

RESOLUTION NO. 21- 18

RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA APPROVING AN AMENDMENT TO THAT JOINDER TO INTERLOCAL AGREEMENT WHICH JOINDER AUTHORIZED THE ISSUANCE OF BONDS BY THE FLORIDA DEVELOPMENT FINANCE CORPORATION FOR PURPOSES OF FINANCING CERTAIN PROJECTS, A PORTION OF WHICH ARE TO BE LOCATED IN PINELLAS COUNTY, FLORIDA; PROVIDING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of County Commissioners of Pinellas County, Florida (the “Board”), executed that certain Joinder to Interlocal Agreement dated as of September 23, 1997, as recorded with the Clerk of the Circuit Court of Pinellas County (the “Joinder”), thereby joining and agreeing to be bound by the terms and provisions of that certain Interlocal Agreement between Orange County, Florida and Florida Development Finance Corporation (“FDFC”) dated as of April 12, 1994 (the “Orange Interlocal,” and together with the “Joinder,” collectively the “Interlocal Agreement”), which is attached hereto as Exhibit A; and

WHEREAS, the Joinder provides that the authority of FDFC to issue bonds for projects located within Pinellas County, Florida (the “County”) shall be limited to bonds issued in an amount not to exceed \$1,200,000, and further that the Board reserves the right to approve the issuance of bonds by FDFC in the County; and

WHEREAS, Waste Pro USA, Inc. (the “Borrower”) has requested the issuance of FDFC’s Solid Waste Disposal Revenue Bonds (Waste Pro USA, Inc. Project), Series 2021 (the “Bonds”), to provide financing for the acquisition, construction and equipping of solid waste disposal facilities located throughout the State of Florida and used in connection with the disposal, conversion, or reclamation of solid waste (collectively, the “Project”); and

WHEREAS, the Project will be financed as part of an ongoing plan of financing for eligible capital projects to be used as solid waste facilities including, but not limited to, the Borrower's facilities located in Pinellas County, Florida at 5170 126th Avenue N, Clearwater, Florida 33760 (the "Pinellas County Facilities"); and

WHEREAS, the Borrower anticipates that Bond proceeds in an amount not to exceed \$1,200,000 will be utilized to finance or refinance improvements to the Pinellas County Facilities which improvements include, but are not limited to, the purchase of new collection vehicles and/or repairs to existing collection vehicles, solid waste collection containers and compactors, and related machinery and equipment; and

WHEREAS, the Board desires to clarify that the First Amendment to the Joinder to Interlocal Agreement limits the FDFC to issue bonds within Pinellas County at a total amount of \$1,200,000 per project, and is not limited to that amount for total overall bond issues outside Pinellas County, and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF PINELLAS COUNTY, FLORIDA:

Section 1. Approval and Authorization of Execution of the First Amendment to Joinder. The Board hereby approves the First Amendment to Joinder to Interlocal Agreement in substantially the form attached hereto as Exhibit B.

Section 2. Approval of Bonds. Solely for the purposes of the Joinder as amended herein, the Board hereby approves the issuance of the proposed Bonds by FDFC and the use of proceeds in an amount not to exceed \$1,200,000 for the purposes of financing that portion of the Project that includes the Pinellas County Facilities.

Section 3. Limitation. The Bonds approved hereunder and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of Pinellas

County, the State of Florida or any political subdivision or agency thereof but shall be payable solely from the revenue pledged therefor pursuant to a loan agreement and/or other financing agreement entered into by FDFC prior to or contemporaneously with the issuance of the Bonds. The approval given herein is solely for the purposes of the Joinder as amended herein, and shall not be construed as an approval of any zoning application or any regulatory permit required in connection with such Project nor creating any vested rights with respect to any land use regulations, and this Board shall not be construed by virtue of its adoption of this Resolution to have waived, or be estopped from asserting, any authority or responsibilities it may have in that regard. Additionally, the approval granted herein shall not be construed as approval by the Board of the financial feasibility of the Project or of any financial matters with respect to the Project, the Borrower or the Bonds.

Section 4. Interpretation. All restrictions or resolutions or portions thereof in conflict herewith are, to the extent of such conflict, hereby superseded.

Section 5. Effective Date. This resolution shall take effect immediately upon its adoption.

In a regular meeting duly assembled on the 9th day of March, 2021,
Commissioner Peters offered the foregoing Resolution and moved its adoption,
which was seconded by Commissioner Long, and upon roll call the vote was:

AYES: Justice, Gerard, Long, Peters, and Seel.

NAYS: None.

Absent and not voting: Eggers and Flowers.

APPROVED AS TO FORM
By: Donald S. Crowell
Office of the County Attorney

EXHIBIT A

JOINDER TO INTERLOCAL AGREEMENT

INST # 97-294369
OCT 10, 1997 10:20AM

PINELLAS COUNTY FLA.
OFF.REC.BK 9868 PG 680

JOINDER TO INTERLOCAL AGREEMENT

WHEREAS, Orange County, Florida, and the Florida Development Finance Corporation have heretofore entered into that certain Interlocal Agreement, dated as of April 12, 1994 (the "Interlocal Agreement"), providing for the activation of the Florida Development Finance Corporation (the "FDFC"), pursuant to the provisions of the Florida Development Finance Corporation Act of 1993, Chapter 98-187, Laws of Florida (the "Act"); and

WHEREAS, the Act and the Interlocal Agreement provide that any other public agency (as defined in the Act) may enter into an Interlocal Agreement in order to permit the FDFC to function within the corporate limits of such public agency; and

WHEREAS, Pinellas County, a public agency as defined in the Act, desires that the FDFC function within the jurisdictional limits of Pinellas County;

NOW, THEREFORE, Pinellas County hereby joins in the Interlocal Agreement and agrees to be bound by all the terms and provisions thereof; provided, however, that the authority of FDFC to issue bonds for projects located in Pinellas County shall be limited to bonds issued in an amount not to exceed \$1,200,000.00 and provided further that Pinellas County reserves the right to approve or reject the issuance of any bonds issued by FDFC in Pinellas County. Pinellas County further agrees to file an executed copy of this joinder, together with a copy of the Interlocal Agreement, with the Clerk of the Circuit Court of Pinellas County.

IN WITNESS WHEREOF, Pinellas County has caused this Joinder to Interlocal Agreement to be executed for the uses and purposes therein expressed on this 23rd day

PINELLAS COUNTY FLA.
OFF.REC.BK 9868 PG 681

of September, 1997.

ATTEST:
KARLEEN F. DeBLAKER, CLERK

PINELLAS COUNTY, FLORIDA, by and
through its Board of County Commissioners

By: Deloris R. Barnes
Deputy Clerk

By: Robert B. Stewart
Chairman

[seal]

APPROVED AS TO FORM:

[Signature]
Office of the County Attorney

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Robert B. Stewart
Deloris R. Barnes, Chairman, Pinellas County Board of County
Commissioners, to me personally known, and acknowledged before me that he/she is the
person who signed the above and foregoing Joinder to Interlocal Agreement for the uses
and purposes therein contained.

WITNESS my hand and seal of my office, at Clearwater, Pinellas County,
Florida, this 29th day of September, 1997.



Peter A. Makriannes, Jr
MY COMMISSION # CC573996 EXPIRES
July 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC

[Signature]
Notary Public

G:\USERS\ATTY\ATYKB11\BONDS\FDFC '97

HOLD OVER FOR
BOARD RECORDS

EXHIBIT B

FIRST AMENDMENT TO JOINDER TO INTERLOCAL AGREEMENT

**FIRST AMENDMENT TO
JOINDER TO INTERLOCAL AGREEMENT**

THIS FIRST AMENDMENT TO JOINDER TO INTERLOCAL AGREEMENT is being entered into as of this 9 day of March, 2021 by and between **FLORIDA DEVELOPMENT FINANCE CORPORATION**, a public body corporate and politic created by the Florida Development Finance Corporation Act, Chapter 288, Part X, Florida Statutes (“FDFC”) and **PINELLAS COUNTY, FLORIDA** (the “County”).

WHEREAS, the Board of County Commissioners of Pinellas County, Florida (the “Board”) joined in that certain Interlocal Agreement, dated as of April 12, 1994 between FDFC and Orange County, Florida and agreed to be bound by all the terms and provisions thereof by that certain Joinder to Interlocal Agreement, dated September 23, 1997 (the “Joinder”); and

WHEREAS, the Joinder expressly limits the principal amount of bonds issued by FDFC pursuant to the Joinder to \$1,200,000 or less; and

WHEREAS, Waste Pro USA, Inc. (the “Borrower”) has requested the issuance of FDFC’s Solid Waste Disposal Revenue Bonds (the “Bonds”) for the purpose of financing the acquisition, construction and equipping of solid waste disposal facilities located throughout the State of Florida and used in connection with the disposal conversion, or reclamation of solid waste (the “Project”); and

WHEREAS, the Project will be financed as part of an ongoing plan of financing for eligible capital projects to be used as solid waste facilities including, but not limited to, the Borrower’s facilities located in Pinellas County, Florida at 5170 126th Avenue N, Clearwater, Florida 33760 (the “Pinellas County Facilities”); and

WHEREAS, the Borrower anticipates that Bond proceeds in an amount not to exceed \$1,200,000 will be utilized to finance or refinance improvements to the Pinellas County Facilities which improvements include, but are not limited to, the purchase of new collection vehicles and/or repairs to existing collection vehicles, solid waste collection containers and compactors, and related machinery and equipment; and

WHEREAS, the Board desires to clarify that the First Amendment to the Joinder to Interlocal Agreement limits the FDFC to issue bonds within Pinellas County at a total amount of \$1,200,000 per project, and is not limited to that amount for total overall bond issues outside Pinellas County, and

WHEREAS, FDFC has requested that the Board approve the issuance of the Bonds so that the Bonds may be issued in compliance with the provisions of the Joinder; and

WHEREAS, based on the foregoing, the Board has determined it to be in the best interests of its citizens and residents that the Joinder be amended as set forth in Section 1 below.

NOW THEREFORE, based on the foregoing and for other good and valuable consideration, the parties do hereby agree as follows:

Section 1. Amendment to the Joinder. The fourth paragraph to the Joinder is hereby amended and restated in its entirety as follows:

“NOW THEREFORE, Pinellas County hereby joins in the Interlocal Agreement and agrees to be bound by all the terms and provision thereof; provided, however, that the authority of FDFC to issue bonds for projects located in Pinellas County shall be limited to projects in an amount not to exceed \$1,200,000 and provided further that Pinellas County reserves the right to approve or reject the issuance of any bonds issued by FDFC in Pinellas County.”

Section 2. Approval of Issue. Notwithstanding the foregoing, the bonds to be issued for the benefit of Waste Pro USA, Inc. and as approved by the Board pursuant to Resolution No. 21- 18 may be issued in an amount not to exceed \$110,000,000.

Section 3. Remaining Terms and Provisions. Except as hereby amended, all provisions and conditions in the Joinder remain in full force and effect.

IN WITNESS WHEREOF, the Board has caused this First Amendment to Joinder to Interlocal Agreement to be executed for the uses and purposes therein expressed on this 9 day of March, 2021.



BOARD OF COUNTY COMMISSIONERS
OF PINELLAS COUNTY, FLORIDA

Dave Eggus

Its: Chairman

ATTEST:

Richard Caputo

Its: Clerk of the Circuit Court and Comptroller

APPROVED AS TO FORM

APPROVED AS TO FORM

By: Donald S. Crowell

Office of the County Attorney

By: _____