

**FLORIDA GREEN  
FINANCE AUTHORITY**

**REGULAR BOARD MEETING  
MARCH 3, 2022  
2:00 P.M.**

**AGENDA**  
**FLORIDA GREEN FINANCE AUTHORITY**  
Town of Lantana  
500 Greynolds Circle  
Lantana, Florida 33462  
**1-877-402-9753 Access Code 2236281**  
**REGULAR BOARD MEETING**  
March 3, 2022  
2:00 p.m.

- A. Call to Order
- B. Proof of Publication.....Page 1
- C. Establish Quorum
- D. Additions or Deletions to Agenda
- E. Comments from the Public for Items Not on the Agenda
- F. Approval of Minutes
  - 1. December 2, 2021 Regular Board Meeting.....Page 2
- G. Status/Program Update – Information Report.....Page 7
  - a. Residential
  - b. Commercial
- H. Old Business
- I. New Business
  - 1. Consider Resolution No. 2022-01 – Authorizing Non-Residential PETROS PACE Documents....Page 15
- J. Administrative Matters
- K. Board Member Comments
- L. Adjourn

## Miscellaneous Notices



Published in The Palm Beach Post on February 23, 2022

### Location

Palm Beach County, Florida

### Notice Text

NOTICE OF REGULAR BOARD MEETING OF FLORIDA GREEN FINANCE AUTHORITY NOTICE IS HEREBY GIVEN that the Board of Supervisors ("Board") of the Florida Green Finance Authority ("Authority") will hold a Regular Board Meeting on March 3, 2022, at 2:00 P.M. (EST) at the Town of Lantana located at 500 Greynolds Circle, Lantana, Florida 33462. The purpose of this meeting is to conduct any business coming before the Board. The meeting is open to the public and will be conducted in accordance with the provisions of Florida law. A copy of the Agenda for this meeting may be obtained from the Authority's website or by contacting the Authority Manager at 561-630-4922 and/or toll free at 1-877-737-4922 prior to the meeting. Such meeting will involve the use of Communications Media Technology. Members of the public may attend and participate in the meeting from the Actual Meeting Location, as well as Remote Meeting Locations. Said locations where members of the public may attend and participate are as follows: Palm Beach County, FL: Town of Lantana (Actual Meeting Location) 500 Greynolds Circle Lantana, FL 33462 Brevard County, FL: City of Satellite Beach City Hall (Remote Meeting Location) Council Chambers 565 Cassia Boulevard Satellite Beach, FL 32937 Escambia County, FL: Whibbs Conference Room (Remote Meeting Location) City of Pensacola City Hall, 1st Floor 222 West Main Street Pensacola, FL 32502 (2:00 P.M. Eastern/1:00 P.M. Central) Pasco County, FL: City of Zephyrhills City Hall (Remote Meeting Location) 2nd Floor Conference Room 5335 8th Street Zephyrhills, FL 33542 If any person decides to appeal any decision made with respect to any matter considered at this meeting, such person will need a record of the proceedings and such person may need to ensure that a verbatim record of the proceedings is made at his or her own expense and which record includes the testimony and evidence on which the appeal is based. In accordance with the provisions of the Americans with Disabilities Act, any person requiring special accommodations or an interpreter to participate at this meeting should contact the Authority Manager at 561-630-4922 and/or toll free at 1-877-737-4922 at least seven (7) days prior to the date of the meeting. Meetings may be cancelled from time to time without advertised notice FLORIDA GREEN FINANCE AUTHORITY [www.flgfa.org](http://www.flgfa.org) 2-23/2022

**MINUTES  
FLORIDA GREEN FINANCE AUTHORITY  
REGULAR BOARD MEETING  
DECEMBER 2, 2021**

**A. Call to Order**

District Manager Andrew Karmeris called the December 2, 2021, Regular Board Meeting of the Florida Green Finance Authority to order at 2:06 p.m. in the Council Chambers at the Town of Mangonia Park Municipal Center, 1755 East Tiffany Drive, Mangonia Park, FL 33407.

**B. Proof of Publication**

Proof of publication was presented showing that notice of the Regular Board Meeting had been published in the *Palm Beach Post*, *Pensacola News Journal* and *Tampa Tribune* on November 22, 2021, as legally required.

**C. Establish Quorum**

A quorum was established with the following Supervisors present:

<b>Supervisor</b>	<b>Jurisdiction</b>	
Chairman Ken Metcalf	Town of Mangonia Park	Present
Supervisor Nicole Dritz	Town of Lantana	Present
Wayne Messam	Town of Miramar	Present (arrived at 2:17pm)
Dave Robau	City of Pensacola	Present (via telephone)
Gail Hamilton	City of Zephyrhills	Present (via telephone)

Others present at the meeting included:

<b>Staff Member</b>	<b>Company/Agency</b>
Andrew Karmeris	Special District Services
Mitty Barnard	Davis & Associates, P.A.
William Capko	Lewis, Longman & Walker, P.A.

Others appearing by phone included:

<b>Staff Member</b>	<b>Company/Agency</b>
Erin Deady	Petros Partners
Chelsey Olsen	Renew Financial

**D. Additions or Deletions to Agenda**

Addition of Appointment of Vice Chair to New Business Item #3 Amending Resolution 2021-06 Reorganization of the Board.

There was a **motion** made by Supervisor Dritz, seconded by Chairman Metcalf, to approve the agenda as amended. The Board was polled:

<b>Supervisor</b>	<b>Jurisdiction</b>	<b>Vote</b>
Chairman Ken Metcalf	Town of Mangonia Park	Yes
Supervisor Nicole Dritz	Town of Lantana	Yes
Wayne Messam	Town of Miramar	Not present for vote*
Dave Robau	City of Pensacola	Yes
Gail Hamilton	City of Zephyrhills	Yes

The **motion** carried 4-0.

\*Supervisor Messam had not yet arrived to the meeting.

**E. Comments from the Public for Items Not on the Agenda**

There were no comments from the Public for Items Not on the Agenda

**F. Approval of Minutes****a. September 2, 2021 Regular Board Meeting & Public Hearing**

There was a **motion** made by Supervisor Dritz, seconded by Chairman Metcalf, to approve the minutes of the September 2, 2021 Regular Board Meeting & Public Hearing, as presented. The Board was polled:

<b>Supervisor</b>	<b>Jurisdiction</b>	<b>Vote</b>
Chairman Ken Metcalf	Town of Mangonia Park	Yes
Supervisor Nicole Dritz	Town of Lantana	Yes
Wayne Messam	Town of Miramar	Not present for vote*
Dave Robau	City of Pensacola	Yes
Gail Hamilton	City of Zephyrhills	Yes

The **motion** carried 4-0.

\*Supervisor Messam had not yet arrived to the meeting.

## **G. Status/Program Update – Information Report**

### **a. Residential**

Ms. Chelsey Olsen provided a program update by reviewing the materials in the agenda package. She then presented the Marketing Program Update and State and Federal Legislation update as

### **b. Commercial**

Ms. Erin Deady also provided an update on State and Federal legislation regarding Commercial PACE.

## **H. Old Business**

There were no Old Business items to be addressed.

## **I. New Business**

### **1. Consider Resolution No. 2021-07 – Adopting a Fiscal Year 2020/2021 Amended Budget**

Mr. Andrew Karmeris introduced Resolution 2021-07:

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE FLORIDA GREEN FINANCE AUTHORITY AUTHORIZING AND ADOPTING AN AMENDED FINAL FISCAL YEAR 2020/2021 BUDGET (“AMENDED BUDGET”), PURSUANT TO CHAPTER 189, FLORIDA STATUTES; AND PROVIDING AN EFFECTIVE DATE.**

Supervisor Dritz had a question about the miscellaneous line item and what makes up those expenses. Mr. Karmeris stated he would check the records and send Supervisor Dritz the answer.

There was a **motion** made by Supervisor Dritz, seconded by Supervisor Messam, to approve Resolution No. 2021-07, Adopting a Fiscal Year 2020/2021 Amended Budget, as presented. The Board was polled:

<b>Supervisor</b>	<b>Jurisdiction</b>	<b>Vote</b>
Chairman Ken Metcalf	Town of Mangonia Park	Yes
Supervisor Nicole Dritz	Town of Lantana	Yes
Wayne Messam	Town of Miramar	Yes
Dave Robau	City of Pensacola	Yes
Gail Hamilton	City of Zephyrhills	Yes

The **motion** carried 5-0.

## **2. Consider Approval of Auditor Renewal – Berger, Toombs, Elam, Gaines & Frank**

Mr. Andrew Karmeris introduced the Auditor Renewal letter for Fiscal Years 2021 and 2022:

There was a **motion** made by Supervisor Messam, seconded by Supervisor Dritz, to approve Berger, Toombs, Elam, Gaines & Frank to perform the audits for Fiscal Years 2021 and 2022, as presented. The Board was polled:

<b>Supervisor</b>	<b>Jurisdiction</b>	<b>Vote</b>
Chairman Ken Metcalf	Town of Mangonia Park	Yes
Supervisor Nicole Dritz	Town of Lantana	Yes
Wayne Messam	Town of Miramar	Yes
Dave Robau	City of Pensacola	Yes
Gail Hamilton	City of Zephyrhills	Yes

The **motion** carried 5-0.

## **3. Consider Nomination and Appointment of Vice Chair – Amending Resolution No. 2021-06 – Reorganizing the Board of Supervisors.**

Mr. Andrew Karmeris introduced the item and request to amend Resolution 2021-06 to address a vacancy in the Vice Chair seat since the Board reorganized at the prior meeting.

There was a **motion** made by Supervisor Messam to appoint Nicole Dritz as Vice Chair, seconded by Chairman Metcalf. The Board was polled:

<b>Supervisor</b>	<b>Jurisdiction</b>	<b>Vote</b>
Chairman Ken Metcalf	Town of Mangonia Park	Yes
Supervisor Nicole Dritz	Town of Lantana	Yes
Wayne Messam	Town of Miramar	Yes
Dave Robau	City of Pensacola	Yes
Gail Hamilton	City of Zephyrhills	Yes

The **motion** carried 5-0.

## **J. Administrative Matters**

There were no Administrative matters to discuss.

## **K. Board Member Comments**

Chair Metcalf wished everyone Happy Holidays.

## **L. Adjournment**

The meeting was adjourned at 3:32 p.m. after a **motion** by Chairman Metcalf, and a second by Supervisor Messam. The **motion** carried 5-0.

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Chairman/Vice Chair

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Secretary/Asst. Secretary





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## INFORMATION REPORT

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**DATE:** MARCH 3, 2022

**FGFA PROGRAM:** RENEWPACE – PROPERTY ASSESSED CLEAN ENERGY PROGRAM

**PURPOSE:**

- I. UPDATE ON RENEWPACE RESIDENTIAL PROGRAM
- II. UPDATE ON MARKETING EFFORTS
- III. UPDATE ON STATE AND FEDERAL LEGISLATION
- IV. UPDATE ON ENROLLED JURISDICTIONS
- V. UPDATE ON TAX COLLECTOR AGREEMENTS

**BOARD MEMBERS:**

CHAIR KEN METCALF, TOWN OF MANGONIA PARK  
VICE CHAIR NICOLE DRITZ, TOWN OF LANTANA  
DAVE ROBAU, CITY OF PENSACOLA  
GAIL HAMILTON, CITY OF ZEPHYRHILLS  
COURTNEY BARKER, CITY OF SATELLITE BEACH  
WAYNE MESSAM, CITY OF MIRAMAR

**Background:**

RenewPACE is a Program of the Florida Green Finance Authority (the “Authority”) designed to offer communities, property owners and capital providers a multitude of options for investing in community improvements that save both energy and money. The Authority Board of Supervisors (“Board”) is being asked to hear or consider several items for the RenewPACE residential program, as well as administrative items related to the management of the Authority:

**Discussion:**

- I. UPDATE ON RENEWPACE RESIDENTIAL PROGRAM

*Program Application Statistics (as of 02/10/2022)*

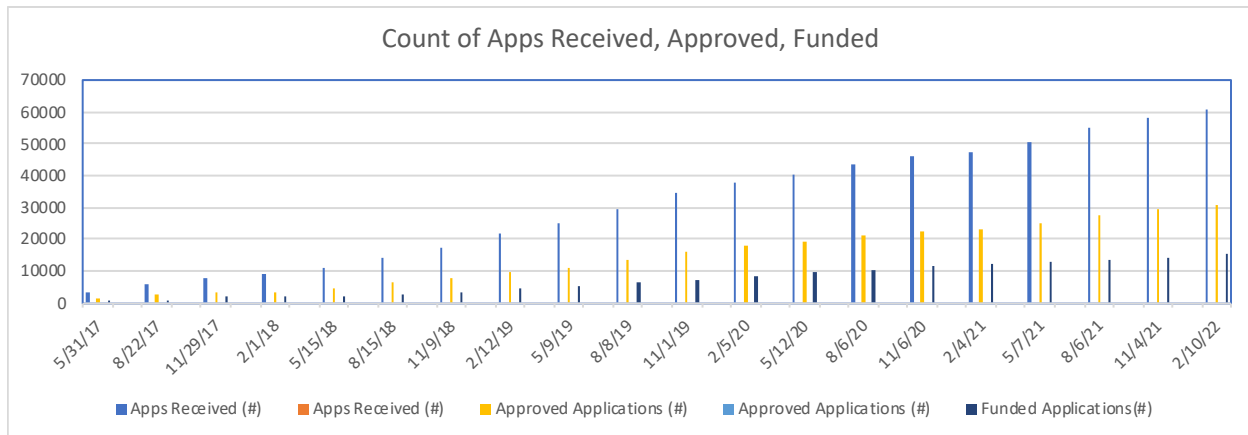
The program is contributing to the local goals of creating jobs and saving energy.

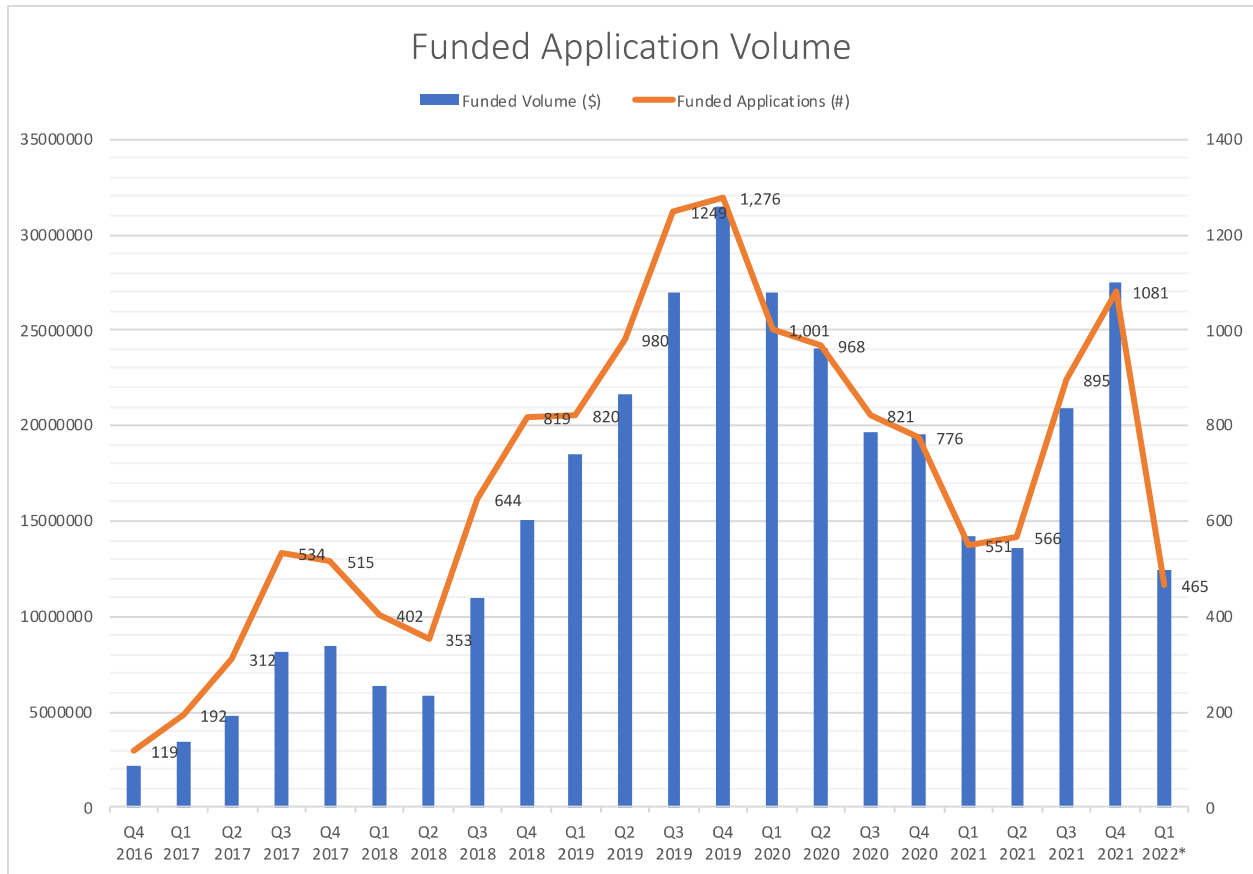
- Jobs created: 5,098
- Utility bill savings electricity (lifetime): \$131,337,165
- Utility bill savings natural gas (lifetime): \$9,126,615
- Lifetime energy generation & savings:
  - Renewable energy generated (kWh): 557,985,950
  - Energy saved (kWh): 99,390,120
  - Therms saved: 6,517,388
  - Green House Gas Reductions: 225,196 metric tons

Below is a summary of program application statistics.

As of 2/10/2022	5/7/2021	8/5/2021	11/4/2021	2/10/2022
# Applications	50,362	54,836	57,976	60,845
Total App Value	\$1,232,417,323	\$1,339,170,914	\$1,425,962,944	\$1,505,803,000
Average Assessment Value	\$24,002	\$24,133	\$21,917	\$22,350
Approved (#/\$)*	24,852 / \$596,506,541	27,393 / \$661,099,376	29,270 / \$711,523,885	30,848 / \$756,608,742
Funded (#/\$)	12,574 / \$274,341,845	13,251 / \$290,115,893	14,183 / \$312,493,568	15,342 / \$342,894,173
# Active Contractors	496	385	383	379
# Counties Approved (RPACE)	27	27	26	26

*\*Inclusive of funded projects*





\*Q1 2022 up to 02/10/2022

As of 02/10/2022	# of Applications	Total Application Value	Approved # / \$*	Funded (#/\$)
Town of Mangonia Park	8	\$242,414	5 / \$141,937	2 / \$29,874
Town of Lantana	155	\$3,835,236	87 / \$2,046,924	42 / \$931,795
City of Satellite Beach	27	\$768,847	16 / \$447,323	8 / \$229,562
City of Zephyrhills	283	\$5,194,486	114 / \$1,540,712	77 / \$946,322
City of Miramar	1,681	\$46,716,641	865 / \$25,434,494	354 / \$9,494,178
City of Pensacola	30	\$797,880	6 / \$127,287	1 / \$28,608

\*Inclusive of funded projects

Applications have been submitted for a range of products including air source heat pumps, insulation, duct replacement, water heaters, windows, wind-resistant shingles, storm windows, storm shutters, doors, central air conditioners, exterior shading, solar, and roofs.

Renewable Energy Project %	Energy Efficiency Project %	Safety & Resilience Project %
28%	17%	55%

### *Program Policy Updates*

Per Resolution 2016-03 (Section 9), the Board authorized the Program Administrator to amend the Residential Handbook from time to time. Per Exhibit A of the Third-Party Administration Services Agreement Section I.3.a.iv, Renew Financial is responsible for maintaining “Program Application & Funding Request Forms”. The following is a brief summary of the updates. Renew Financial has provided an opportunity for review of the policy details to the standard working group that includes Special District Services, legal counsels, and key partners prior to implementing any new policy.

- The following updates have been made to the Residential Handbook: Add the Village of Virginia Gardens and the City of Sweetwater as participating cities in Miami Dade County.

### *Consumer Complaints*

Renew Financial tracks consumer complaints. There are currently 54 unresolved complaints. Complaints are addressed through outreach to the property owner(s) and contractor (if applicable). Complaints were resolved in an average of 36 calendar days. Renew Financial makes every effort to address and resolve issues quickly. Delays in resolution may occur depending on availability of the parties and degree of the complaint. Resolution resulted in a variety of actions including, but not limited to, additional training of contractor, confirmation of key terms with property owner, withdraw of application at request of property owner, and refund of a portion of the cost to the property owner by the contractor.

Below is a brief summary of complaints (as of 02/10/2022):

- Number of complaints received and resolved since program launch: 751
- Contractors involved in complaints: 471
- Most common categories of complaints: Workmanship; Delayed/Incomplete Projects

## *II. UPDATE ON MARKETING EFFORTS*

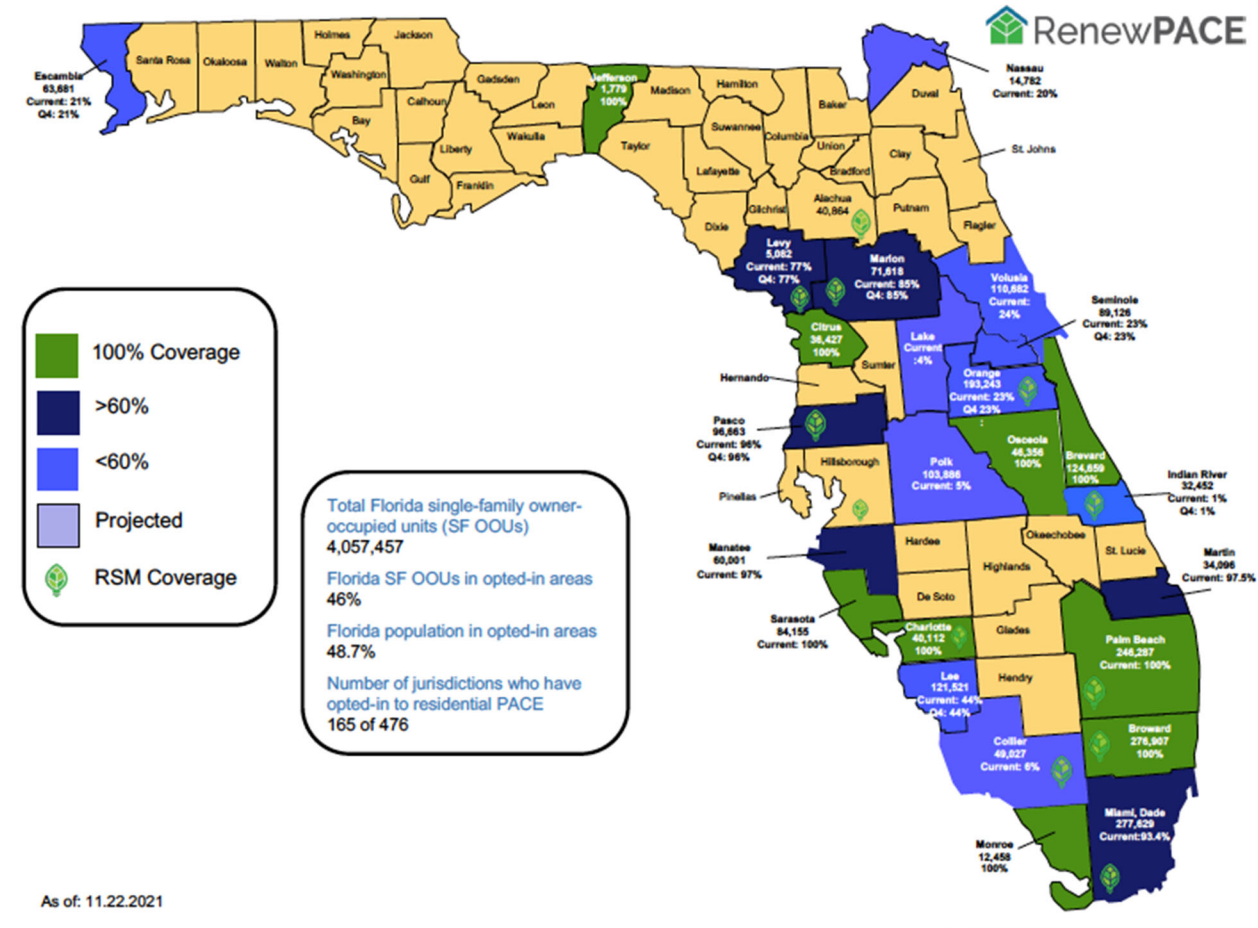
Any updates will be provided at the Authority Board meeting.

## *III. UPDATE ON STATE AND FEDERAL LEGISLATION*

Any updates will be provided at the Authority Board meeting.

## *IV. UPDATE ON ENROLLED JURISDICTIONS (see list on the following pages)*

# Map of Residential Opt-Ins:



**BREVARD**

- Cape Canaveral
- Cocoa\*
- Cocoa Beach\*
- Grant-Valkaria\*
- Indialantic\*
- Indian Harbour Beach
- Malabar\*
- Melbourne\*
- Melbourne Beach\*
- Melbourne Village\*
- Palm Bay\*
- Palm Shores\*
- Rockledge\*
- Satellite Beach
- Titusville\*
- West Melbourne\*
- Unincorporated County

**BROWARD**

- Coconut Creek\*
- Cooper City\*
- Coral Springs\*
- Dania Beach\*
- Davie\*
- Deerfield Beach\*
- Fort Lauderdale
- Hallandale Beach\*
- Hillsboro Beach\*
- Hollywood\*
- Lauderdale-by-the-Sea\*
- Lauderdale Lakes\*
- Lauderhill\*
- Lazy Lake\*
- Lighthouse Point\*
- Margate
- Miramar
- North Lauderdale\*
- Oakland Park\*
- Parkland\*
- Pembroke Park\*
- Pembroke Pines
- Plantation\*
- Pompano Beach
- Sea Ranch Lakes\*
- Southwest Ranches\*
- Sunrise\*
- Tamarac\*
- Weston\*
- West Park\*
- Wilton Manors\*
- Unincorporated County\*

**CHARLOTTE**

- Unincorporated County
- Punta Gorda

**CITRUS**

- Inverness\*
- Crystal River\*
- Unincorporated County

**COLLIER**

- Naples
- Unincorporated County (CPACE)

**ESCAMBIA**

- Century (CPACE)
- Pensacola
- Unincorporated County (CPACE)

**HIGHLANDS**

- Sebring (CPACE)
- Lake Placid (CPACE)
- Avon Park (CPACE)
- Unincorporated County (CPACE)

**INDIAN RIVER**

- Fellsmere
- *Sebastian*

**JEFFERSON**

- Monticello\*
- Unincorporated County

**LAKE**

- Leesburg
- Mount Dora

**LEE**

- Bonita Springs
- Cape Coral
- Estero
- Fort Myers

**LEVY**

- Williston
- Unincorporated County

**MANATEE**

- Bradenton\*
- Bradenton Beach\*
- Palmetto\*
- Unincorporated County

**MARION**

- Unincorporated County

**MARTIN**

- Sewall's Point
- Stuart
- Unincorporated County

**PALM BEACH**

- Atlantis\*
- Belle Glade\*
- Boca Raton\*
- Boynton Beach
- Briny Breezes\*
- Cloud Lake\*
- Delray Beach
- Glen Ridge\*
- Golf
- Greenacres\*
- Gulfstream\*
- Haverhill\*
- Highland Beach\*
- Hypoluxo\*
- Juno Beach\*
- Jupiter\*
- Jupiter Inlet Colony\*
- Lake Clarke Shores\*
- Lake Park\*
- Lake Worth
- Lantana
- Loxahatchee Groves\*
- Manalapan\*
- Mangonia Park
- North Palm Beach
- Ocean Ridge\*
- Pahokee\*
- Palm Beach\*
- Palm Beach Gardens\*
- Palm Beach Shores
- Palm Springs\*
- Riviera Beach\*
- Royal Palm Beach\*
- South Bay\*
- South Palm Beach\*
- Tequesta
- Wellington\*
- West Lake\*
- West Palm Beach
- Unincorporated County

**POLK**

- Haines City
- Lake Wales

**PASCO**

- Port Richey
- Zephyrhills
- Unincorporated County

**PINELLAS**

- Gulfport (CPACE)

**SARASOTA**

- North Port\*
- Sarasota\*

#### MIAMI-DADE

- Aventura
- Coral Gables
- Cutler Bay
- Doral
- El Poral
- Hialeah
- Homestead
- Key Biscayne
- Medley
- Miami
- Miami Beach
- Miami Gardens
- Miami Springs
- North Bay Village
- North Miami
- North Miami Beach
- Opa-Locka
- Pinecrest
- Surfside
- **Sweetwater**
- **Virginia Gardens**
- West Miami
- Unincorporated County

- Venice\*
- Unincorporated County

#### SEMINOLE

- Longwood
- Oviedo
- Sanford

#### ST. JOHNS

- Unincorporated County (CPACE)

#### VOLUSIA

- Daytona Beach Shores
- Edgewater
- New Smyrna Beach
- Orange City
- Port Orange

#### WALTON

- Unincorporated County (CPACE)

#### MONROE

- Islamorada\*
- Key Colony Beach\*
- Key West\*
- Layton\*
- Marathon\*
- Unincorporated County

#### NASSAU

- Fernandina Beach

#### ORANGE

- Apopka
- Orlando
- Winter Garden (CPACE)
- Winter Park

#### OSCEOLA

- Kissimmee\*
- St. Cloud\*
- Unincorporated County

<sup>1</sup> Those jurisdictions denoted with an asterisk became Parties to the Authority through the County's Interlocal Agreement.

<sup>2</sup> Please note that with regard to Sebastian that while it had signed onto the Original ILA, we are currently in extended discussions with this jurisdiction about signing onto the updated Second Amended and Restated ILA. Until we finalize these discussions we have verbally agreed not to activate residential PACE in the jurisdiction until those discussions have concluded.

*V. UPDATE ON TAX COLLECTOR AGREEMENTS*

Uniform Collection Agreements are currently in place with the following county Tax Collector's offices: Alachua, Brevard, Broward, Charlotte, Citrus, Collier, Escambia, Hernando, Highlands, Hillsborough, Indian River, Lake, Lee, Levy, Manatee, Marion (re-executed), Martin, Miami-Dade, Monroe, Nassau, Orange, Osceola, Palm Beach, Pasco, Pinellas, Polk, Sarasota, Seminole, St. John's and Volusia.



## **RESOLUTION NO. 2022-01**

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE FLORIDA GREEN FINANCE AUTHORITY APPROVING THE FORM OF FINANCING AGREEMENT, MASTER INDENTURE, OFFICER'S CERTIFICATE, REQUEST FOR AUTHENTICATION OF BONDS, OFFICER'S CERTIFICATE – REQUISITION FROM COST OF ISSUANCE FUND, BOND PURCHASE AGREEMENT, SPECIMEN BOND, EACH AS FURTHER DESCRIBED HEREIN; AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH INSTRUMENTS IN CONNECTION WITH THE ISSUANCE OF DEBT OBLIGATION OR BONDS, AS THE CASE MAY BE, FROM TIME TO TIME; PROVIDING FOR CERTAIN OTHER MATTERS IN CONNECTION THEREWITH; PROVIDING AN EFFECTIVE DATE, AND FOR OTHER PURPOSES.**

**BE IT RESOLVED BY THE FLORIDA GREEN FINANCE AUTHORITY AS FOLLOWS:**

**SECTION 1. AUTHORITY.** This Resolution is adopted pursuant to the provision of the Florida PACE Act, Section 163.08, Florida Statutes, and other applicable provisions of law (collectively, the "Act"), and is supplemental to Resolution No. 2014-03, adopted on June 26, 2014, as amended and supplemented by Resolution No. 2016-06, adopted on June 9, 2016, and Resolution No. 2016-11, adopted on September 1, 2016.

**SECTION 2. APPROVAL OF AND AUTHORIZATION OF EXECUTION AND DELIVERY OF FINANCING AGREEMENTS.** The Financing Agreement, to be entered into among the Authority, Petros PACE Finance LLC, and each respective property owner, in the preliminary form presented to the Board at this meeting, is hereby approved for use in nonresidential transactions. The Chairman, Vice-Chairman, Secretary, Executive Director and the General Counsel of the Authority or such other designated person of the Authority as may be hereafter selected by the Authority (each a "Designated Officer") are hereby authorized and directed to execute and deliver final Financing Agreements after approval by the Designated Officer. The final Financing Agreements shall be delivered, from time to time as necessary, as the security for the payment of the principal of, premium, if any, and interest on the debt obligations or Bonds, as the case may be, to be issued by the Authority from time to time. The final Financing Agreements, with such changes, insertions, variations and omissions as shall be approved by the Designated Officer executing such Agreements, the execution thereof being conclusive evidence of such approval, are authorized and approved.

**SECTION 3. APPROVAL OF AND AUTHORIZATION OF EXECUTION AND DELIVERY OF MASTER INDENTURE FOR NON-RESIDENTIAL TRANSACTIONS.** The Master Indenture, to be entered into between the Authority and Wilmington Trust, National Association, in the preliminary form presented to the Board at this meeting, is hereby approved. The Chairman, Vice-Chairman, Secretary, Executive Director and the General Counsel of the Authority or such other designated person of the Authority as may be hereafter selected by the Authority (each a "Designated Officer") are hereby authorized and directed to execute and deliver the final Master Indenture at such times as Bonds are issued by the Authority after approval by the Designated Officer. Each final Master Indenture shall be delivered as the security for the payment of the principal of, premium, if any, and interest on Bonds to be issued by the Authority from time to time. Each final Master Indenture, with such changes, insertions, variations and omissions as

shall be approved by the Designated Officer executing such Indenture, the execution thereof being conclusive evidence of such approval, is authorized and approved.

**SECTION 4. APPROVAL OF AND AUTHORIZATION OF EXECUTION AND DELIVERY OF OFFICER'S CERTIFICATE, REQUEST FOR AUTHENTICATION OF BONDS, OFFICER'S CERTIFICATE – REQUISITION FROM COST OF ISSUANCE FUND, BOND PURCHASE AGREEMENT, AND SPECIMEN BOND FOR NON-RESIDENTIAL TRANSACTIONS.** The Officer's Certificate, Request for Authentication of Bonds, Officer's Certificate – Requisition from Cost of Issuance Fund, Bond Purchase Agreement, and Specimen Bond, to be entered into by and among the Authority, Petros PACE Finance LLC, and Wilmington Trust, National Association, in the preliminary form presented to the Board at this meeting, is hereby approved for use in non-residential transactions. The Chairman, Vice-Chairman, Secretary, Executive Director and the General Counsel of the Authority or such other designated person of the Authority as may be hereafter selected by the Authority (each a "Designated Officer") are hereby authorized and directed to execute and deliver final Officer's Certificate, Request for Authentication of Bonds, Officer's Certificate – Requisition from Cost of Issuance Fund, Bond Purchase Agreement, and Specimen Bond after approval by the Designated Officer. Each final Officer's Certificate, Request for Authentication of Bonds, Officer's Certificate – Requisition from Cost of Issuance Fund, Bond Purchase Agreement, and Specimen Bond, with such changes, insertions, variations and omissions as shall be approved by the Designated Officer executing such Agreement, the execution thereof being conclusive evidence of such approval, is authorized and approved.

**SECTION 5. PREREQUISITES PERFORMED.** All acts, conditions and things relating to the passage of this Resolution required by the Constitution or laws of the State of Florida to happen, exist and be performed precedent to and in the passage hereof have happened, exist and have been performed as so required.

**SECTION 6. GENERAL AUTHORITY.** The Authority and its Chairman, Vice Chairman, Secretary, Executive Director, General Counsel, the Program Administrator and Special Counsel or other designated officers, are hereby authorized to do all acts and things required of them to be consistent with the requirements of this Resolution, the Authority's Non-Residential Program, the Financing Agreements, Master Indentures, Officer's Certificate, Request for Authentication of Bonds, Officer's Certificate – Requisition from Cost of Issuance Fund, Bond Purchase Agreement, and Specimen Bond for the full, punctual and complete performance of all the terms, covenants and agreements contained in this Resolution, the Financing Agreements, Master Indentures and Bond Purchase Agreements.

**SECTION 7. RESOLUTION CONSTITUTES A CONTRACT.** This Resolution constitutes a contract between the Authority and the holders from time to time of any of the debt obligations or Bonds, as the case may be, and all covenants and agreements set forth herein and therein to be performed by the Authority shall be for the equal and ratable benefit and security of all holders of outstanding debt obligations or Bonds, as the case may be, without privilege, priority or distinction as to lien or otherwise of any of the debt obligations or Bonds over any other obligations or Bonds, except as set forth in the Financing Agreements, Master Indentures and the Bond Purchasing Agreements.

**SECTION 8. SEVERABILITY OF INVALID PROVISIONS.** If any one or more of the covenants, agreements or provisions contained herein shall be held contrary to any express

provisions of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed severable from the remaining covenants, agreements or provisions hereof and shall in no way affect the validity of any of the other provisions of this Resolution.

**SECTION 9. NO RECOURSE.** No recourse shall be had for the payment of the principal of, premium, if any, and interest on debt obligations or Bonds, or for any claim based thereon or on this Resolution, against any present or former members or officers of the Authority or any person executing the debt obligations or Bonds.

**SECTION 10. EFFECTIVE DATE.** This Resolution shall become effective immediately upon its passage and adoption.

PASSED AND ADOPTED this 3<sup>rd</sup> day of March, 2022.

**FLORIDA GREEN FINANCE AUTHORITY**

By: \_\_\_\_\_  
Kenneth L. Metcalf, Authority Chairman

ATTEST:

\_\_\_\_\_  
Todd Wodraska, Authority Secretary

Approved as to form and legal sufficiency

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Keith W. Davis, Authority General Counsel