

## RESOLUTION

### **A RESOLUTION OF THE SCHOOL BOARD OF SANTA ROSA COUNTY, FLORIDA, AMENDING A RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF AN AGREEMENT FOR SALE AND PURCHASE OF REAL PROPERTY WITH MILTON, LLC; AND PROVIDING AN EFFECTIVE DATE.**

WHEREAS, The School Board of Santa Rosa County, Florida, has made the following determinations (all capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Original Resolution, as defined below):

A. By resolution dated July 21, 2016 (“Original Resolution”), this Board approved and ratified the Agreement to purchase the Real Property; authorized closing of the transaction contemplated by the Agreement upon satisfaction of all terms and conditions; provided for the acquisition, ownership, renovation, remodeling, repair, and maintenance of the Real Property for ancillary facilities, educational facilities, auxiliary facilities, and related institutional uses and purposes as described in the Original Resolution; and authorized the members of the Board, the Superintendent, the officers, attorneys, and other agents and employees of the Board to do all things necessary to carry out the transactions contemplated by the Original Resolution.

B. The Seller may be unable to satisfy fully all of the conditions set forth in the Original Resolution, in particular the condition set forth in paragraph 2(a), providing that title to the Real Property not be encumbered by any use or other restriction prohibiting any of the uses and purposes described in the Original Resolution.

C. The Superintendent has determined that the wall that separates the building located on the Real Property from the building located on the adjacent parcel is not a common wall, and therefore the condition set forth in paragraph 2(c) of the Original Resolution may be deleted.

D. This Board should revise the conditions set forth in paragraph 2 of the Original Resolution as set forth in this Amending Resolution.

NOW, THEREFORE, be it resolved by The School Board of Santa Rosa County, Florida, as follows:

I. Paragraph 2 of the Original Resolution is amended to read as follows:

2. The purchase of the Real Property as provided for by the Agreement be, and it is hereby, approved, subject to the terms, conditions, and contingencies set forth in the Agreement, and upon the further conditions that:

(a) At closing of the transactions contemplated by the Agreement, either (i) the Seller delivers a policy of title insurance to the Real Property deleting any exception for the Declaration of Rights, Restrictions and Easements recorded December

5, 1994 (“Declaration of Rights”), or (ii) the Seller has commenced an action to determine that the Declaration of Rights is not binding upon the Real Property, and \$100,000.00 of the Seller’s proceeds from the transaction has been placed in escrow with counsel to the Board in accordance with a Post Closing Escrow Agreement in substantially the form attached to the Amending Resolution, and

(b) Adequate provision is preserved or made for the continued maintenance and use of drainage, storm water retention, access, parking, and utilities facilities serving the Real Property and the adjacent parcel that was jointly developed with the Real Property.

The Superintendent is authorized to modify the provisions of the Post Closing Escrow Agreement attached to this Amending Resolution if the Superintendent determines, in consultation with Board staff and counsel, that such modification is consistent the purpose and intent of the Original Resolution and the Agreement and is otherwise necessary and appropriate in the circumstances. Upon closing the transactions contemplated by the Agreement, the Superintendent is authorized and directed to proceed with the preparation of plans for the ownership, renovation, remodeling, repair, and maintenance of the Real Property for ancillary facilities, educational facilities, auxiliary facilities, and related institutional uses and purposes as described in the Original Resolution.

II. Except as modified herein, the Original Resolution shall remain in full force and effect.

III. This Amending Resolution shall become effective immediately upon its adoption.

PASSED AND DULY ADOPTED at a regular meeting this 6<sup>th</sup> day of December, 2016.

Attest: SCHOOL BOARD OF SANTA ROSA  
COUNTY, FLORIDA

\_\_\_\_\_  
Timothy Wyrosdick, Superintendent and  
ex officio Secretary

By: \_\_\_\_\_  
Scott Peden, Chairman

ATTACHMENT TO AMENDING RESOLUTION  
FORM OF POST CLOSING ESCROW AGREEMENT