

RESOLUTION NO. 2001-76

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF SOUTHWEST RANCHES, FLORIDA AUTHORIZING THE ISSUANCE OF A NOT TO EXCEED \$2,800,000 TOWN OF SOUTHWEST RANCHES, FLORIDA, PROMISSORY NOTE IN FAVOR OF REPUBLIC SECURITY BANK FOR THE PURPOSE OF ACQUIRING LAND; APPROVING THE EXECUTION AND DELIVERY OF LOAN DOCUMENTS; PROVIDING FOR THE REPAYMENT OF SUCH PROMISSORY NOTES FROM CERTAIN AVAILABLE REVENUES OF THE TOWN OF SOUTHWEST RANCHES, FLORIDA; PROVIDING FOR CERTAIN OTHER MATTERS IN CONNECTION WITH THE DELIVERY OF SUCH PROMISSORY NOTES; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, it is necessary for the Town of Southwest Ranches to borrow an amount not to exceed \$2,800,000 for the purpose of acquiring that certain parcel of land identified in Resolution No. 2001-54; and

WHEREAS, the Town Council has elected to sign a promissory note in favor of Republic Security Bank.

NOW, THEREFORE, BE IT RESOLVED by the Town Council of the Town of Southwest Ranches, Florida, as follows:

Section 1. That the Mayor, Town Administrator and Town Attorney of the Town of Southwest Ranches, a municipal corporation organized and validly existing under the laws of the State of Florida (the "Town"), are hereby authorized and directed to execute and deliver the necessary loan documents (the "Loan Documents") to borrow an amount not to exceed \$2,800,000 from Republic Security Bank (the "Bank") under a promissory note (the "Note") for the purpose of acquiring that certain parcel of land identified in Resolution No. 2001-54, such borrowing to be on the terms described in Option 3 of the proposal of the Bank dated April 24, 2001, attached as Exhibit "A" (the "Proposal Letter"); with execution thereof being conclusive evidence of such approval.

Section 2. To secure the payment of all of the Town's obligations to the Bank under the Note, the Town is authorized to pledge to the Bank the Town's revenues received from franchise fees and utility taxes and the earnings thereon under the Loan Documents and subject to the provisions of Exhibit "A".

Section 3. To further secure the payment of all of the Town's obligation to the Bank under the Note, the Town shall annually budget and appropriate from available non-ad valorem revenues an amount sufficient to pay all amounts due to the Bank under the Note in the applicable budget year under the Loan Documents and subject to the provisions of Exhibit "A".

Section 4. Approval of Loan Agreement. The Town hereby approves the form and content of the Loan Agreement by and between the Town and the Bank, presented at this meeting and attached hereto as Exhibit "B," including the form of Note attached to the Loan Agreement as Exhibit "1" thereto. The Mayor, Town Administrator and Town Attorney are hereby authorized to execute and deliver the Loan Agreement on behalf of the Town, in substantially the form presented at this meeting, with such changes, modifications, deletions and insertions as the Mayor, Town Administrator and Town Attorney may deem necessary and appropriate, such execution and delivery to be conclusive evidence of the approval thereof by the Town.

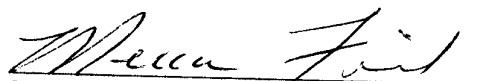
Section 5. Award of Note by Negotiated Sale. Because of the nature of the Note, the maturity of the Note and the prevailing market conditions, the negotiated sale of the Note to the Bank in substantial accordance with the Bank's Proposal Letter is hereby found to be in the best interests of the Town. Provided, however, that the provisions of this Resolution and the Loan Agreement shall control to the extent of any conflict with the Proposal Letter.

Section 6. That the Mayor, Town Administrator and Town Attorney are each authorized and directed to execute any and all certifications or other agreements or any other documents required by the Town Council 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 Town. All action taken to date by the officers of the Town in furtherance of the issuance of the Notes and the making of the loan is hereby approved, confirmed and ratified.

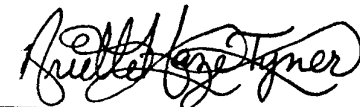
Section 7. That no such Loan Document shall be executed until the Town shall have received all disclosure information required by Chapter 218, Florida Statutes.

Section 8. This Resolution shall become effective upon its passage and adoption.

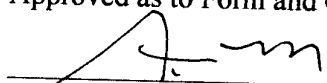
PASSED AND ADOPTED by the Town Council of the Town of Southwest Ranches, Florida, this 12th day of July 2001.


Mecca Fink, Mayor

Attest:


Arielle Haze Tyner, Town Clerk

Approved as to Form and Correctness:


Gary A. Poliakoff, J.D., Town Attorney