

RESOLUTION NO. 17-04-29

A RESOLUTION OF THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA, APPROVING AMENDMENT #5 TO THE LOAN AGREEMENT FOR STATE REVOLVING FUND LOAN PROGRAM PROJECT NUMBER WW882020 BETWEEN THE VILLAGE AND THE STATE OF FLORIDA, DEPARTMENT OF ENVIRONMENTAL PROTECTION; ESTABLISHING PLEDGED REVENUES; DESIGNATING AUTHORIZED REPRESENTATIVES; PROVIDING FOR ISSUANCE FEES AND TRANSACTION COSTS; PROVIDING FOR AUTHORITY AND EXECUTION; AND PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, Florida Statutes authorizes loans to local government agencies to finance the construction of wastewater and water pollution control facilities (the “State Revolving Fund” or “SRF”); and

WHEREAS, pursuant to the adoption of Resolution No. 12-09-82, Islamorada, Village of Islands (the “Village”) entered into a Loan Agreement with the Florida Department of Environmental Protection (“FDEP”) to include financing of pre-construction and construction activities in the Remaining Service Areas (RSA) with a disbursable loan amount in FY 2012-2013 of \$26,194,014.00; and

WHEREAS, the Village Council of Islamorada, Village of Islands (the “Village Council”) approved and adopted Resolution No. 13-03-10, thereby amending the Loan Agreement to increase the disbursable loan amount in FY 2012-2013 for wastewater construction activities in the RSA by \$20,000,000.00 to \$46,194,014.00; and

WHEREAS, the Village Council approved and adopted Resolution No. 13-12-97, thereby amending the Loan Agreement to increase the disbursable loan amount in FY 2013-2014 for wastewater construction activities in the RSA by \$25,000,000.00 to \$71,194,014.00; and

WHEREAS, the Village Council approved and adopted Resolution No. 14-04-23, thereby amending the Loan Agreement to increase the disbursable loan amount in FY 2013-2014 for wastewater construction activities in the RSA by \$6,000,000.00 to \$77,194,014.00; and

WHEREAS, the Village Council approved and adopted Resolution No. 15-12-116 thereby amending the Loan Agreement to increase the disbursable loan amount in FY 2015-2016 from \$77,194,014.00 to \$87,590,090.00; and

WHEREAS, the Village and FDEP desire to further amend the Loan Agreement, (Amendment #5 attached as Exhibit "1" hereto) to finalize the project costs, decrease the loan amount to \$83,343,090.00, adjust the total service fee for the loan to \$1,666,862.00 and establish the amount for accrued capitalized interest at \$4,034,212.08; and

WHEREAS, the Village Council finds that approval of Amendment #5 to the Loan Agreement is in the best interests of the Village and its residents.

NOW THEREFORE, BE IT RESOLVED BY THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA AS FOLLOWS:

Section 1. **Recitals.** The above recitals are true and correct and are incorporated herein by reference.

Section 2. **Approving Amendment #5 to the Loan Agreement.** The Village Council hereby approves Amendment #5 to the Loan Agreement establishing the total amount to be repaid by the Village at \$89,044,164.08, which consists of \$83,343,090.00 disbursed to the Village, \$4,034,212.08 of accrued capitalized interest and \$1,666,862.00 of service fee charges.

Section 3. **Authorization to Amend Loan Agreement.** The Village Council hereby authorizes Amendment #5 to the Clean Water State Revolving Fund Loan Agreement Number

WW882020 between the Village and FDEP with such non-material changes as may be acceptable to the Village Manager and approved as to form and legality by the Village Attorney.

Section 4. **Pledged Revenues.** The revenues pledged for repayment of the loan are wastewater non-ad valorem assessments (adopted pursuant to Village Resolution Nos. 11-06-38 and 11-07-47), gross revenues derived yearly from the operation of the sewer system constructed by the Project after payment of the operation and maintenance expenses, one-cent local government infrastructure sales surtax proceeds approved for extension of the levy through December 31, 2033 by a voter referendum in November 2012, and excess funds periodically deposited into a dedicated rate stabilization fund (established pursuant to the recommendations of the Village's 2013 Wastewater Rate Study). To secure the payment of the Village's obligations to FDEP under the Loan Documents, the Village shall budget and appropriate from the wastewater non-ad valorem assessments and available gross revenues an amount sufficient to pay all amounts due to FDEP in the applicable budget year.

Section 5. **Authorization of Village Officials.** The Village Manager is hereby designated as the authorized Village representative to provide the assurances and commitments required by the State Revolving Fund, the Loan Agreement, and any Amendments to the Loan Agreement. The Village Manager is authorized and directed to deliver the necessary loan amendment documents (the "Loan Documents") to apply for and borrow the funds from FDEP. The Village Manager, the Mayor and the Village Attorney are each authorized and directed to execute any and all certifications and other agreements or any other documents required by FDEP as a prerequisite or precondition to making the loan in the Loan Documents and any such representation made therein shall be deemed to be made on behalf of the Village.

Section 6. Execution of Documents. The Mayor is hereby designated as authorized representative of the Village to execute the Loan Documents, which will become a binding obligation in accordance with its terms when signed by both parties. The Village Manager is authorized to represent the Village in carrying out the Village's responsibilities under the Loan Documents. The Village Manager is authorized to delegate responsibility to appropriate Village staff to carry out technical, financial, and administrative activities associated with the Loan Documents.

Section 7. Legal Authority for Borrowing Funds. The Village's legal authority for borrowing moneys, issuing bonds, notes or other obligations to finance the cost to construct this Project is pursuant to the Florida Constitution; the Village's Home Rule Authority; Chapter 166, Florida Statutes; the Village's Charter; the Village Code, Ordinances and Resolutions, and the applicable laws of the State of Florida.

Section 8. Issuance Fees and Transaction Costs. The Village authorizes the payment of issuance fees and transaction costs from legally available sources in connection with the execution and delivery of the Loan Agreement.

Section 9. Effective Date. This Resolution shall become effective immediately upon its passage and adoption.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

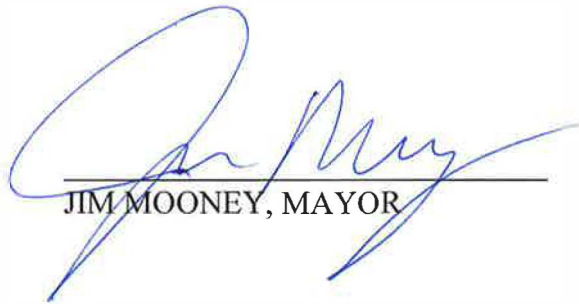
Motion to adopt by Councilwoman Deb Gillis; seconded by Councilman Mike Forster.

FINAL VOTE AT ADOPTION

VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS

Mayor Jim Mooney	YES
Vice Mayor Chris Sante	YES
Councilman Mike Forster	YES
Councilman Deb Gillis	YES
Councilman Cheryl Meads	YES

PASSED AND ADOPTED THIS 20TH DAY OF APRIL, 2017.



JIM MOONEY, MAYOR

ATTEST:



KELLY TOOTH, VILLAGE CLERK

APPROVED AS TO FORM AND LEGALITY FOR THE
USE AND BENEFIT OF ISLAMORADA, VILLAGE OF ISLANDS:



ROGET V. BRYAN, VILLAGE ATTORNEY

**STATE REVOLVING FUND
AMENDMENT 5 TO LOAN AGREEMENT WW882020
ISLAMORADA, VILLAGE OF ISLANDS**

This amendment is executed by the STATE OF FLORIDA DEPARTMENT OF ENVIRONMENTAL PROTECTION (Department) and ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA, (Local Government) existing as a local government agency under the laws of the State of Florida. Collectively, the Department and the Local Government shall be referred to as "Parties" or individually as a "Party".

The Department and the Local Government entered into a State Revolving Fund Loan Agreement, Number WW882020, as amended, authorizing a Loan amount of \$87,590,090, excluding Capitalized Interest; and

The Loan Amount, Semiannual Loan Payment amount, Loan Service Fee, and Project costs need adjustment to reflect actual costs; and

Certain provisions of the Agreement need to be revised.

The Parties hereto agree as follows:

1. The Loan amount is hereby reduced by \$4,247,000, and the adjusted total disbursed amount for this loan is \$83,343,090.

2. The Loan Service Fee is reduced by \$84,940, and the adjusted total service fee for this Loan is \$1,666,862. The fee represents two percent of the Loan amount excluding Capitalized Interest; that is, two percent of \$83,343,090. Interest shall accrue on the Loan Service Fee at the Financing Rate, or rates, set for the Loan until the fee is paid.

3. The total amount to repay by the Local Government is \$89,044,164.08, which consists of \$83,343,090.00 disbursed to the Local Government, \$4,034,212.08 of accrued Capitalized Interest and \$1,666,862.00 of service fee charges.

4. The total amount remaining to repay on the Loan is \$87,166,949, which amount accounts for the Department's receipt of one Semiannual Loan Payment and consists of the following:

(a) The unpaid principal of the original loan of \$27,572,680.82 and the unpaid service fee charge of the original loan of \$523,880.00 both at a Financing Rate of 2.44 percent per annum (the interest rate is 1.22 percent per annum, and the Grant Allocation Assessment rate is 1.22 percent per annum).

(b) Amendment 1 unpaid principal of \$20,372,107.37 and unpaid service fee charge of \$400,000.00 both at a Financing Rate of 2.19 percent per annum (the interest rate is 1.095 percent per annum, and the Grant Allocation Assessment rate is 1.095 percent per annum).

(c) Amendment 2 unpaid principal of \$25,474,949.48 and unpaid service fee charge of \$500,000.00 both at a Financing Rate of 3.03 percent per annum (the interest rate is 1.515 percent per annum, and the Grant Allocation Assessment rate is 1.515 percent per annum).

(d) Amendment 3 unpaid principal of \$6,001,733.87 and unpaid service fee charge of \$120,000.00 both at a Financing Rate of 2.96 percent per annum (the interest rate is 1.48 percent per annum, and the Grant Allocation Assessment rate is 1.48 percent per annum).

(e) Amendment 4 unpaid principal of \$6,078,615.46 and unpaid service fee charge of \$122,982.00 both at a Financing Rate of 2.36 percent per annum (the interest rate is 1.18 percent per annum, and the Grant Allocation Assessment rate is 1.18 percent per annum).

5. The Semiannual Loan Payment amount, adjusted to account for repayments received to date, is hereby revised and shall be in the amount of \$2,860,406.22. Such payments shall be received by the Department on July 15, 2017 and semiannually thereafter on January 15 and July 15 of each year until all amounts due hereunder have been fully paid.

6. Subsection 2.03(1) is hereby deleted and replaced as follows:

(1) The financial assistance authorized pursuant to this Loan Agreement consists of the following:

State Resources Awarded to the Local Government Pursuant to this Agreement Consist of the Following Resources Subject to Section 215.97, F.S.:					
State Program Number	Funding Source	CSFA Number	CSFA Title or Fund Source Description	Funding Amount	State Appropriation Category
Original Agreement	Wastewater Treatment and Stormwater Management TF	37.077	Wastewater Treatment Facility Construction	\$83,343,090	140131

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

7. Project Costs are revised as follows:

The Local Government and the Department acknowledge that changes in Project costs may occur as a result of an audit. Unless this Agreement is amended subsequent to an audit, the following Project disbursements shall be final.

CATEGORY	PROJECT COST(\$)
Administrative Allowance	1,820,199.00
Construction and Demolition	77,094,611.00
Technical Services During Construction	4,428,280.00
SUBTOTAL (Total Disbursed)	83,343,090.00
Capitalized Interest	4,034,212.08
TOTAL (Loan Principal Amount)	87,377,302.08

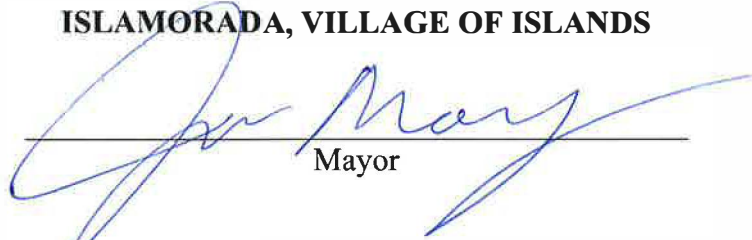
8. All other terms and provisions of the Loan Agreement shall remain in effect.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

This Amendment 5 to Loan Agreement WW882020 may be executed in two or more counterparts, any of which shall be regarded as an original and all of which constitute but one and the same instrument.

IN WITNESS WHEREOF, the Department has caused this Agreement to be executed on its behalf by the Secretary or Designee and the Local Government has caused this Agreement to be executed on its behalf by its Authorized Representative and by its affixed seal. The effective date of this Agreement shall be as set forth below by the Department.

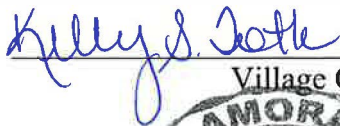
for
ISLAMORADA, VILLAGE OF ISLANDS



Mayor

Attest:

Approved as to form and legal sufficiency:

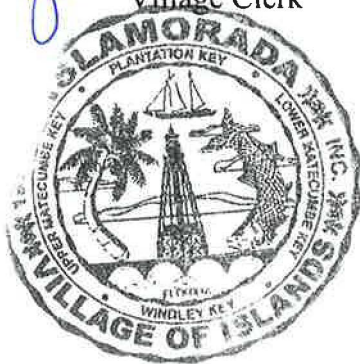


Village Clerk



Village Attorney

SEAL



for
STATE OF FLORIDA
DEPARTMENT OF ENVIRONMENTAL PROTECTION



Secretary or Designee



Date