

IN THE CIRCUIT COURT OF THE
NINTH JUDICIAL CIRCUIT OF
FLORIDA, IN AND FOR ORANGE
COUNTY

GENERAL CIVIL DIVISION
CASE NO: 2018-CA-9168

FRERC COMMUNITY DEVELOPMENT)
DISTRICT, a local unit of special-purpose)
government organized and existing under the)
laws of the State of Florida,)
Plaintiff,)
v.)
THE STATE OF FLORIDA, AND THE)
TAXPAYERS, PROPERTY OWNERS AND)
CITIZENS OF FRERC COMMUNITY)
DEVELOPMENT DISTRICT, INCLUDING)
NON-RESIDENTS OWNING PROPERTY)
OR SUBJECT TO TAXATION THEREIN,)
AND OTHERS HAVING OR CLAIMING)
ANY RIGHTS, TITLE OR INTEREST IN)
PROPERTY TO BE AFFECTED BY THE)
ISSUANCE OF THE BONDS HEREIN)
DESCRIBED, OR TO BE AFFECTED IN)
ANY WAY THEREBY,)
Defendants.)

FINAL JUDGMENT

This cause came on to be heard on the 22nd day of October, 2018, at the hour of 2:30 p.m., at the Orange County Courthouse, Hearing Room 800.02, 425 N. Orange Avenue, Orlando, Florida 32801 in the Ninth Judicial Circuit of Florida, on the complaint of the FRERC Community Development District (“Plaintiff”), a local unit of special-purpose government and a political subdivision of the State of Florida, created and existing under and by virtue of the Uniform Community Development District Act of 1980, Chapter 190, Florida Statutes, as amended (“the Act”), for the validation of not to exceed \$140,000,000 FRERC Community

Development District Special Assessment Bonds (the "Bonds") to be issued in one or more series, to be payable from and secured by, *inter alia*, certain special assessments declared, assessed, equalized, levied and to be collected in connection with the Project to be financed with the proceeds of the Bonds, pursuant to a Notice and Order to Show Cause heretofore issued by this Court requiring the Defendants to show cause at said time and place why the Bonds and the proceedings theretofore taken by the Plaintiff therefore, all as described in the Complaint, should not be validated and confirmed as prayed for in said Complaint. It appearing that copies of said Order to Show Cause and of said Complaint were served on the State Attorney of this Ninth Judicial Circuit of Florida as required by law and that said Order to Show Cause was published as required by law and that said State Attorney has filed an Answer as required by law, and that no one except the State Attorney and the Plaintiff have made any appearance or filed any pleading of any kind whatsoever in said matter, that the Court has jurisdiction in this cause and of the subject matter hereof and of the parties hereto, and evidence having been introduced, the Court having received and reviewed a Joint Stipulation of the Parties as to certain facts and matters of law as to which the Court may take judicial notice, and the cause submitted for consideration and decision, the Court having heard and determined all the questions of law and fact in this cause, finds as follows:

1. That all the material allegations of said Complaint filed herein are true, the issuance of the Bonds has been duly authorized.
2. That the Plaintiff is a political subdivision of the State of Florida and is local unit of special-purpose government organized and existing in accordance with the Act.

3. That the District has properly recorded the Notice of Establishment required by Section 190.0485 of the Act within thirty (30) days of the adoption of the Ordinance establishing the District and that the provisions of such Section 190.0485 have been satisfied.

4. That the Board of Supervisors of the Plaintiff (the "Board") is lawfully constituted and authorized under the Act to exercise all powers of a board of supervisors of a community development district.

5. That the Plaintiff is authorized to bring this action pursuant to Chapter 75, Florida Statutes (2018).

6. That Plaintiff is authorized by the Act, and particularly by Sections 190.011(14), 190.021(2), 190.022, 190.023 of the Act and Chapter 170 and Sections 197.3632 and 197.3635, Florida Statutes (2018), as amended, and other applicable provisions of Florida law (collectively, the "Assessment Statutes"), to declare, assess, equalize, levy and collect special assessments on property within the boundaries of the Plaintiff specially benefited by assessable improvements as more fully described below (the "Special Assessments") and to issue, sell and deliver bonds payable from and secured by such Special Assessments as provided in Section 190.016 of the Act.

7. That the Plaintiff was established for the purpose of financing and managing the acquisition, construction, installation, maintenance, and operation of community development facilities, services, and improvements within and without the boundaries of the District, such services and facilities to consist of the acquisition and construction of infrastructure including but not limited to related water, reclaimed water and sewer systems, electrical and telecommunications undergrounding, roadway improvements, stormwater management, retaining walls/bridges, landscaping and hardscaping, signalization, water features and public

parking structures, and all other infrastructure permitted by the Act and the Ordinance (the "Project"), all as more specifically described in the FRERC Community Development District Engineer's Report attached to the Joint Stipulation filed by the parties.

8. On August 22, 2018, the District Board duly adopted Resolution 2018-24, attached to the Complaint as Exhibit "B," entitled:

A RESOLUTION OF FRERC COMMUNITY DEVELOPMENT DISTRICT AUTHORIZING THE ISSUANCE OF NOT EXCEEDING \$140,000,000 PRINCIPAL AMOUNT OF FRERC COMMUNITY DEVELOPMENT DISTRICT SPECIAL ASSESSMENT BONDS IN ONE OR MORE SERIES, FOR THE PURPOSE OF FINANCING THE CONSTRUCTION AND/OR ACQUISITION BY THE DISTRICT OF THE PUBLIC IMPROVEMENTS AND COMMUNITY FACILITIES PERMITTED BY THE PROVISIONS OF CHAPTER 190, FLORIDA STATUTES, AS AMENDED, AND THE ORDINANCE CREATING THE DISTRICT; APPROVING A FORM OF A MASTER TRUST INDENTURE; APPROVING AND APPOINTING A TRUSTEE; AUTHORIZING THE COMMENCEMENT OF VALIDATION PROCEEDINGS RELATING TO THE FOREGOING BONDS; AUTHORIZING AND APPROVING OTHER MATTERS RELATING TO THE FOREGOING BONDS; AND PROVIDING AN EFFECTIVE DATE.

(the "Bond Resolution") pursuant to which the Board proposes to issue the Bonds in an amount not to exceed \$140,000,000 under and pursuant to a Master Trust Indenture, expected to be dated as of the first day of the month in which bonds are first issued thereunder (the "Indenture") from the Plaintiff to U.S. Bank National Association, and its successors in trust under the Indenture, as trustee (the "Trustee"), to be amended and supplemented with respect to each series of Bonds issued thereunder by a supplemental trust indenture, the form of which, subject to such changes as shall be approved by the Board, is attached as part of Exhibit "B" to the Complaint. The Trustee is bonded to the extent required by the laws of the State of Florida, and has the power to accept and administer the trusts created by the Indenture and any and all supplements thereto,

and shall certify the proper expenditure of the proceeds of the Bonds to be issued under the Indenture and any and all supplemental trust indentures thereto. In view of the foregoing, U.S. National Bank is an acceptable Trustee within the meaning of Section 75.04(2), Florida Statutes, as amended.

9. That the Indenture constitutes a trust agreement within the meaning of Section 190.017 of the Act.

10. That proceeds of the Bonds will be expended to pay for all or a portion of the cost of the planning, acquisition, construction, reconstruction, equipping and installation of such systems, facilities and improvements that comprise the Project. Proceeds of Bonds will be deposited with the Trustee in accordance with the Bond Resolution and the Indenture, and, after payment of expenses of issuing the Bonds and after making certain deposits required by the Bond Resolution and the Indenture, the remaining proceeds will be disbursed by the Trustee to the Plaintiff for use by the Plaintiff in the acquisition and/or construction of the Project.

11. That the principal of and interest on the Bonds shall be payable from, and secured by, the Special Assessments levied and to be collected by the Plaintiff with respect to the Project, and certain other amounts, all as provided in the Indenture.

12. That the Project constitutes “assessable improvements” within the meaning of the Act and the Assessment Statutes and the Plaintiff is authorized to issue the Bonds and to apply the proceeds received from the sale of the Bonds in the manner and for the purposes described above and in the Indenture. The Plaintiff has the authority to determine, and has so determined, that it is necessary and proper for the health, safety and economic welfare of the Plaintiff and of its landowners and inhabitants that the improvements comprising the Project be planned, financed, constructed, reconstructed, equipped and installed by the Plaintiff. The Plaintiff is

empowered by Sections 190.011 and 190.012 of the Act (and upon receipt of the consent of the general-purpose local government with jurisdiction in appropriate cases pursuant to Section 190.012(2) of the Act), to plan, finance, acquire, construct, reconstruct, equip and install, in one or more stages, and thereafter to operate and maintain, the facilities comprising the Project, or any portions of the systems, facilities and improvements comprising the Project, and is further empowered and authorized to incur indebtedness and to issue the Bonds for the purpose of financing all or a portion of the cost of planning, acquisition and construction of the such systems, facilities and improvements that comprise the Project.

13. That the Plaintiff, through the Board, has lawful power and authority to declare, assess, levy, and collect the Special Assessments to defray the costs of the Project pursuant to and in accordance with the procedure set forth in the Assessment Statutes.

14. That authority is conferred upon the Plaintiff by the Constitution and laws of the State of Florida, specifically pursuant to Sections 190.011(9), 190.011(14), 190.012, 190.016(2), 190.016(8), 190.016(13), 190.021(2), 190.022 and 190.023 of the Act to issue, without the approval of the qualified electors of the Plaintiff, the Bonds for the purposes and in the amounts set forth herein, and to secure and make each series of such Bonds, including the principal thereof, and interest thereon, payable from the Special Assessments levied on the lands within the boundaries of the Plaintiff subject to assessments and benefited by the systems, facilities and improvements comprising the portion of the Project in respect of which the Bonds are being issued, pursuant to Sections 190.011(14), 190.021(2), 190.022 and 190.023 of the Act.

15. That Plaintiff, through the Board, has lawful power and authority to adopt the Bond Resolution, and to levy, collect and pledge the Special Assessments, and to take the other acts contemplated by the Bond Resolution in connection with the issuance, sale, delivery, and

payment of the Bonds, and the Special Assessments, when levied, shall constitute liens co-equal with the lien(s) of all state, county, district and municipal taxes, and superior in dignity to all other liens, titles and claims.

16. That neither the Bonds nor the interest and premium, if any, payable thereon shall constitute a general obligation or general indebtedness of the Plaintiff, of Orange County, Florida, of the City of Ocoee, or of the State of Florida or any other political subdivision thereof within the meaning of the Constitution and laws of Florida; that the Bonds and the Series of which they are a part and the interest and premium, if any, payable thereon do not constitute either a pledge of the full faith and credit of the Plaintiff or a lien upon any property of the Plaintiff other than as provided in the Indenture authorizing the issuance of the Bonds; that no Owner (as defined in the Indenture) or any other person shall ever have the right to compel the exercise of any ad valorem taxing power of the Plaintiff or any other public authority or governmental body to pay debt service or to pay any other amounts required to be paid pursuant to the Indenture or the Bonds; and that debt service and any other amounts required to be paid pursuant to the Indenture or the Bonds, shall be payable solely from, and shall be secured solely by, the Series Pledged Revenues (as defined in the Indenture) pledged to the Bonds, all as provided in the Bonds and in the Indenture.

17. That the Bonds will be in the principal denomination or denominations; will be dated; will be subject to the right of prior optional, mandatory and extraordinary redemption, if any, on the dates and in the principal amounts as specified in the Indenture relating to such Bonds; will bear interest at the rate or rates not exceeding the maximum rate permitted by Florida law at the time of issuance; will have such other details and may be secured in whole or in part by a credit facility as shall be determined by subsequent resolution or resolutions of the

Board of Supervisors. The Bonds may be issued as bonds bearing interest at a variable rate and a liquidity facility issued in respect of such Bonds. Bonds or other obligations of the District may be issued up to the aggregate principal amount set forth herein as payment, or evidence of payment for, Costs of the Project (as defined in the Indenture), and such Bonds or other obligations may be subordinate in lien and pledge of the Series Trust Estate to the Bonds as set forth in the Indenture or other obligation issued by the Plaintiff and secured by the Trust Estate or any part thereof.

18. That Section 190.016(1) of the Act authorizes the Plaintiff to sell its Bonds at public or private sale and the Bonds, and any series thereof, may be sold by the Plaintiff at public sale by competitive bids or by negotiated sale or pursuant to a private placement, all as shall be set forth in a subsequent resolution of the Board pertaining to the series of Bonds in question; provided, however, that no series of Bonds shall be sold at a price of less than ninety percent (90%) of the par value thereof, together with accrued interest thereon, unless otherwise permitted by the Act.

19. That the Bonds will be executed by the Chairman of the Board and attested by the Secretary or a member of the Board designated for such purpose, and the Board expects to cause the signatures of said Chairman and of said Secretary or designated member to be printed by facsimile signature on the Bonds, so that the only manual signature thereon will be the authenticating signature of the Trustee or its duly designated agent, in accordance with Section 116.34 and Section 279.06, Florida Statutes, and, that said Section 116.34 and Section 279.06, having been enacted pursuant to Chapter 63-441, Laws of Florida 1963 and Chapter 83-271, Laws of Florida 1983, respectively, prevail over any conflicting provision in Section 215.43,

enacted by Chapter 57-763, Laws of Florida 1957, with respect to the need for a manual signature of at least one official of the Board.

20. That the revenues to be derived from such Special Assessments, when levied, in each year will be expected to pay the principal of, and interest on the Bonds to be issued, as well as to fund all debt service reserves required to be maintained under the Indenture. Said principal, interest and debt service reserve obligations will be secured by a first lien upon and pledge of the Pledged Revenues, as provided in the Indenture.

21. That the Plaintiff has acted in accordance with the law in all respects and particulars, and when issued and sold, the Bonds will be valid and binding special revenue obligations of the Plaintiff, secured by a pledge of and payable solely from Debt Series Pledged Revenues and the Series Trust Estate as set forth in the Indenture, and that the Indenture will be the valid, legal and binding obligation of the Plaintiff enforceable in accordance with its terms.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that the Bonds and the the proceedings heretofore taken for the authorization and issuance of the Bonds, the execution and delivery of the Indenture and the performance by the Plaintiff of its obligations thereunder be and the same are hereby validated and confirmed.

DONE and ORDERED, in Orange County, Florida on this 22nd day of October, 2018.



HONORABLE KEITH A. CARSTON
Circuit Judge

Copies furnished to:

Wesley S. Haber, Esq.
Kamilah Perry, Esq.