RESOLUTION NO. 26-019

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF MANATEE COUNTY, FLORIDA PROVIDING ITS CONSENT TO THE FLORIDA DEVELOPMENT FINANCE CORPORATION RELATIVE TO THE ISSUANCE OF REVENUE BONDS ON BEHALF OF WASTE PRO USA, INC.; PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS (THE "BOARD") OF MANATEE COUNTY, FLORIDA:

WHEREAS, the Florida Development Finance Corporation (the "Issuer") was created by the Florida Development Finance Corporation Act, Chapter 288, Part VIII, Florida Statutes (the "Act") which provides, in part, that the Issuer may issue bonds to finance and refinance projects for the benefit of Florida businesses to enhance the economic development of the State of Florida (the "State"), provided that the Issuer has entered into an interlocal agreement with the local governmental agency in which the project will be located; and

WHEREAS, the Issuer and Manatee County, Florida (the "County") have previously entered into an Interlocal Agreement, dated May 19, 1998, a copy of which is attached hereto as Exhibit "A," which permits the Issuer to issue bonds to finance and refinance projects located within the jurisdictional limits of Manatee County, subject to the Board's reserved right to consent to each such project; and

WHEREAS, the Issuer has received an application on behalf of Waste Pro USA, Inc., on behalf of itself and one or more affiliates (collectively, the "Borrower") requesting the issuance of its Solid Waste Disposal Revenue Bonds (Waste Pro USA, Inc. Project) from time to time, in one or more tax-exempt or taxable series (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, in an aggregate principal amount not to exceed $362,500,000 (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 Manatee County, Florida at the following locations:

10540 Portal Crossing, Bradenton, Florida 34211

7291 15th Street E, Bradenton, Florida 34343

(collectively, the "Manatee County Facilities"); and

WHEREAS, the Borrower anticipates that a portion of the proceeds of the Bonds in an aggregate principal amount not to exceed $50,000,000 will be utilized to finance or refinance improvements to the Manatee County Facilities which improvements include, but are not limited

to, the purchase of new (and/or repairs or improvements to existing) collection vehicles, solid waste collection containers and compactors, and other related machinery, equipment, land, buildings, and property used for the collection, storage, treatment, utilization, processing, or final disposal of solid waste; and

WHEREAS, as a result of the anticipated economic benefits associated with the Project, the issuance of Bonds for the purposes of financing and refinancing the Project is deemed to be in the best interests of the citizens of the County.

NOW THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Manatee County, Florida as follows:

Section 1. Recitals. The foregoing recitals are true and correct and are hereby incorporated herein by reference.

Section 2. Consent to Issuance of the Bonds. Based upon the foregoing, and pursuant to the terms of the Interlocal Agreement, the Board hereby consents to the issuance by the Issuer of the Bonds for the purposes of financing the Project.

Section 3. Limitation. The issuance of the Bonds approved hereunder and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of the County, the State 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 the Issuer prior to or contemporaneously with the issuance of the Bonds. The approval given herein shall not be construed as an approval of any zoning application or any regulatory permit required in connection with the Project, nor creating any vested rights with respect to any land use regulations, and the County 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 either the Project, the Borrower, or the Bonds.

Section 5. Repealing Clause. All restrictions or resolutions or portions thereof in conflict herewith are, to the extent of such conflict, hereby superseded and repealed.

Section 6. Effective Date. This resolution shall take effect immediately upon its adoption.

ADOPTED WITH A QUORUM PRESENT AND VOTING THIS 7th **DAY OF** April **, 2026.**

MANATEE COUNTY, FLORIDA
BOARD OF COUNTY COMMISSIONERS

BY: _____
Chairperson

ATTEST: ANGELINA COLONNESO
CLERK OF THE CIRCUIT COURT AND COMPTROLLER
By: _____
Deputy Clerk

EXHIBIT A

INTERLOCAL AGREEMENT

INTERLOCAL AGREEMENT

This Interlocal Agreement dated this 19 day of May, 1998, is made by and between MANATEE COUNTY, FLORIDA, hereinafter referred as the "County," and the FLORIDA DEVELOPMENT FINANCE CORPORATION, hereinafter referred to as the "FDFC."

WHEREAS, the Legislature of the State of Florida (Legislature) adopted the Florida Development Finance Corporation Act of 1993 (Act); and

WHEREAS, the Legislature determined that it was necessary, in order to achieve the purposes of the Act, to create a special development finance authority to cooperate and act in conjunction with public agencies of Florida's state and local governments through interlocal agreements pursuant to the Florida Interlocal Cooperation Act of 1969 as amended (Interlocal Act), in the promotion and advancement of projects related to economic development throughout Florida; and

WHEREAS, Manatee County and the FDFC wish to achieve the purposes set forth in Section 288.9602, Florida Statutes; and

WHEREAS, pursuant to the Act the FDFC was created, with the power to function for any purposes of the Act within the corporate limits of any public agency once it has entered into an interlocal agreement with that public agency; and

WHEREAS, the County desires to enter into an interlocal agreement with the FDFC to allow the FDFC to act within the corporate limits of Manatee County.

NOW, THEREFORE, Manatee County and the FDFC agree as follows:

Section 1. Authorization to Act

Manatee County and the FDFC agree that the FDFC will have the full right, power and authority to exercise all powers set forth in the Act within the County's corporate limits; provided, however, that the Board of County Commissioners of Manatee County reserves the right to consent to each project to be financed within the jurisdictional limits of Manatee County, and to adopt and amend policies applicable to obtaining the consent required herein. The current policies are provided in Exhibit 1 attached hereto. Changes in the policies shall be provided to FDFC.

Section 2. Costs and Indebtedness

FDFC will be solely responsible for all indebtedness, liabilities, costs or expenses of the FDFC as permitted pursuant to the Act. Manatee County will not be responsible for any indebtedness, liabilities, costs or expenses of the FDFC.

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Bonds, notes or other indebtedness issued or insured by FDFC:

a. will not constitute and will not be construed as a debt, liability, or obligation of Manatee County, the State of Florida, or any subdivision thereof;

b. will not constitute and will not be construed as a pledge of the faith and credit or any taxing power of Manatee County or the State of Florida or any subdivision thereof; and

c. will be limited obligations of the FDFC payable solely from and secured by a pledge of payments made by the FDFC and other funds provided therefor;

d. will not reference in any context, except for geographic purposes, the political subdivision of the State of Florida known as Manatee County on or within said bond, note or other form of indebtedness.

Section 3. Notification to County

The FDFC shall notify the Manatee County Administrator and the Manatee County Economic Development Council of the Manatee Chamber of Commerce, within twenty (20) days of receipt of an application for financing pursuant to the Act for projects located in Manatee County.

Section 4. FDFC Operations

FDFC will be responsible for administering its own affairs pursuant to the Act and this Agreement and will not be required to obtain any further approval, consent or authorization from Manatee County, except as the Act or any other provision of applicable law or this Agreement may provide.

Section 5. Effective Date of Agreement

This Agreement is effective upon being filed with the Clerk of the Circuit Court of Manatee County, as required by law.

Section 6. Duration of Agreement

The term of this Interlocal Agreement will be for a one year period and shall automatically be renewed each year for an additional one year period unless the County or the FDFC provide written notice to the other party that the party wishes to terminate the Agreement. If that notice has been provided, this Agreement will terminate on or before sixty (60) days from the receipt of the notice.

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Section 7. Severability

If any one or more of the sections of this Agreement are held to be contrary to any express provision of law or contrary to any policy of express law, although not expressly prohibited, contrary to any express provision or provision of public policy or for any reason held invalid, then those sections will be null and void and will be deemed separate from any other sections of this Agreement.

IN WITNESS WHEREOF, Manatee County and FDFC have caused this Agreement to be executed by their duly authorized representatives.

FLORIDA DEVELOPMENT FINANCE CORPORATION

By: David Franklin

Date: May 12, 1998

STATE OF Florida §
COUNTY OF Orange §

SWORN TO AND SUBSCRIBED before me this 12th day of May, 1998 by David Franklin,

✓ who is personally known to me or

____ who produced _____ as identification.

Donna Simmerson
Signature of Notary Public

Donna Simmerson
(Print name of notary public.)

I am a notary public of the State of Florida, and my commission expires on 11/28/99

Commission # CC 562375

Donna Simmerson
Notary Public

Donna M. Simmerson
Notary Public, State of Florida
Commission No. CC 512375
My Commission Expires 11/28/99
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

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ATTEST: R. B. SHORE

By: Susan F. Romine BC
Clerk of the Circuit Court

BOARD OF COUNTY COMMISSIONERS
OF MANATEE COUNTY, FLORIDA

By: Patricia M. Glass
Chairman

Date: 5/19/98

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MANATEE COUNTY, FLORIDA
POLICIES GOVERNING CONSENT TO ISSUANCE
OF FLORIDA DEVELOPMENT FINANCE CORPORATION BONDS
FOR MANATEE COUNTY PROJECTS

The Board of County Commissioners of Manatee County, Florida, reserves the right to review each application for financing through the Florida Development Finance Corporation (FDFC) and provide consent to issuance based upon the best interests of the County. The determination shall be based upon review of the FDFC application and such other information as may be requested or provided by the applicant for such financing and shall include, but not be limited to consideration of:

1. Environmental impacts.

2. Jobs created.

3. Relationship to economic development programs (e.g., location in enterprise zone, employment programs, etc.)

4. Additional economic impacts (use of County services and resources).

5. Nature of commitments owners and developers of the project are prepared to make to secure the representations of benefits to Manatee County (existing contracts, pledges to include County enterprises in solicitation for goods and services for the development and operation of the project, historical performance of company, etc.).

6. Impact on public services and facilities (the ability of the County to provide necessary services and facilities, utilities, etc.).

7. Consistency with the County's land development code and the likelihood of obtaining zoning and land use and development approvals.

8. Any other matter having an impact upon the County or State.

The County Administrator is directed to provide procedures for the review of applications, including coordination of the review with the Economic Development Council of the Manatee Chamber of Commerce and the Florida Development Finance Corporation.

Manatee County Government shall not be responsible for reviewing the financial feasibility of the project, that being the sole responsibility of FDFC and the private sector.

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R.B. SHORE CLERK OF CIRCUIT COURT MANATEE COUNTY FL

EXHIBIT 1