

RESOLUTION

A RESOLUTION OF THE SCHOOL BOARD OF SANTA ROSA COUNTY, FLORIDA, REAFFIRMING THE PRIOR DECLARATION OF CERTAIN REAL PROPERTY OF THE BOARD AS SURPLUS; DETERMINING SALE OF THE REAL PROPERTY TO HOLIDAY BUILDERS, INC., TO BE IN THE BEST INTEREST OF THE DISTRICT AND THE PUBLIC; APPROVING AND ACCEPTING AN AGREEMENT FOR SALE AND PURCHASE; RATIFYING EXECUTION OF THE AGREEMENT FOR SALE AND PURCHASE; APPROVING SALE OF THE REAL PROPERTY TO THE PURCHASER, SUBJECT TO CONDITIONS; AUTHORIZING AND DIRECTING THE BOARD CHAIRMAN, SUPERINTENDENT, OFFICERS, ATTORNEYS, AND OTHER AGENTS OF THE BOARD TO TAKE ALL ACTIONS NECESSARY TO CARRY OUT TRANSACTIONS; AND PROVIDING AN EFFECTIVE DATE

WHEREAS, The School Board of Santa Rosa County, Florida (“Board”), has made the following determinations:

A. In accordance with the provisions of Article IX, Section 4(b), of the Florida Constitution, this Board is responsible for the operation, control, and supervision of all free public schools within The School District of Santa Rosa County, Florida (District).

B. In order to operate, control, and supervise public schools in the District, this Board must make adequate provision for such “ancillary facilities,” “educational facilities,” “auxiliary facilities,” and “educational plant,” as those terms are defined in Section 1013.01, Florida Statutes, as are necessary and essential to accommodate students, faculty, administrators, staff, and activities of educational programs for the District, and to provide support services to those educational programs.

C. Section 1013.28(1)(a), Florida Statutes, authorizes the Board to dispose of any land or real property to which the Board holds title and that, by resolution of the Board, is determined to be unnecessary for educational purposes as recommended in an educational plant survey, provided that the Board takes diligent measures to dispose of such property only in the best interests of the public.

D. The Superintendent of Schools for the District (“Superintendent”) has identified the Board-owned vacant property known as the Whisper Creek Tract (“Real Property”), located off the east side of Whisper Creek Boulevard, north of the Gulf Power Company electrical transmission line easement, Milton, Florida, and more particularly described in the attached Agreement of Sale and Purchase (“Agreement”), as no longer necessary, used, useful, or appropriate for the location and operation by the Board of ancillary facilities, educational facilities, auxiliary facilities, or related institutional uses and purposes.

E. Following an advertised public hearing held on June 17, 2021, this Board adopted a resolution (“Prior Resolution”) (i) determining that the Real Property is surplus and should be sold for whatever consideration the Board deems to be in the best interest of the District and the public,

(ii) determining that sale of the Real Property to H+H Building Group, Inc. (“Prior Purchaser”), in accordance with an Agreement for Sale and Purchase (“Prior Agreement”) would be in the best interest of the District and the public, (iii) approving and ratifying the Prior Agreement, and (iv) authorizing closing of sale of the Real Property to the Prior Purchaser upon satisfaction of all conditions of the transaction.

F. On July 16, 2021, the Prior Purchaser cancelled the Prior Agreement.

G. The Superintendent has entered into an option agreement to sell the Real Property to Holiday Builders, Inc., a Florida corporation (“Purchaser”), in accordance with the terms and conditions set forth in the attached Agreement (“Agreement”), which Agreement is subject to approval by this Board.

H. On August 4, 2022, the Superintendent, on behalf of the District and this Board, caused to be published in the Pensacola News Journal, a newspaper of general circulation in Santa Rosa County, Florida, notice of a public hearing of the Board to consider whether (i) to reaffirm the prior determination that the Real Property is surplus and should be sold for whatever consideration the Board deems to be in the best interest of the District and the public, (ii) to determine that sale of the Real Property to the Purchaser in accordance with the Agreement is in the best interest of the District and the public, (iii) to approve and ratify the Agreement with the Purchaser, and (iv) to authorize closing of sale of the Real Property to the Purchaser upon satisfaction of all conditions of the transaction.

I. As set forth in the Prior Resolution, the Superintendent, on behalf of this Board, has obtained two appraisals of the Real Property by an appraiser approved pursuant to Section 253.025(6)(b), Florida Statutes, and the purchase price as set forth in the Agreement exceeds the average of the appraised values of the Real Property.

J. In an open meeting of the Board held on September 8, 2022, the Superintendent recommended that the Board reaffirm its prior declaration that the Real Property is surplus and approve sale of the Real Property to the Purchaser in accordance with the terms and conditions set forth in the Agreement.

K. The best interests of the District will be served by (i) reaffirming the prior declaration of the Real Property as surplus and available for sale for whatever consideration the Board deems to be in the best interest of the District and the public; (ii) determining that sale to the Purchaser in accordance with the Agreement is in the best interest of the District and the public; (iii) approving and ratifying the Agreement with the Purchaser in the form attached to this Resolution; (iv) authorizing closing of sale of the Real Property, including execution and delivery of a deed conveying the Real Property to the Purchaser and releasing any automatic reservation of mineral rights and the right of entry in accordance with Section 270.11, Florida Statutes, upon satisfaction of all conditions of the transaction; and (v) authorizing the Chairman, Superintendent, officers, attorneys, and other agents of the Board to do all things necessary to carry out the transactions contemplated by the Agreement and this Resolution upon satisfaction of all terms, conditions, and contingencies set forth in such instruments.

NOW, THEREFORE, BE IT RESOLVED by The School Board of Santa Rosa County, Florida, as follows:

1. **Reaffirmation of Prior Declaration of Real Property as Surplus.** The declaration in the Prior Resolution that the Real Property is surplus and unnecessary for educational purposes is reaffirmed, and therefore the Real Property is determined to be available for sale for whatever consideration the Board deems to be in the best interest of the District and the public.

2. **Determination that Sale is in Best Interest of District and Public.** The Board hereby determines that sale of the Real Property to the Purchaser as provided in the Agreement is in the best interest of the District and the public.

3. **Approval and Ratification of Agreement.** The Board hereby approves and ratifies the Agreement between the Board and the Purchaser in the form attached to this Resolution.

4. **Approval of Sale of Real Property to Purchaser; Conditions.** The sale of the Real Property to the Purchaser, including execution and delivery of a deed conveying the Real Property to the Purchaser and releasing any automatic reservation of mineral rights and the right of entry in accordance with Section 270.11, Florida Statutes, be, and it is hereby, approved, subject to the terms, conditions, and contingencies set forth in the Agreement. The receipt of the consideration specified in the Agreement by authorized officers and agents of the Board at the scheduled Closing of the transactions contemplated by the Agreement shall be conclusive proof of the satisfaction of such terms, conditions, and contingencies without further action of the Board.

5. **Authorization and Direction for Officers to Act.** Members of the Board, the Superintendent, officers, attorneys, and other agents of the Board are hereby authorized and directed to do all acts and things required of them by this Resolution and the Agreement for the full, punctual, and complete performance of the terms, covenants, and agreements contained herein or therein, and each member, officer, attorney, and agent of the Board is further authorized and directed to execute and deliver any and all papers and instruments and to cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated under this Resolution and the Agreement including, but not limited to, approving modifications thereto, and to related documents, provided, however, that no such modification shall materially alter the nature or extent of this Resolution or the Agreement.

6. **Effective Date.** This Resolution shall become effective immediately upon its adoption.

PASSED AND DULY ADOPTED at a regular meeting this 8th day of September 2022.

Attest:

**THE SCHOOL BOARD OF SANTA
ROSA COUNTY, FLORIDA**

Dr. Karen R. Barber, Superintendent
and ex officio Secretary

By: _____
Wei Ueberschaer, Chairperson

ATTACHMENT TO APPROVING RESOLUTION

Agreement for Sale and Purchase