

RESOLUTION 2025-22

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF CAPTIVA EROSION PREVENTION DISTRICT; AUTHORIZING THE DISTRICT TO BORROW FUNDS FROM REGIONS CAPITAL ADVANTAGE, INC. IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED TWENTY-FIVE MILLION DOLLARS (\$25,000,000.00) TO FINANCE THE COST OF THE PROJECTS DESCRIBED IN RESOLUTION NO. 2024-01, 2024-02, and 2025-21 OF THE DISTRICT; AUTHORIZING A LOAN AGREEMENT BETWEEN THE DISTRICT AND REGIONS CAPITAL ADVANTAGE, INC. AND THE DISTRICT'S SPECIAL ASSESSMENT NOTE, SERIES 2025, PAYABLE TO REGIONS CAPITAL ADVANTAGE, INC. ; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF CAPTIVA EROSION PREVENTION DISTRICT THAT:

Section 1. Authority for this Resolution. This Resolution is adopted pursuant to the provisions of Chapter 2000-399, Laws of Florida, and other applicable provisions of law.

Section 2. Definitions. The following words and phrases shall have the following meanings when used herein:

"Act" means Chapter 2000-399, Laws of Florida, as amended and supplemented, and other applicable provisions of law.

"Authorized Signatories" means the Chairman or Vice-Chairman of the District, or in their absence, any Commissioner.

"Commissioner" means a member of the Board of Commissioners of the District pursuant to the Act.

"District" means Captiva Erosion Prevention District, an independent special district of the State pursuant to the Act.

"General Manager" means shall mean the General Manager of the District or his or her designee

"Lender" means Regions Capital Advantage, Inc.

"Note" means the Note of the District authorized by Section 5 hereof.

"Project" means any or all of the erosion control projects of the District described in the Project Resolution.

"Project Resolution" means Resolution No. 2024-01 of the District, adopted January 8, 2024.

"Resolution" means this Resolution.

"Secretary" means the Secretary of the Board of Commissioners of the District.

"Special Assessments" means the special assessments to be levied and assessed by the District in accordance with the Act and Resolutions 2024-01, 2024-02 and 2024-22 of the District upon the lands within the District benefitted by the Project.

"State" means the State of Florida.

Section 3. Project and Assessment Authorization; Referendum. The Board makes the following findings, and determines the same to be true and accurate:

(1) By Project Resolution 2024-01, adopted January 8, 2024, the District ordered the construction of the Project, indicating the location and giving a description of the Project by its material, nature, character, and size.

(2) By Resolution 2024-02, adopted January 8, 2024, the District ordered a referendum election to be held on May 21, 2024 to determine whether the District may issue bonds in a principal amount not to exceed \$25,000,000 in order to pay the Cost (as defined in the Act) of the Project. Notice of the referendum was published two times in the News Press, a newspaper of general circulation in Lee County, Florida. In the referendum election the incurrence of the debt was approved by a majority of the ballots cast.

(3) As soon as may be practicable after the passage of the Project Resolution, the engineer for the District prepared, in duplicate, plans and specifications of the Project ordered thereby and an estimate of the Cost thereof.

(4) The District caused to be prepared, in consultation with the engineer, a tentative apportionment of the estimated total cost as between the District and the Gulffront Lands and other lands that may be specially benefitted and subject to special assessment under the Project Resolution, such apportionment being made in accordance with the provisions of the Act relating to the apportionment of the Cost in the preliminary assessment roll. One of the duplicates of such plan, specifications, and estimates and such tentative apportionment was filed with the District Board (as defined in the Act) and the other duplicate was and is retained by the engineer in his or her files, all of which were and are open and subject to public inspection, upon request.

(5) The District Board, upon the filing with it of such plans, specifications, estimates, and tentative apportionment of Cost gave Notice by Mail (as defined in the Act) by the U.S. Postal Service mailed March 26, 2025 by first class mail and gave Notice by Publication (as defined in the Act) in the News Press on March 27, 2025 on March 27, 2025 that at a regular meeting commencing at 1:00 p.m. of the District Board held on April 7, 2025, that at a time certain of 3:00 p.m., the District Board would hear objections of all interested persons to the Project and tentative apportionment. The notice stated in brief and general terms a description of the Project with the location thereof and also stated that plans, specifications, estimates, and tentative apportionment of

Cost thereof were on file in the office of the District and the engineer of the District. The District Board also provided Notice by Mail to each person, firm, or corporation whose specially benefitted lands shall be affected at such address as shown on the last available tax roll, at least ten days before the time for the hearing as stated in such notice.

(6) At the time and place named in such notices, the District Board received any objections of interested persons to the confirmation of the Project Resolution with such amendments, if any, as may be desired by the District Board and which did not cause any additional lands to be specially assessed.

Section 4. Authorization of Transaction. Subject and pursuant to the provisions of this Resolution, an obligation of the District is hereby authorized to be issued in the principal amount of not to exceed \$25,000,000 for the purpose of providing funds, together with other available funds of the District, to finance the Cost of the Project and to pay closing costs. Because of the characteristics of the Note, prevailing market conditions, and critical importance of an expeditious sale of the Note, it is in the best interest of the District to accept the offer of the Bank to purchase the Note via a negotiated sale. Prior to the issuance of the Note, the District shall receive from the Bank a Bank Certificate, the form of which is attached hereto as Exhibit A, and the Disclosure Letter containing the information required by Section 218.385, Florida Statutes, a form of which is attached hereto as Exhibit B.

Section 5. Loan Agreement and Note. The District Board authorizes the Authorized Signatories to execute a loan agreement between the District and the Bank (the "Loan Agreement") and to make and deliver the Note to the Lender. The Loan Agreement and Note shall be in the forms and shall have the terms as set forth in Exhibit C hereto, with such changes as may be approved by the Authorized Signatories, and the Authorized Signatories are authorized to execute the same, such approval to be conclusively evidenced by the execution thereof by the Authorized Signatories. The obligations of the District pursuant to the Loan Agreement and Note will be payable from and secured solely by the Special Assessments.

Section 6. Severability. If any provision of this Resolution shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable in any context, the same shall not affect any other provision herein or render any other provision (or such provision in any other context) invalid, inoperative or unenforceable to any extent whatever.

Section 7. Applicable Provisions of Law. This Resolution shall be governed by and construed in accordance with the laws of the State.

Section 8. Rules of Interpretation. Unless expressly indicated otherwise, references to sections or articles are to be construed as references to sections or articles of this instrument as originally executed. Use of the words "herein," "hereby," "hereunder," "hereof," "hereinbefore," "hereinafter" and other equivalent words refer to this Resolution and not solely to the particular portion in which any such word is used.

Section 9. Captions. The captions and headings in this Resolution are for convenience only and in no way define, limit or describe the scope or intent of any provisions or sections of this Resolution.

Section 10. Authorizations. The Authorized Signatories and the General Manager are authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, documents, and contracts on behalf of the District that are necessary or desirable in connection with the execution and delivery of the Note, and which are specifically authorized or are not inconsistent with the terms and provisions of this Resolution.

Section 11. Repealer. All resolutions or parts thereof in conflict herewith are hereby repealed.

Section 12. Effective Date. This Resolution shall take effect immediately upon its adoption.

DULY INTRODUCED, APPROVED, PASSED, AND ADOPTED by the BOARD OF COMMISSIONERS of the CAPTIVA EROSION PREVENTION DISTRICT, on Captiva Island, in Lee County, Florida on MAY 19, 2025.

CEPD Chairman John Wade

ATTEST:

For CEPD

Approved as to legal sufficiency:

CEPD Attorney Ralf Brookes

Record of the Vote:
Chairman Wade _____
Commissioner Walter _____
Commissioner Laird _____
Commissioner McGowan _____
Commissioner Miville _____