNESS OF THE TOWN.** The Note, as amended by the First Amendment to Note (the "Tax-Exempt Note"), and the Taxable Note (collectively with the Tax-Exempt Note, the "Notes") are special obligations of the Town and are payable solely in the manner and to the extent set forth in this Resolution. There are hereby pledged for the payment of the principal of, and premium if any, and interest on, the Notes in accordance with the terms and the provisions of this Resolution, the Pledged Revenues. The Notes shall not be or constitute a general obligation of the Town within the meaning of the Constitution of the State of Florida but shall be payable from and secured solely by the Town's pledge of the Pledged Revenues (as defined in the Agreement), and by the covenant of the Town to budget and appropriate Legally Available Non-Ad Valorem Revenues (as defined in the Agreement) in the manner and to the extent herein, in the Line of Credit Agreement and in the Notes provided. No Holder shall ever have the right to compel the exercise of the ad valorem taxing power of the Town or taxation in any form on any real or personal property to pay the Notes or the interest thereon, nor shall any Holder be entitled to payment of such principal or interest from any other funds of the Town other than the Pledged Revenues or Legally Available Non-Ad Valorem Revenues, all in the manner and to the extent herein, in the Line of Credit Agreement and in the Notes provided. The Holders shall have no lien upon any real or tangible personal property of the Town.

**SECTION 5. AWARD OF FIRST AMENDMENT TO NOTE AND TAXABLE NOTE BY NEGOTIATED SALE.** Because of the nature of the First Amendment to Note and the Taxable Note, the maturity of the First Amendment to Note and the Taxable Note and the prevailing market conditions, the negotiated sale of the First Amendment to Note and the Taxable Note to the Bank on the terms set forth in the form of Extension Agreement, First Amendment to Note and Taxable Note attached hereto, is hereby found to be in the best interest of the Town.

**SECTION 6. MODIFICATION, AMENDMENT OR SUPPLEMENT.** This Resolution may be modified, amended or supplemented by the Town from time to time prior to the Town entering into the Extension Agreement. Thereafter, no modification, amendment or supplement of this Resolution, or of any resolution amendatory hereof or supplemental hereto, may be made without the written consent of the Bank.

**SECTION 7. GENERAL AUTHORITY.** The Governing Body hereby authorizes the Mayor, Town Administrator or Town Financial Administrator, Town Attorney and Town Clerk to execute such other documents as may be necessary to effect the borrowing contemplated by this Resolution.

**SECTION 8. BANK QUALIFIED BONDS.** The Governing Body hereby authorizes the Town Administrator and Town Financial Administrator to designate any

draw on the Tax-Exempt Note, as a "bank qualified obligation" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

**SECTION 9. SAVINGS CLAUSE.** If any section, paragraph, sentence, clause or phrase of this Resolution shall, for any reason, be held to be invalid or unenforceable, that decision shall not affect the validity of the remaining sections, paragraphs, sentences, clauses or phrases of this Resolution.

**SECTION 10. CONFLICTS.** All resolutions or parts thereof which conflict herewith are, to the extent of such conflict, superseded and repealed.

**SECTION 11. EFFECTIVE DATE.** This Resolution shall be effective immediately upon its adoption.

PASSED AND ADOPTED by the Town Council of the Town of Southwest Ranches, Florida, this 8<sup>th</sup> day of June, 2023 on a motion by Chm Jablonski and seconded by Chm Kuczynski.

Breitkreuz	<u>yes</u>	Ayes	<u>5</u>
Allbritton	<u>yes</u>	Nays	<u>0</u>
Hartmann	<u>yes</u>	Absent	<u>0</u>
Jablonski	<u>yes</u>	Abstaining	<u>0</u>
Kuczynski	<u>yes</u>		

ATTEST:

Russell C. Muniz  
Russell C. Muniz, Assistant Town Administrator/Town Clerk

Steve Breitkreuz, Mayor

APPROVED AS TO FORM and Correctness:

Keith M. Poliakoff  
Keith M. Poliakoff, J.D., Town Attorney  
1001.2333.01

**EXHIBIT "A"**

**FORM OF AGREEMENT EXTENDING AND AMENDING  
LINE OF CREDIT AGREEMENT**