

Category: New Business

Attachment(s): Agency Resolution No.2011 - 01

THE INITIAL RESOLUTION OF THE BOARD OF DIRECTORS OF THE FLORIDA PACE FUNDING AGENCY (THE "AGENCY"); ADOPTING FINDINGS; ACKNOWLEDGEMENT, RATIFICATION AND CONFIRMATION OF ALL PRIOR ACTIONS TAKEN BY AND ON BEHALF OF AGENCY; DESIGNATING AND AUTHORIZING MIKE STEIGERWALD AND DON SMALLWOOD TO SIGN CERTIFICATES, RESOLUTIONS AND INSTRUMENTS ON BEHALF OF THE AGENCY; AND PROVIDING FOR OTHER DIRECTION AND AUTHORITY TO CARRY OUT THE BUSINESS OF THE AGENCY; AND PROVIDING FOR AN EFFECTIVE DATE.

Explanation: This written resolution serves as a means to articulate election of officers, authorized signatories, the fact that the Board of Directors has embraced the Charter Agreement and all prior actions taken by and on behalf of the Agency by the City of Kissimmee and Flagler County pursuant to the Charter Agreement, and provides written general direction for the carrying out of Agency business.

Recommendation: Board directs and authorizes the Chair and Secretary to execute a conformed copy of the Initial Resolution by the Board of Directors as presented.

RESOLUTION NO. 2011 - 01

THE INITIAL RESOLUTION OF THE BOARD OF DIRECTORS OF THE FLORIDA PACE FUNDING AGENCY (THE "AGENCY"); ADOPTING FINDINGS; ACKNOWLEDGEMENT, RATIFICATION AND CONFIRMATION OF ALL PRIOR ACTIONS TAKEN BY AND ON BEHALF OF AGENCY; DESIGNATING AND AUTHORIZING MIKE STEIGERWALD AND DON SMALLWOOD TO SIGN CERTIFICATES, RESOLUTIONS AND INSTRUMENTS ON BEHALF OF THE AGENCY; AND PROVIDING FOR OTHER DIRECTION AND AUTHORITY TO CARRY OUT THE BUSINESS OF THE AGENCY; AND PROVIDING FOR AN EFFECTIVE DATE.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE FLORIDA PACE FUNDING AGENCY AS FOLLOWS:

SECTION 1. FINDINGS. It is hereby ascertained, determined and declared that:

(A) The Agency has been created and established pursuant to that certain Agreement Relating to the Establishment of the Florida Pace Funding Agency, as amended (the "Charter Agreement").

(B) The members of the initial Board of Directors have been selected, appointed and acknowledged by the City Commission of the City of Kissimmee and the County Commission of the Flagler County, as provided for in the Charter Agreement.

(C) The respective members of the Board of Directors are Cheryl Grieb, Ed Marquez and Barbara Revels, and each has been duly sworn and administered the oath of office.

(D) The initial election of officers by the Board of Directors is: (1) Chair – Barbara S. Revels; (2) Secretary and Vice Chair – Edward Martinez; and (3) Assistant Secretary and Vice Chair - Cheryl L. Grieb.

**SECTION 2. ACKNOWLEDGEMENT, RATIFICATION AND
CONFIRMATION OF ACTIONS TAKEN BY THE INCORPORATORS.**

(A) The Board of Directors of the Agency hereby fully recognizes, adopt and subscribe to the Charter Agreement.

(B) The Board of Directors hereby acknowledges, ratifies and confirms all actions heretofore undertaken by the Agency, including particularly those actions taken by the City Commission of the City of Kissimmee and the Board of County Commissioners of Flagler County pursuant to Section 2.03(H) of the Charter Agreement and the Executive Director pursuant to Section 2.06(F) of the Charter Agreement.

**SECTION 3. DESIGNATION OF MIKE STEIGERWALD AND DON
SMALLWOOD TO SIGN CERTIFICATES, RESOLUTIONS AND INSTRUMENTS.**

(A) In accordance with the Charter Agreement, Mike Steigerwald, as the initial Executive Director, is designated and authorized to sign certificates, resolutions and instruments on behalf of the Agency for the purpose of (1) attesting to the execution of such documents and (2) evidencing the action of the Agency.

(B) In accordance with the Charter, Don Smallwood, as Assistant Secretary, is designated and authorized to sign certificates, resolutions and instruments on behalf of the Agency for the purpose of attesting to the execution of such documents.

SECTION 4. DIRECTION AND AUTHORITY.

(A) The Executive Director and the officials, officer, attorneys and other agents or employees of the Agency, as applicable, are directed and authorized to do all acts and things required by them in this Resolution and the several resolutions of the Agency, necessary and required to carry out the directions and actions of the Board of Directors and the business of the Agency for the full, punctual and complete performance of all the terms, covenants and agreements provided for herein and any future resolutions; and, the Executive Director and each of the officials, officers, attorneys or other agents or employees are hereby authorized and directed to execute and deliver any and all papers and instruments, and to do and cause to be done all acts and things necessary or proper for carrying out the activities and actions contemplated by this Resolution.

(B) Any certificate, resolution or instruments required or authorized to be executed by the Chair, may also be executed by any Vice Chair, or the Executive Director, and attested to by the Secretary or any Assistant Secretary.

SECTION 5. EFFECTIVE DATE. This resolution shall take effect immediately upon adoption.

PASSED AND DULY ADOPTED at the initial meeting of the Florida PACE Funding Agency on the 10th day of November 2011.

**BOARD OF DIRECTORS OF
THE FLORIDA PACE FUNDING
AGENCY**

By: Barbara Skvels
Chair

(Seal)

ATTEST:

Edward May
Secretary