

Meeting Date
<b>October 21, 2014</b>



AGENDA	
Section	New Business
Item No.	V. F. 2

**AGENDA REPORT**  
**BREVARD COUNTY BOARD OF COUNTY COMMISSIONERS**

SUBJECT:	Approval of Second Amendment to Interlocal Agreement with Florida Development Finance Corporation
DEPT/OFFICE:	Miscellaneous

Requested Action:

Requested that the Board approve a Resolution authorizing a Second Amendment to its existing Interlocal Agreement with Florida Development Finance Corporation ("FDFC") to permit FDFC to issue revenue bonds in amounts in excess of \$7,500,000 for the proposed issuance of Bonds by FDFC to finance that portion of the costs of an intercity rail project for AAF Holdings, Inc. to be located within the County.

Summary Explanation & Background:

- Florida Development Finance Corporation ("FDFC") is a public body corporate and politic created pursuant to Chapter 288, Part X, Florida Statutes. FDFC has broad authority to issue conduit revenue bonds to finance capital projects that promote economic development within the State.
- FDFC operates through Interlocal Agreements with local governments such as the County and the County currently permits FDFC to issue conduit revenue bonds for capital projects in Brevard County in an amount of \$7,500,000 or less pursuant to an existing interlocal agreement. The County has previously permitted FDFC to exceed the \$7,500,000 limitation.
- FDFC is requesting that the County authorize a Second Amendment to its Interlocal agreement with the County to permit FDFC to exceed the \$7,500,000 limit to permit FDFC to issue Bonds to finance all or a portion of the costs of that portion of an intercity rail project for AAF Holdings LLC located in the County.
- The project will provide significant economic benefits to the State and the County, including an estimated 1,444 jobs related to rail construction within the County.
- Bond Issuance will be subject to All Aboard Florida – Operation's agreeing to a seven year moratorium on charges assessed to the County for grade crossing surface maintenance and grade crossing signalization maintenance costs (excluding the railroad's charges for standard inspections of the crossing as set forth in Florida Department of Transportation's schedule of annual costs), which agreement will require that the County execute crossing agreement amendments adding All Aboard Florida – Operations as an additional party to those license agreements currently in place between Florida East Coast Railway and the County. Any municipality within the County which currently has grade crossing license agreements with Florida East Coast Railway will similarly be accorded a seven year moratorium on the aforementioned maintenance costs, so long as it similarly executes the crossing agreement amendment to the license agreement which adds All Aboard Florida – Operations as an additional party.
- The County has no obligations with respect to the FDFC Bonds. The Board's approval is solely for the purposes of the Interlocal Agreement. The Bonds and the interest thereon shall not constitute an indebtedness or pledge of the general credit or taxing power of the County. The proposed Bonds of FDFC and the related offering documents shall include this language.

Clerk to the Board Instructions:

Contract /Agreement (If attached): Reviewed by County Attorney		Yes	<input type="checkbox"/>	No	<input type="checkbox"/>	PR	<input type="checkbox"/>
County Manager	Assistant County Manager, Mel Scott		Department Director / Extension				
Stockton Whitten	Assistant County Manager, Venetta Valdengo						



Tammy Etheridge, Clerk to the Board, 400 South Street • P.O. Box 999, Titusville, Florida 32781-0999  
October 22, 2014

Telephone: (321) 637-2001  
Fax: (321) 264-6972

**M E M O R A N D U M**

**TO:** Scott Knox, County Attorney

**RE:** Item V.F.2., Resolution and Second Amendment to Existing Interlocal Agreement with Florida Development Finance Corporation (FDFC) to Permit FDFC to Issue Revenue Bonds

The Board of County Commissioners, in regular session on October 21, 2014, adopted Resolution No. 14-201 authorizing Second Amendment to Joinder to Interlocal Agreement; approved the FDFC Letter Agreement at \$375,000 waiver fee; executed Agreement (Maintenance and Moratorium) with Florida East Coast Railway, L.L.C., and All Aboard Florida-Operations LLC (AAF) at eight years maintenance for both the County and affected cities, plus a \$375,000 waiver fee, plus an AAF contribution of \$500,000 toward matching funds for railroad related improvement initiated by the County; executed the Crossing Agreement with Florida East Coast Railway, L.L.C. and All Aboard Florida-Operations LLC, attached as Exhibit C to the Maintenance Agreement; and all Agreements and the Resolution to be conditioned upon the issuance and closing of revenue bonds issued by the Florida Development Finance Corporation on behalf of All Aboard Florida-Operations LLC. Enclosed are two executed copies of each package including the Resolution, Second Amendment to Joinder to Interlocal Agreement, Letter of Agreement, Agreement (Maintenance and Moratorium), and the Crossing Agreement.

**Upon execution by all parties, please return fully-executed copies of all documents to this office for inclusion in the official minutes.**

Your continued cooperation is greatly appreciated.

Sincerely yours,

BOARD OF COUNTY COMMISSIONERS  
SCOTT ELLIS, CLERK

Tammy Etheridge, Deputy Clerk

Encls. (2)

cc: County Manager

RESOLUTION NO. 14- 201

**A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA APPROVING A SECOND AMENDMENT TO THE EXISTING JOINDER TO INTERLOCAL AGREEMENT BETWEEN FLORIDA DEVELOPMENT FINANCE CORPORATION AND BREVARD COUNTY, FLORIDA; PROVIDING AN EFFECTIVE DATE.**

**BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS (THE "BOARD") OF BREVARD COUNTY, FLORIDA:**

**Section 1. Findings and Recitals.** It is hereby found, ascertained, determined and declared:

A. The Florida Development Finance Corporation (the "Issuer") is a public body corporate and politic created by the Florida Development Finance Corporation Act, Chapter 288, Part X, Florida Statutes (the "Act"); and

B. The Act provides, in part, that the Issuer may issue revenue bonds to finance projects in Brevard County, Florida (the "County") for the benefit of approved Florida businesses to enhance the economic development of the State of Florida (the "State"), provided that the Issuer has entered into an interlocal agreement with the local governmental agency in which the project will be located; and

C. The Issuer and the Board of County Commissioners of Brevard County (the "Board") have previously entered into a Joinder to Interlocal Agreement, dated October 26, 1999 (the "Joinder to Interlocal Agreement"), and the First Amendment to Joinder to Interlocal Agreement, dated April 25, 2006 (the "First Amendment to Joinder" and collectively, the "Brevard County Interlocal Agreement"), attached hereto as Exhibit A, pursuant to the Act and the Interlocal Act, which agreement remains in full force and effect, to permit the Issuer to issue revenue bonds to finance projects located within the jurisdictional limits of the County; and

D. The Brevard County Interlocal Agreement expressly limits the principal amount of the bonds issued by the Issuer under the Brevard County Interlocal Agreement to \$7,500,000 or less; and

E. The Issuer has received an application from AAF Holdings LLC (the "Borrower") to issue its Transportation Facilities Revenue Bonds (the "Bonds") for the purpose of financing or refinancing the costs of financing (including without limitation, reserves, capitalized interest and issuance costs), acquiring, constructing renovating and equipping a privately owned and operated intercity passenger rail system designed to serve tourists, business travelers and Florida residents by providing a rail connection between multiple jurisdictions within the State between Orlando and Miami, including the County (the "Project"); and

F. As set forth in that certain Report dated May 20, 2014 of the Economic Impacts of the All Aboard Florida Intercity Passenger Rail Project prepared by The Washington Economics Group, Inc., the Project will promote economic development throughout the State through the creation of jobs, promoting growth for small businesses located near the rail stops, increasing tourism, revitalizing downtown areas and increasing state and local tax revenues, and within the County, the proposed rail line construction of that portion of the Project in the County is anticipated to provide 1,444 jobs in the County between 2014 and 2016; and

G. Due to the nature and the scope of the Project, the Project costs within the County are estimated to exceed \$7,500,000; and

H. As a result of the anticipated costs associated with the Project, and in light of the job creation opportunities the Project will provide to the County and its residents, the Board has determined it to be in its best interests and the best interests of its citizens and residents that the \$7,500,000 limitation in the Brevard County Interlocal Agreement be amended and waived, and that the Issuer be permitted to issue Bonds for that portion of the Project to be located in the County; and

I. The Issuer has requested that the Board authorize the Issuer to issue the Bonds for that portion of the Project located in the County in compliance with the provisions of the Brevard County Interlocal Agreement.

J. By this resolution, the County has determined to authorize the Issuer to issue the Bonds and to agree to execute crossing agreement amendments, in the form previously provided to the County by Florida East Coast Railway, to add All Aboard Florida – Operations as an additional party to those license agreements currently in place between Florida East Coast Railway and the County. However, the commitment in this resolution shall only take effect upon AAF-Operations, Florida East Coast Railway (FEC), or any Issuer of bonds, as applicable, and the County entering into agreements that require:

1. AAF or an affiliated legal entity to assume all costs and amounts that, by previous or future agreement, would otherwise be charged to the County for grade crossing surface maintenance including crossing structure capital maintenance and grade crossing signalization maintenance costs (excluding the railroad's charges for standard inspections of the crossing as set forth in Florida Department of Transportation's schedule of annual costs) ("maintenance moratorium") relating to all railroad crossings in Brevard County that are a] used by both AAF/Florida East Coast Railway (FEC) or their assigns, successors or lessees and b] covered by existing or future FEC/County crossing agreements including any amendments thereto or consolidations thereof. That agreement shall provide that the aforesaid maintenance moratorium obligation for each individual railroad crossing shall continue for a period of eight (8) years commencing upon the date that an existing crossing structure at that individual railroad crossing is either constructed, reconstructed or replaced in connection with AAF's Project, currently projected to be commenced and completed with respect to the Brevard County track segment in 2016. That agreement shall further provide that replacement, construction or reconstruction of crossing structures or equipment shall be completed in accordance with reasonable and customary standards for the construction, reconstruction, replacement or installation of such improvements. With respect to municipalities in Brevard County, this

condition shall only be applicable to those municipalities which also execute crossing agreement amendments in the form previously provided to those municipalities by FEC.

2. Subject to the availability of federal or other funding and the payment of those funds to AAF, AAF or its affiliated entity to install quiet zone grade crossing improvements on behalf of local governments in Brevard County who successfully apply for and receive approval of such quiet zones; provided however AAF shall contribute \$500,000 towards the cost of installation of those quiet zone improvements;

3. At AAF's expense, the installation of sealed corridor grade crossing improvements at grade crossing locations along the proposed AAF/FEC right of way in Brevard County at grade crossings where required and designated by the Florida Department of Transportation;

4. That the County shall be paid by Florida Development Finance Corporation as a negotiated fee for its bond cap waiver in an amount of up to \$375,000 in connection with any bond issue approved and issued under the approval granted by this resolution;

5. That the County shall be paid an additional \$375,000 by AAF as a negotiated fee for its bond cap waiver in connection with any bond issue approved and issued under the approval granted by this resolution;

6. The commitments, obligations, and agreements set forth in items J. 1-5 shall be null and void if the Bonds are not issued and closed; and

**Section 2. Approval of and Authorization of Execution of Second Amendment to Joinder to Interlocal Agreement.** The Board hereby approves the Second Amendment to Joinder to Interlocal Agreement in substantially the form attached hereto as Exhibit "B" and authorizes the Chairman or Vice Chairman to execute and deliver such amendment with such changes therein as may be approved by the executing officer which execution by such officer shall constitute conclusive evidence of such approval, and further authorizes the Chairman, Vice-Chairman or other authorized officer to take such further actions and sign such additional documents, agreements and certificates as shall be necessary or desirable to effectuate the purposes of this Resolution.

**Section 3. Authorization of Issuer to Issue Bonds.** Subject to the conditions set forth in section 1, above, solely for the purposes of the Brevard County Interlocal Agreement, as amended herein, the County hereby authorizes the Issuer to issue the proposed Bonds to finance that portion of the proposed Project to be located in the County. Also subject to the conditions set forth in section 1, above, the County further agrees to execute crossing agreement amendments, in the form previously provided to the County by Florida East Coast Railway, to add All Aboard Florida – Operations as an additional party to those license agreements currently in place between Florida East Coast Railway and the County. Any municipality within the County which currently has grade crossing license agreements with Florida East Coast Railway will similarly be accorded an eight year moratorium on the aforementioned maintenance costs, so long as it similarly executes the crossing agreement amendment to the license agreement which adds All Aboard Florida – Operations as an additional party.

THE AUTHORIZATION AND APPROVAL GIVEN HEREIN IS SOLELY FOR THE PURPOSES OF THE JOINDER TO INTERLOCAL AGREEMENT, AS AMENDED, AND SHALL NOT BE CONSTRUED AS AN APPROVAL OF ANY ZONING APPLICATION OR ANY REGULATORY PERMIT REQUIRED IN CONNECTION WITH SUCH PROJECT NOR CREATING ANY VESTED RIGHTS WITH RESPECT TO ANY LAND USE REGULATIONS, AND THIS BOARD SHALL NOT BE CONSTRUED BY VIRTUE OF ITS ADOPTION OF THIS RESOLUTION TO HAVE WAIVED, OR BE ESTOPPED FROM ASSERTING, ANY AUTHORITY OR RESPONSIBILITIES IT MAY HAVE IN THAT REGARD.

**Section 4. Required Disclosure.** The proposed Bonds and any offering document used in connection with the issuance and sale of such Bonds shall include the following statement:

**THE BONDS APPROVED HEREUNDER AND THE INTEREST THEREON SHALL NOT CONSTITUTE AN INDEBTEDNESS OR PLEDGE OF THE GENERAL CREDIT OR TAXING POWER OF BREVARD COUNTY, THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF BUT SHALL BE PAYABLE SOLELY FROM THE REVENUE PLEDGED THEREFOR PURSUANT TO A LOAN AGREEMENT AND/OR OTHER FINANCING AGREEMENT ENTERED INTO BY THE ISSUER CONTEMPORANEOUSLY WITH THE ISSUANCE OF THE BONDS.**

**NONE OF THE OFFERING DOCUMENTS, THE TERMS OF AND SECURITY FOR THE PROPOSED BONDS, THE FINANCIAL FEASIBILITY OF THE PROJECT AND ANY FINANCIAL MATTERS WITH RESPECT TO THE PROJECT, THE BORROWER OR THE BONDS HAVE BEEN REVIEWED OR APPROVED BY BREVARD COUNTY, ITS BOARD OR ITS STAFF. THE COUNTY, ITS BOARD AND ITS STAFF MAKE NO REPRESENTATIONS AS TO THE BONDS OR THE SECURITY THEREFORE, THE FINANCIAL FEASIBILITY OF THE PROJECT, OR FINANCIAL MATTERS WITH RESPECT TO THE PROJECT, THE BORROWER OR THE BONDS.**

**Section 5. Repealing Clause.** All restrictions or resolutions or portions thereof in conflict herewith are, to the extent of such conflict, hereby superseded and repealed.

[Remainder of Page Intentionally Left Blank]

**Section 6. Effective Date.** This resolution shall take effect immediately upon its adoption.

**PASSED AND ADOPTED** this 21st day of October, 2014.

**BOARD OF COUNTY COMMISSIONERS OF  
BREVARD COUNTY, FLORIDA**

By: Mary Belen Lewis

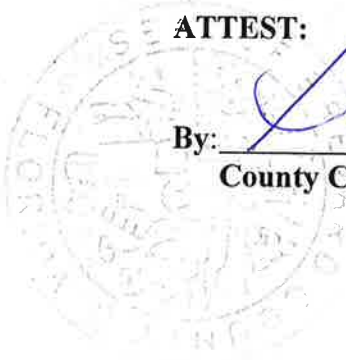
(SEAL)

**ATTEST:**

By: Scott Ellis  
County Clerk, Scott Ellis

**APPROVED AS TO FORM AND  
CORRECTNESS:**

[Signature]  
County Attorney



**EXHIBIT A**  
**Brevard County Interlocal Agreement**

## **JOINDER TO INTERLOCAL AGREEMENT**

WHEREAS, Orange County, Florida, and the Florida Development Finance Corporation have heretofore entered into that certain Interlocal Agreement, dated as of April 12, 1994 (the "Interlocal Agreement"), providing for the activation of the Florida Development Finance Corporation (the "FDFC"), pursuant to the provisions of the Florida Development Finance Corporation Act of 1993 (such Act, as now or hereafter amended, is herein referred to as the "Act"); and,

WHEREAS, the Act and the Interlocal Agreement provide that any other public agency (as defined in the Act) may enter into an Interlocal Agreement in order to permit the FDFC to function within the corporate limits of such public agency; and,

WHEREAS, BREVARD COUNTY (County) a public agency as defined in the Act, desires that the FDFC function within the jurisdictional limits of BREVARD COUNTY;

NOW, THEREFORE, BREVARD COUNTY hereby joins in the Interlocal Agreement and agrees to be bound by all the terms and provisions thereof. BREVARD COUNTY further agrees to file an executed copy of this joinder, together with a copy of the Interlocal Agreement, with the Clerk of the Circuit Court of BREVARD COUNTY.

This Joinder by the county is made subject to the following conditions:

(a) The Corporation shall provide written notice to the County of each application for bond financing to be made to the County promptly upon receipt by the corporation of any such application. Applications for bonds in a principal amount greater than \$2,500,000 will be rejected.

(b) Each issuance of bonds by the Corporation relating to the County shall be subject to the prior approval of the Board of County Commissioners of the County in its sole and absolute discretion.

(c) The County shall be fully indemnified by the beneficiary of the proceeds of bonds relating to the County to the same extent as the County is customarily indemnified with respect to bonds issued by the County. The form and substance of such indemnity, in each instance, shall be subject to approval by the County Attorney.

(d) The Bonds shall contain a legend, reasonably satisfactory to the County, to the effect that the County shall not be obligated to make any payment under or with respect to the Bonds, that the County's credit and taxing power has not been pledged as to the payment thereof and that the Bondholders shall work solely to the corporate borrower for payment.

(e) Any offering circular or other disclosure document shall contain a statement reasonably satisfactory to the County to the effect that the County has not made any analysis or determination as to the financial viability of the project, the project's qualification for tax exempt financing or any information contained in, attached to or referred to in the offering circular.

IN WITNESS WHEREOF, BREVARD COUNTY has caused this Joinder to Interlocal Agreement to be executed for the uses and purposes therein expressed on this 26th day of October, A.D., 1999.

STATE OF FLORIDA  
COUNTY OF BREVARD

BREVARD COUNTY

This is to certify that the foregoing By: \_\_\_\_\_  
true and correct copy of Article 1 Name: Truman G. Scarborough, Jr.  
Included Agm. witness my hand Title: Chairman  
and official seal this 29 day of \_\_\_\_\_

STATE OF FLORIDA,  
COUNTY OF BREVARD,

October 1999 ATTEST:  
SANDY CRAWFORD  
Clerk Circuit Court  
BY J. Etharich, D.C. Sandy Crawford Clerk

BEFORE ME, the undersigned authority, personally appeared Truman Scarborough  
(PERSON), Chairman (TITLE), Brevard County Board of County  
Commissioners, to me personally known, and acknowledged before me that (s)he is the person who  
signed the above and foregoing Joinder to Interlocal Agreement for the uses and purposes therein  
contained.

WITNESS my hand and seal of my office, at Titusville, Brevard County, Florida,  
this 29 day of October, A.D., 1999.

Bernadette S. Talbert  
Notary Public, State at Large

My commission expires: \_\_\_\_\_



Bernadette S. Talbert  
MY COMMISSION # CC540700 EXPIRES  
May 10, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

**FIRST AMENDMENT TO**  
**JOINDER TO INTERLOCAL AGREEMENT**

**WHEREAS**, Orange County Florida, and the Florida Development Finance Corporation have entered into that certain Interlocal Agreement, dated as of April 12, 1994 (the "Interlocal Agreement"), providing for the activation of the Florida Development Finance Corporation (the "FDFC"), pursuant to the provisions of the Florida Development Finance Corporation Act of 1993 (such Act, as now or hereafter amended, is herein referred to as the "Act"); and

**WHEREAS**, the Act and the Interlocal Agreement provide that any other public agency (as defined in the Act) may enter into an Interlocal Agreement in order to permit the FDFC to function within the corporate limits of such public agency; and

**WHEREAS**, Brevard County joined in the Interlocal Agreement and agreed to be bound by all the terms and provisions thereof by executing on October 26, 1999 and filing with the Clerk of the Circuit Court of Brevard County that Joinder to Interlocal Agreement (the "Joinder"); and

**WHEREAS**, subsequent to the date of execution of the Joinder significant increases in the cost of land and the cost of constructing infrastructure and buildings and of purchasing equipment, fixtures and furniture have occurred, and

**WHEREAS**, as a result of such increase in land cost and construction and purchasing costs, Brevard County has determined it to be in its best interests and the best interests of its citizens and residents that the Joinder be amended as set forth in Section 1 below.

**Section 1.** The last sentence of section (a) of the Joinder is hereby amended to read as follows:

"Applications for bonds in a principal amount greater than \$7,500,000 will be rejected."

Section 2. Except as hereby amended, all provisions and conditions in the Joinder remain in full force and effect.

IN WITNESS WHEREOF, BREVARD COUNTY has caused this First Amendment to Joinder to Interlocal Agreement to be executed for the uses and purposes therein expressed on this 25<sup>th</sup> day of April, 2006.

**BOARD OF COUNTY COMMISSIONERS OF  
BREVARD COUNTY FLORIDA**

  
Scott Ellis, Clerk

By:   
Helen Voltz, Chair

As approved by The Board  
April 25, 2006.

STATE OF FLORIDA

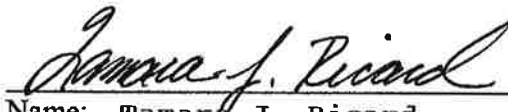
COUNTY OF BREVARD

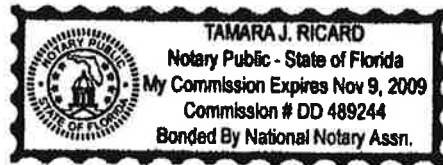
The foregoing instrument was acknowledged before me this 25 day of Apr., 2006, by Helen Voltz, Chair of Brevard County Board of County Commissioners. He/she is personally known to me and did not take an oath.

STATE OF FLORIDA  
COUNTY OF BREVARD

This is to certify that the foregoing is a true and current copy of Amendment witness my hand and official seal this 27 day of April 2006

SCOTT ELLIS  
Clerk Circuit Court  
BY  D.C.

  
Name: Tamara J. Ricard  
Notary Public  
My Commission Expires: Nov. 9, 2009



**EXHIBIT B**  
**Second Amendment to Joinder to Interlocal Agreement**

**SECOND AMENDMENT TO  
JOINDER TO INTERLOCAL AGREEMENT**

This **SECOND AMENDMENT TO JOINDER TO INTERLOCAL AGREEMENT** is being entered into as of this \_\_ day of October, 2014 by and between **FLORIDA DEVELOPMENT FINANCE CORPORATION**, a public body corporate and politic created by the Florida Development Finance Corporation Act, Chapter 288, Part X, Florida Statutes (the "Issuer") and **BREVARD COUNTY, FLORIDA** (the "County").

**WHEREAS**, the Brevard County Board of County Commissioners (the "Board") joined in that certain Interlocal Agreement, dated as of April 12, 1994 between the Issuer and Orange County, Florida and agreed to be bound by all the terms and provisions thereof by that certain Joinder to Interlocal Agreement, dated October 26, 1999, and the First Amendment to Joinder, dated April 25, 2006, (collectively, the "Brevard County Interlocal Agreement"); and

**WHEREAS**, the Brevard County Interlocal Agreement expressly limits the principal amount of the bonds issued by the Issuer under the Brevard County Interlocal Agreement to \$7,500,000 or less; and

**WHEREAS**, the Issuer has received an application from AAF Holdings LLC (the "Borrower") to issue its Transportation Facilities Revenue Bonds (the "Bonds") for the purpose of financing or refinancing the costs of financing (including without limitation, reserves, capitalized interest and issuance costs), acquiring, constructing renovating and equipping a privately owned and operated intercity passenger rail system designed to serve tourists, business travelers and Florida residents by providing a rail connection between multiple jurisdictions within the State between Orlando and Miami, including the County (the "Project"); and

**WHEREAS**, as set forth in that certain Report dated May 20, 2014 of the Economic Impacts of the All Aboard Florida Intercity Passenger Rail Project prepared by The Washington Economics Group, Inc., the Project is anticipated to promote economic development throughout

the State through the creation of jobs, promoting growth for small businesses located near the rail stops, increasing tourism, revitalizing downtown areas and increasing state and local tax revenues, and is further anticipated to provide 1,444 jobs within the County between 2014 and 2016 due to the rail line construction of that portion of the Project located in the County; and

**WHEREAS**, due to the nature and the scope of the Project, the Project costs within the County are estimated to exceed \$7,500,000; and

**WHEREAS**, as a result of the anticipated costs associated with the Project, and in light of the job creation opportunities the Project will provide to the County and its residents, the Board has determined it to be in its best interests and the best interests of its citizens and residents that the \$7,500,000 limitation in the Brevard County Interlocal Agreement be waived and amended with respect to the Project, and that the Issuer be permitted to issue its revenue bonds in excess of \$7,500,000 to finance that portion of the Project to be located in the County; and

**WHEREAS**, the Issuer has requested that the Board approve the issuance of the Bonds so that the Bonds may be issued in compliance with the provisions of the Brevard County Interlocal Agreement; and

**WHEREAS**, based on the foregoing, the Board has determined it to be in the best interests of its citizens and residents that the Brevard County Interlocal Agreement be amended as set forth in Section 1 below;

**NOW THEREFORE**, based on the foregoing and for other good and valuable consideration, the parties do hereby agree as follows:


**Section 1. Amendment to Section (a) of the Brevard County Interlocal Agreement.** Section (a) of the Brevard County Interlocal Agreement is hereby amended in its entirety to read as follows:

"(a) The Corporation shall provide written notice to the County of each application to be made to the County promptly upon receipt by the Corporation of any such application. Applications for bonds in a principal amount greater than \$7,500,000

will be subject to the prior approval of the Board, which the Board may grant or deny in its sole discretion. The issuance of bonds by the Corporation shall be subject to the conditions, if any, set forth for such issuance in the resolution of the Board approving such issuance."

**Section 2. Remaining Terms and Provisions.** Except as hereby amended, all provisions and conditions in the Brevard County Interlocal Agreement remain in full force and effect.

**IN WITNESS WHEREOF,** the Board of County Commissioners of Brevard County has caused this Second Amendment to Joinder to Interlocal Agreement to be executed for the uses and purposes therein expressed on this 21<sup>st</sup> day of October, 2014.



*[Handwritten Signature]*  
\_\_\_\_\_  
Scott Ellis, Clerk

**BOARD OF COUNTY  
COMMISSIONERS OF BREVARD  
COUNTY FLORIDA**

By: *[Handwritten Signature]*  
\_\_\_\_\_  
Mary Bolin/Lewis, Chairman

**As approved by the Board on October 21,  
2014**

**STATE OF FLORIDA  
COUNTY OF BREVARD**

The foregoing instrument was acknowledged before me this 21 day of October, 2014, by Mary Bolin Lewis of Brevard County Board of County Commissioners. She is personally known to me and did not take an oath.

*[Handwritten Signature]*  
\_\_\_\_\_  
Name: Christine Mulligan

Notary Public

My Commission Expires: \_\_\_\_\_

**CHRISTINE MULLIGAN**  
Commission # FF 133347  
My Commission Expires  
**June 17, 2018**

**FLORIDA DEVELOPMENT FINANCE CORPORATION**

By: \_\_\_\_\_  
Name: BILL SPIVEY  
Title: EXECUTIVE DIRECTOR

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 22 day of October, 2014, by Bill Spivey of Florida Development Finance Corporation. He is personally known to me and did not take an oath.



Linda Le Truong  
Name: Linda Le Truong

Notary Public

My Commission Expires: May 23, 2017

800 N. Magnolia Avenue  
Suite 1100  
Orlando, Florida 32803



T: 407.956.5600  
F: 407.956.5599  
eflorida.com

October 21, 2014

Stockton Whitten  
County Manager  
Brevard County, Florida  
2725 Judge Fran Jamieson Way, Bldg. C  
Viera, FL 32940

Re: Agreement to pay Waiver Fee with respect to Transportation Facilities Revenue Bonds (the "Bonds") proposed to be issued by Florida Development Finance Corporation (the "Issuer") for the benefit of AAF Holdings LLC

Mr. Whitten:

On behalf of the Issuer, I am writing to confirm, that in connection with the proposed issuance of the above referenced Bonds, an estimated amount of \$375,000 will be included in the costs of issuance and shall be paid on the date of issuance of the Bonds to Brevard County, Florida (the "County") as a waiver fee (the "Fee") in connection with the County's execution and delivery of the Second Amendment to Joinder to Interlocal Agreement (the "Second Amendment") between the County and the Issuer. Issuance of the Bonds by the Issuer shall be expressly conditioned upon sufficient funds being deposited into a cost of issuance or similar account for the purpose of paying this fee to the County and there being irrevocable instructions given to the holder of such funds to pay such fee to the County.

The amount of the Fee above has been calculated based upon the maximum amount of Bonds to be issued for that portion of Project (as defined in the Second Amendment) located in Brevard County (\$375 million). The Fee shall be adjusted based upon the actual amount of Bonds issued for that portion of the Project located in the County, provided however, that the methodology for such calculation shall not change. In addition, payment of the Fee shall be conditioned on (a) the execution and delivery of the Second Amendment by the County to the Issuer, and (b) the issuance of Bonds by the Issuer of Bonds for that portion of the Project located in the County.

The County agrees that it will promptly deliver its executed signature pages to the Second Amendment to the Issuer in order to allow for its timely filing in the public records of the County and in any other jurisdiction in which such filing is required. Please acknowledge your acceptance of this letter and its terms and conditions by signing below.

FLORIDA DEVELOPMENT FINANCE CORPORATION

By:   
Executive Director

Agreed:  
BREVARD COUNTY, FLORIDA

By:   
County Manager

**Agreement between Florida East Coast Railway, L.L.C., Brevard County and All Aboard  
Florida – Operations LLC**

A. The Florida Development Finance Corporation (“Issuer”) has received an application from AAF Holdings LLC (the “Borrower”) to issue its Transportation Facilities Revenue Bonds (the “Bonds”) for the purpose of financing or refinancing the costs of financing (including without limitation, reserves, capitalized interest and issuance costs), acquiring, constructing renovating and equipping a privately owned and operated intercity passenger rail system designed to serve tourists, business travelers and Florida residents by providing a rail connection between multiple jurisdictions within the State of Florida between Orlando and Miami, including Brevard County, Florida (the “Project”).

B. As a result of the anticipated costs associated with the Project, and in light of the job creation opportunities the Project will provide to Brevard County, Florida (“County”) and its residents, the Board of County Commissioners of Brevard County (“Board”) has determined it to be in its best interests and the best interests of its citizens and residents that the \$7,500,000 limitation in the Brevard County Interlocal Agreement be amended and waived, and that the Issuer be permitted to issue Bonds for that portion of the Project to be located in the County in an allocation not to exceed \$375,000,000.

C. The Board has passed the Resolution attached hereto as Exhibit A and has approved execution and delivery of the Second Amendment to Joinder to Interlocal Agreement in the form attached hereto as Exhibit “B” by its Chairman or Vice Chairman.

D. As a part of the Project, subject to execution of Crossing Agreement Amendments in the Form attached hereto as Exhibit C, All Aboard Florida – Operations (“AAF”) will incur the necessary and reasonable capital investments to complete the initial installation of crossing improvements at grade crossings within the County (“Crossings”) to the extent required for the Project to comply with currently applicable state and federal laws regarding safety at public crossings and commence passenger rail service (the “Initial Development Cost”).

E. The County agrees to execute Crossing Agreement Amendments, in the form attached hereto as Exhibit C which inter alia, add AAF as an additional party to those crossing license agreements between the County and Florida East Coast Railway, L.L.C. (“FECR”).

F. AAF and FECR will assume all costs and amounts that, by previous or future agreement, would otherwise be charged to the County for grade crossing surface maintenance including crossing structure capital maintenance and grade crossing signalization maintenance costs (excluding the railroad’s charges for standard inspections of the crossing as set forth in Florida Department of Transportation’s schedule of annual costs, attached as Exhibit D) (“Maintenance Costs”), relating to all railroad crossings in Brevard County that are a] used by both AAF/FECR or their assigns, successors or lessees and b] covered by existing or future FECR/County crossing agreements including any amendments thereto or consolidations thereof (“Maintenance Moratorium”). The aforesaid Maintenance Moratorium for each individual railroad crossing shall continue for a period of eight (8) years commencing upon the date that an existing crossing structure at that individual railroad crossing is either constructed, reconstructed or replaced in connection with AAF’s Project, currently projected to be commenced and completed with respect to the Brevard County track segment in 2016. AAF will send a notice to the County identifying the date that the Maintenance Moratorium has commenced for each such

Crossing. Replacement, construction or reconstruction of crossing structures or equipment shall be completed in accordance with reasonable and customary standards for the construction, reconstruction, replacement or installation of such improvements.

I. Subject to the availability of federal and other funding and the payment of those funds to AAF, AAF will install quiet zone grade crossing improvements on behalf of local governments in Brevard County who successfully apply for and receive approval of such quiet zones; provided, however AAF shall contribute \$500,000 towards the costs of installation of those quiet zone improvements;

J. At AAF's expense, AAF will install sealed corridor grade crossing improvements at grade crossing locations along the proposed AAF/FECR right of way in Brevard County at grade crossings where required and designated by the Florida Department of Transportation;

K. Any municipality within the County which currently has grade crossing license agreements with FECR will similarly be accorded an eight year Maintenance Moratorium on the aforementioned Maintenance Costs, so long as it similarly executes the Crossing Agreement Amendment to the license agreement in the form of Exhibit C, which adds All Aboard Florida – Operations as an additional party.

L. AAF shall pay the County \$375,000 as a negotiated fee for the County's bond cap waiver (in addition to the waiver fee paid by Florida Development Finance Corporation) in connection with any bond issue approved and issued under the approval granted by the resolution attached hereto as Exhibit A.

M. This Agreement shall be null and void if the Bonds are not issued and closed.

N. This Agreement and the Agreements identified in Exhibits A, B and C shall be executed simultaneously, and delivery of executed signature pages by facsimile or other electronic transmission shall be as effective as a manually transmitted counterpart thereof.

**Effective Date.** This Agreement shall take effect immediately upon its execution.

*[Remainder of page intentionally left blank]*

Executed this 21<sup>st</sup> day of October, 2014.

**Florida East Coast Railway, L.L.C.**

By: Robert B Ledoux  
Print Name: ROBERT B. LEDOUX  
Print Title: SVP

**All Aboard Florida – Operations LLC**

By: [Signature]  
Print Name: P. MICHAEL REINHERZ  
Print Title: PRESIDENT

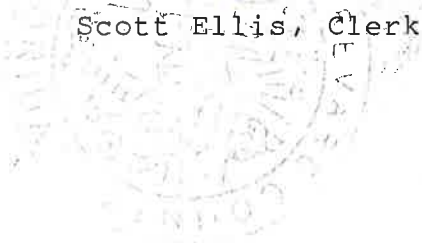
**BOARD OF COUNTY COMMISSIONERS OF  
BREVARD COUNTY, FLORIDA**

By: May Bolin Lewis

(SEAL)

**ATTEST:**

By: [Signature]  
Scott Ellis, Clerk



**APPROVED AS TO FORM AND  
CORRECTNESS:**

[Signature]  
County Attorney

# **EXHIBIT A**

**RESOLUTION NO. 14-201**

**A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BREVARD COUNTY, FLORIDA APPROVING A SECOND AMENDMENT TO THE EXISTING JOINDER TO INTERLOCAL AGREEMENT BETWEEN FLORIDA DEVELOPMENT FINANCE CORPORATION AND BREVARD COUNTY, FLORIDA; PROVIDING AN EFFECTIVE DATE.**

**BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS (THE "BOARD") OF BREVARD COUNTY, FLORIDA:**

**Section 1. Findings and Recitals.** It is hereby found, ascertained, determined and declared:

A. The Florida Development Finance Corporation (the "Issuer") is a public body corporate and politic created by the Florida Development Finance Corporation Act, Chapter 288, Part X, Florida Statutes (the "Act"); and

B. The Act provides, in part, that the Issuer may issue revenue bonds to finance projects in Brevard County, Florida (the "County") for the benefit of approved Florida businesses to enhance the economic development of the State of Florida (the "State"), provided that the Issuer has entered into an interlocal agreement with the local governmental agency in which the project will be located; and

C. The Issuer and the Board of County Commissioners of Brevard County (the "Board") have previously entered into a Joinder to Interlocal Agreement, dated October 26, 1999 (the "Joinder to Interlocal Agreement"), and the First Amendment to Joinder to Interlocal Agreement, dated April 25, 2006 (the "First Amendment to Joinder" and collectively, the "Brevard County Interlocal Agreement"), attached hereto as Exhibit A, pursuant to the Act and the Interlocal Act, which agreement remains in full force and effect, to permit the Issuer to issue revenue bonds to finance projects located within the jurisdictional limits of the County; and

D. The Brevard County Interlocal Agreement expressly limits the principal amount of the bonds issued by the Issuer under the Brevard County Interlocal Agreement to \$7,500,000 or less; and

E. The Issuer has received an application from AAF Holdings LLC (the "Borrower") to issue its Transportation Facilities Revenue Bonds (the "Bonds") for the purpose of financing or refinancing the costs of financing (including without limitation, reserves, capitalized interest and issuance costs), acquiring, constructing renovating and equipping a privately owned and operated intercity passenger rail system designed to serve tourists, business travelers and Florida residents by providing a rail connection between multiple jurisdictions within the State between Orlando and Miami, including the County (the "Project"); and

F. As set forth in that certain Report dated May 20, 2014 of the Economic Impacts of the All Aboard Florida Intercity Passenger Rail Project prepared by The Washington Economics Group, Inc., the Project will promote economic development throughout the State through the creation of jobs, promoting growth for small businesses located near the rail stops, increasing tourism, revitalizing downtown areas and increasing state and local tax revenues, and within the County, the proposed rail line construction of that portion of the Project in the County is anticipated to provide 1,444 jobs in the County between 2014 and 2016; and

G. Due to the nature and the scope of the Project, the Project costs within the County are estimated to exceed \$7,500,000; and

H. As a result of the anticipated costs associated with the Project, and in light of the job creation opportunities the Project will provide to the County and its residents, the Board has determined it to be in its best interests and the best interests of its citizens and residents that the \$7,500,000 limitation in the Brevard County Interlocal Agreement be amended and waived, and that the Issuer be permitted to issue Bonds for that portion of the Project to be located in the County; and

I. The Issuer has requested that the Board authorize the Issuer to issue the Bonds for that portion of the Project located in the County in compliance with the provisions of the Brevard County Interlocal Agreement.

J. By this resolution, the County has determined to authorize the Issuer to issue the Bonds and to agree to execute crossing agreement amendments, in the form previously provided to the County by Florida East Coast Railway, to add All Aboard Florida – Operations as an additional party to those license agreements currently in place between Florida East Coast Railway and the County. However, the commitment in this resolution shall only take effect upon AAF-Operations, Florida East Coast Railway (FEC), or any Issuer of bonds, as applicable, and the County entering into agreements that require:

1. AAF or an affiliated legal entity to assume all costs and amounts that, by previous or future agreement, would otherwise be charged to the County for grade crossing surface maintenance including crossing structure capital maintenance and grade crossing signalization maintenance costs (excluding the railroad's charges for standard inspections of the crossing as set forth in Florida Department of Transportation's schedule of annual costs) ("maintenance moratorium") relating to all railroad crossings in Brevard County that are a] used by both AAF/Florida East Coast Railway (FEC) or their assigns, successors or lessees and b] covered by existing or future FEC/County crossing agreements including any amendments thereto or consolidations thereof. That agreement shall provide that the aforesaid maintenance moratorium obligation for each individual railroad crossing shall continue for a period of eight (8) years commencing upon the date that an existing crossing structure at that individual railroad crossing is either constructed, reconstructed or replaced in connection with AAF's Project, currently projected to be commenced and completed with respect to the Brevard County track segment in 2016. That agreement shall further provide that replacement, construction or reconstruction of crossing structures or equipment shall be completed in accordance with reasonable and customary standards for the construction, reconstruction, replacement or installation of such improvements. With respect to municipalities in Brevard County, this

condition shall only be applicable to those municipalities which also execute crossing agreement amendments in the form previously provided to those municipalities by FEC.

2. Subject to the availability of federal or other funding and the payment of those funds to AAF, AAF or its affiliated entity to install quiet zone grade crossing improvements on behalf of local governments in Brevard County who successfully apply for and receive approval of such quiet zones; provided however AAF shall contribute \$500,000 towards the cost of installation of those quiet zone improvements;

3. At AAF's expense, the installation of sealed corridor grade crossing improvements at grade crossing locations along the proposed AAF/FEC right of way in Brevard County at grade crossings where required and designated by the Florida Department of Transportation;

4. That the County shall be paid by Florida Development Finance Corporation as a negotiated fee for its bond cap waiver in an amount of up to \$375,000 in connection with any bond issue approved and issued under the approval granted by this resolution;

5. That the County shall be paid an additional \$375,000 by AAF as a negotiated fee for its bond cap waiver in connection with any bond issue approved and issued under the approval granted by this resolution;

6. The commitments, obligations, and agreements set forth in items J. 1-5 shall be null and void if the Bonds are not issued and closed; and

**Section 2. Approval of and Authorization of Execution of Second Amendment to Joinder to Interlocal Agreement.** The Board hereby approves the Second Amendment to Joinder to Interlocal Agreement in substantially the form attached hereto as Exhibit "B" and authorizes the Chairman or Vice Chairman to execute and deliver such amendment with such changes therein as may be approved by the executing officer which execution by such officer shall constitute conclusive evidence of such approval, and further authorizes the Chairman, Vice-Chairman or other authorized officer to take such further actions and sign such additional documents, agreements and certificates as shall be necessary or desirable to effectuate the purposes of this Resolution.

**Section 3. Authorization of Issuer to Issue Bonds.** Subject to the conditions set forth in section 1, above, solely for the purposes of the Brevard County Interlocal Agreement, as amended herein, the County hereby authorizes the Issuer to issue the proposed Bonds to finance that portion of the proposed Project to be located in the County. Also subject to the conditions set forth in section 1, above, the County further agrees to execute crossing agreement amendments, in the form previously provided to the County by Florida East Coast Railway, to add All Aboard Florida – Operations as an additional party to those license agreements currently in place between Florida East Coast Railway and the County. Any municipality within the County which currently has grade crossing license agreements with Florida East Coast Railway will similarly be accorded an eight year moratorium on the aforementioned maintenance costs, so long as it similarly executes the crossing agreement amendment to the license agreement which adds All Aboard Florida – Operations as an additional party.

THE AUTHORIZATION AND APPROVAL GIVEN HEREIN IS SOLELY FOR THE PURPOSES OF THE JOINDER TO INTERLOCAL AGREEMENT, AS AMENDED, AND SHALL NOT BE CONSTRUED AS AN APPROVAL OF ANY ZONING APPLICATION OR ANY REGULATORY PERMIT REQUIRED IN CONNECTION WITH SUCH PROJECT NOR CREATING ANY VESTED RIGHTS WITH RESPECT TO ANY LAND USE REGULATIONS, AND THIS BOARD SHALL NOT BE CONSTRUED BY VIRTUE OF ITS ADOPTION OF THIS RESOLUTION TO HAVE WAIVED, OR BE ESTOPPED FROM ASSERTING, ANY AUTHORITY OR RESPONSIBILITIES IT MAY HAVE IN THAT REGARD.

**Section 4. Required Disclosure.** The proposed Bonds and any offering document used in connection with the issuance and sale of such Bonds shall include the following statement:

**THE BONDS APPROVED HEREUNDER AND THE INTEREST THEREON SHALL NOT CONSTITUTE AN INDEBTEDNESS OR PLEDGE OF THE GENERAL CREDIT OR TAXING POWER OF BREVARD COUNTY, THE STATE OF FLORIDA OR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF BUT SHALL BE PAYABLE SOLELY FROM THE REVENUE PLEDGED THEREFOR PURSUANT TO A LOAN AGREEMENT AND/OR OTHER FINANCING AGREEMENT ENTERED INTO BY THE ISSUER CONTEMPORANEOUSLY WITH THE ISSUANCE OF THE BONDS.**

**NONE OF THE OFFERING DOCUMENTS, THE TERMS OF AND SECURITY FOR THE PROPOSED BONDS, THE FINANCIAL FEASIBILITY OF THE PROJECT AND ANY FINANCIAL MATTERS WITH RESPECT TO THE PROJECT, THE BORROWER OR THE BONDS HAVE BEEN REVIEWED OR APPROVED BY BREVARD COUNTY, ITS BOARD OR ITS STAFF. THE COUNTY, ITS BOARD AND ITS STAFF MAKE NO REPRESENTATIONS AS TO THE BONDS OR THE SECURITY THEREFORE, THE FINANCIAL FEASIBILITY OF THE PROJECT, OR FINANCIAL MATTERS WITH RESPECT TO THE PROJECT, THE BORROWER OR THE BONDS.**

**Section 5. Repealing Clause.** All restrictions or resolutions or portions thereof in conflict herewith are, to the extent of such conflict, hereby superseded and repealed.

[Remainder of Page Intentionally Left Blank]

**Section 6. Effective Date.** This resolution shall take effect immediately upon its adoption.

**PASSED AND ADOPTED** this 21st day of October, 2014.

**BOARD OF COUNTY COMMISSIONERS OF  
BREVARD COUNTY, FLORIDA**

By: \_\_\_\_\_  
Robin L. Fisher, Vice Chairman

(SEAL)

**ATTEST:**

By: \_\_\_\_\_  
County Clerk, Scott Ellis

**APPROVED AS TO FORM AND  
CORRECTNESS:**

\_\_\_\_\_  
County Attorney

**EXHIBIT A**  
**Brevard County Interlocal Agreement**

**EXHIBIT B**  
**Second Amendment to Joinder to Interlocal Agreement**

# **EXHIBIT B**

**SECOND AMENDMENT TO  
JOINDER TO INTERLOCAL AGREEMENT**

This **SECOND AMENDMENT TO JOINDER TO INTERLOCAL AGREEMENT** is being entered into as of this \_\_ day of October, 2014 by and between **FLORIDA DEVELOPMENT FINANCE CORPORATION**, a public body corporate and politic created by the Florida Development Finance Corporation Act, Chapter 288, Part X, Florida Statutes (the "Issuer") and **BREVARD COUNTY, FLORIDA** (the "County").

**WHEREAS**, the Brevard County Board of County Commissioners (the "Board") joined in that certain Interlocal Agreement, dated as of April 12, 1994 between the Issuer and Orange County, Florida and agreed to be bound by all the terms and provisions thereof by that certain Joinder to Interlocal Agreement, dated October 26, 1999, and the First Amendment to Joinder, dated April 25, 2006, (collectively, the "Brevard County Interlocal Agreement"); and

**WHEREAS**, the Brevard County Interlocal Agreement expressly limits the principal amount of the bonds issued by the Issuer under the Brevard County Interlocal Agreement to \$7,500,000 or less; and

**WHEREAS**, the Issuer has received an application from AAF Holdings LLC (the "Borrower") to issue its Transportation Facilities Revenue Bonds (the "Bonds") for the purpose of financing or refinancing the costs of financing (including without limitation, reserves, capitalized interest and issuance costs), acquiring, constructing renovating and equipping a privately owned and operated intercity passenger rail system designed to serve tourists, business travelers and Florida residents by providing a rail connection between multiple jurisdictions within the State between Orlando and Miami, including the County (the "Project"); and

**WHEREAS**, as set forth in that certain Report dated May 20, 2014 of the Economic Impacts of the All Aboard Florida Intercity Passenger Rail Project prepared by The Washington Economics Group, Inc., the Project is anticipated to promote economic development throughout

the State through the creation of jobs, promoting growth for small businesses located near the rail stops, increasing tourism, revitalizing downtown areas and increasing state and local tax revenues, and is further anticipated to provide 1,444 jobs within the County between 2014 and 2016 due to the rail line construction of that portion of the Project located in the County; and

**WHEREAS**, due to the nature and the scope of the Project, the Project costs within the County are estimated to exceed \$7,500,000; and

**WHEREAS**, as a result of the anticipated costs associated with the Project, and in light of the job creation opportunities the Project will provide to the County and its residents, the Board has determined it to be in its best interests and the best interests of its citizens and residents that the \$7,500,000 limitation in the Brevard County Interlocal Agreement be waived and amended with respect to the Project, and that the Issuer be permitted to issue its revenue bonds in excess of \$7,500,000 to finance that portion of the Project to be located in the County; and

**WHEREAS**, the Issuer has requested that the Board approve the issuance of the Bonds so that the Bonds may be issued in compliance with the provisions of the Brevard County Interlocal Agreement; and

**WHEREAS**, based on the foregoing, the Board has determined it to be in the best interests of its citizens and residents that the Brevard County Interlocal Agreement be amended as set forth in Section 1 below;

**NOW THEREFORE**, based on the foregoing and for other good and valuable consideration, the parties do hereby agree as follows:


**Section 1. Amendment to Section (a) of the Brevard County Interlocal Agreement.** Section (a) of the Brevard County Interlocal Agreement is hereby amended in its entirety to read as follows:

"(a) The Corporation shall provide written notice to the County of each application to be made to the County promptly upon receipt by the Corporation of any such application. Applications for bonds in a principal amount greater than \$7,500,000

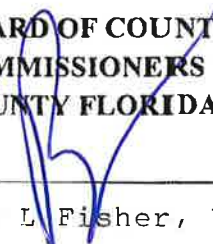
will be subject to the prior approval of the Board, which the Board may grant or deny in its sole discretion. The issuance of bonds by the Corporation shall be subject to the conditions, if any, set forth for such issuance in the resolution of the Board approving such issuance."

**Section 2. Remaining Terms and Provisions.** Except as hereby amended, all provisions and conditions in the Brevard County Interlocal Agreement remain in full force and effect.

**IN WITNESS WHEREOF**, the Board of County Commissioners of Brevard County has caused this Second Amendment to Joinder to Interlocal Agreement to be executed for the uses and purposes therein expressed on this 21<sup>st</sup> day of October, 2014.

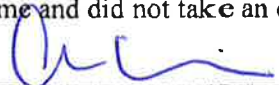
  
\_\_\_\_\_  
Scott Ellis, Clerk

**BOARD OF COUNTY  
COMMISSIONERS OF BREVARD  
COUNTY FLORIDA**

By:   
\_\_\_\_\_  
Robin L. Fisher, Vice Chairman  
As approved by the Board on October 21,  
2014

**STATE OF FLORIDA  
COUNTY OF BREVARD**

The foregoing instrument was acknowledged before me this 21 day of October, 2014, by Robin Fisher of Brevard County Board of County Commissioners. She is personally known to me and did not take an oath.

  
\_\_\_\_\_  
Name: Christine Mulligan

Notary Public

My Commission Expires: \_\_\_\_\_



# **EXHIBIT C**



**Florida East Coast**

RAILWAY

**Robert B. Ledoux**

Senior Vice President, General Counsel  
and Corporate Secretary

June 18, 2014

Scott Knox, Esq.  
c/o Brevard County  
2725 Judge Fran Jamieson Way  
Viera, Florida 32940

*Re: Agreement between Florida East Coast Railway, L.L.C. ("FECR"), Brevard County (the "Licensee") and All Aboard Florida - Operations LLC ("AAF") with regard to the documents listed on Exhibit A hereto (as amended and assigned to date, the "Crossing Agreements") relating to the crossings referenced therein (the "Crossings")*

Dear Mr. Knox:

This letter shall serve to memorialize the agreement reached between Licensee, FECR and AAF relating to the Crossing Agreements in existence that govern the Crossings (as such Crossings are more particularly defined in the Crossing Agreements) and terms relating to the construction, maintenance and safety of such Crossings. Specifically, and without modification to any other term, obligation or condition set forth in the Crossing Agreements, Licensee, FECR and AAF hereby agree to the following terms and conditions, in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties:

- AAF is developing an intercity passenger rail service from Miami to Orlando (the "Project").
- AAF shall incur the necessary and reasonable capital investments to complete the initial installation of crossing improvements at the Crossings to the extent required for the Project to comply with currently applicable laws regarding safety at public crossings and commence passenger rail service (the "Initial Development Cost"). It is acknowledged and agreed, however, that the AAF's commitment to cover the Initial Development Cost for the installation of crossings improvements at the Crossings for the Project shall not encompass the cost of any other improvements to the Crossings, including any improvements required or desired by Licensee such as those related to the establishment of quiet zones. The Initial Development Cost expressly excludes any and all costs related to such other improvements.

In consideration of the foregoing, Licensee confirms the following:

- The Crossings, as improved for the Project, shall continue to be governed by the Crossing Agreements.
- The Licensee shall not be responsible for the Initial Development Cost, but shall be liable for any and all other costs due under the Crossing Agreements with respect to

the Crossings as improved, provided, however, that Licensee shall be entitled to receive an estimate of any and all costs or expenses to be paid by Licensee pursuant to the Crossing Agreements at least ninety (90) days in advance of the date by which payment shall be due.

- AAF is an intended third-party beneficiary of the Crossing Agreements, with the right to enforce the terms and conditions thereof.
- Except as expressly provided herein with regard to the planned improvements to the Crossings, the Initial Development Cost and AAF's beneficiary status, all of the terms, conditions, covenants, agreements and understandings contained in the Crossing Agreements shall remain unchanged and in full force and effect, and the same are hereby expressly ratified and confirmed by the Licensee. This includes, without limitation, the Licensee's continuing obligations related to construction, maintenance, safety, future changes and upgrades to the Crossings and the reimbursement of costs, all of which would continue to be governed by the Crossing Agreements, provided, however, that Licensee shall be entitled to receive an estimate of any and all costs or expenses to be paid by Licensee pursuant to the Crossing Agreements at least ninety (90) days in advance of the date by which payment shall be due.

If these terms are acceptable, please sign this letter in the space provided at the end of this signature page and return that signed document to us. To facilitate this process, it is agreed that this letter will be executed in counterparts, each of which will be deemed to be an original copy of this letter and all of which, when taken together, will be deemed to constitute one and the same agreement. It is also agreed that signed counterparts may be transmitted electronically (as an Adobe PDF file) or by facsimile, and that delivery in that way shall have the same force and effect as the delivery of original signatures. Also, this letter will be construed in accordance with the laws of the State of Florida, without regard to conflict of laws principles. Please understand, however, that the terms of this letter and any offer presented herein will expire and shall be null and void on the date that is 120 days of the date hereof if it has not been executed and returned to us by then. Further, if the improvements at the Crossings for the Project are not completed by December 31, 2018, the terms of this letter and any offer presented herein will expire and will be null and void.

We do hope to hear from you soon and look forward to working together. If you should have any questions, please contact Neil Schiller at Becker & Poliakoff (561) 655-5444 or [nschiller@bplegal.com](mailto:nschiller@bplegal.com).

Sincerely,

Florida East Coast Railway, L.L.C.

By:

Print Name: Robert B. Ledoux

Print Title:

SVF

All Aboard Florida - Operations LLC

By:

Print Name: P. MICHAEL REININGER

Print Title: PRESIDENT & CDO

Cc: Robert Ledoux, FECR  
Margarita Martinez Miguez, AAF

---

**AGREED, ACKNOWLEDGED AND CONFIRMED:**

By: Mary Bolin Lewis

Print Name: Mary Bolin Lewis

Print Title: Chairman

*RP*  
*MBL / RBZ*

In the event the Transportation Facilities Revenue Bonds approved by Brevard County on October 21, 2014 are not issued and closed this agreement shall be null and void.

Exhibit A

Crossing Agreements Listing

Location	Mile Post	Street Name	AAR/DOT	Agreement Holder	License Agreement Date
Cocoa	170+29 81	Michigan Avenue	272092 P	Brevard County	11/25/70
Cocoa	171+27 28	Dixon Boulevard	272095 K	Brevard County	3/5/91
Rockledge	177+49 24	Barnes Boulevard	272108J	Brevard County	10/5/09
Bonaventure	179+74 2	Carver Street	272109 R	Brevard County	3/15/88
Bonaventure	179+20 96	Ansin Road	272110 K	Brevard County	1/25/66
Bonaventure	180+14 65	Viera Boulevard	272976 W	Brevard County	9/10/91
Pineda	182+34 22	Suntree Boulevard	272115 U	Brevard County	1/16/90
Pineda	184+26 87	Pineda Causeway	272863 R	Brevard County	12/16/08
Melbourne	189+35 84	Aurora Road	272122 E	Brevard County	8/20/91
Melbourne	190+30 40	Sarno Road	272125 A	Brevard County	12/14/82
Grant Valkaria	208+68 1	Senne Road	272154 K	Brevard County	2/6/90
Micco	208+52 29	Barefoot Boulevard	272155 S	Brevard County	2/19/59
Micco	209+12 39	Micco Road	272156 Y	Brevard County	5/11/67
Micco	211+32 10	Holly Street	272157 F	Brevard County	3/4/65

# **EXHIBIT D**

**SCHEDULE OF ANNUAL COST OF AUTOMATIC  
HIGHWAY GRADE CROSSING TRAFFIC CONTROL DEVICES**

---

**STANDARD 2 QUADRANT SIGNAL INSTALLATIONS**

Annual Maintenance Cost Exclusive of Installation

<u>CLASS</u>	<u>DESCRIPTION</u>	<u>COST*</u>
I	Flashing Signals – One Track	\$2,256.00
II	Flashing Signals – Multiple Tracks	\$2,985.00
III	Flashing Signals and Gates – One Track	\$3,402.00
IV	Flashing Signals and Gates – Multiple Tracks	\$4,272.00

**3 OR 4 QUADRANT SIGNAL INSTALLATIONS**

Annual Maintenance Cost of Installation

<u>CLASS</u>	<u>DESCRIPTION</u>	<u>COST*</u>
III	Flashing Signals and Gates – One Track	\$6,726.00
IV	Flashing Signals and Gates – Multiple Tracks	\$8,442.00

---

AUTHORITY: FLORIDA ADMINISTRATIVE RULE: 14-57.011  
Public Railroad- Highway Grade Crossing Costs

F. A. RULE EFFECTIVE DATE: July 22, 1982

GENERAL AUTHORITY: 334.044, F. S.

SPECIFIC LAW IMPLEMENTED: 335.141, F. S.

\*This schedule was effective July 1, 2011, and will be reviewed every 5 years and revised as appropriate based on the Consumer Price Index for all Urban Consumers published by the U.S. Department of Labor.




County Attorney's Office  
2725 Judge Fran Jamieson Way  
Building C, Room 308  
Viera, Florida 32940

## Inter-Office Memo

BOARD OF COUNTY COMMISSIONERS

**TO:** THE HONORABLE CHAIR AND MEMBERS OF THE BOARD OF  
COUNTY COMMISSIONERS

**FROM:**  Scott L. Knox, County Attorney

**RE:** AAF and Florida Development Finance Corporation (FDFC) proposed  
agreements  
Agenda Item V.F.2. 10/21/14

**DATE:** 10/20/14

---

It is anticipated that revised documents will be received this afternoon or in the morning supplementing those presented in the original agenda packet and the October 17, 2014 agenda packet

1. AAF proposed Resolution modified to incorporate an 8-year moratorium on maintenance by the County and to provide payment of \$500,000 to the County as matching funds for railroad related improvements initiated by the County. In addition, \$375,000 shall be paid by FDFC to the County and AAF shall pay \$375,000 to the County as explained below.
2. FDFC proposed letter agreement and email from the FDFC executive director which will reflect a \$375,000 waiver fee payable to the County, as compared to the waiver fee of .0025% of the face value of bonds issued for the Brevard County portion of the AAF bond issue (not to exceed \$375 million) set forth in the County version of the resolution, which is estimated at more than \$700,000. The .0025% is derived from the county policy setting that fee when the County acts as issuer. AAF agrees to contribute an additional \$375,000 toward the waiver fee for a total of \$750,000.
3. AAF proposed AAF/County maintenance moratorium agreement shifting crossing maintenance cost responsibility to AAF for a period of eight years, as opposed to the ten years set forth in the County version of the Resolution; AAF strikethrough version showing changes to County's proposed version; and Exhibits A through D, which are proposed attachments to the maintenance agreement. AAF version:
  - a. Decreases maintenance moratorium period from 10 to eight years for each crossing beginning with the completion of construction, reconstruction or

- b. Removes any AAF responsibility for paying costs of quiet zones if Federal Funding is not available; but, AAF has agreed to pay \$500,000 to the County as a matching funds for railroad related improvements initiated by the County.
- c. Removes any reference to FEC or AAF reimbursement of the Canaveral Port Authority should the Port undertake a feasibility or ridership study on its own during the next five to 10 years
- d. Exhibits:
  - i. Exhibit A is the proposed Board Resolution
  - ii. Exhibit B is the Second Amendment to Joinder to Interlocal Agreement expanding the bond approval cap;
  - iii. Exhibit C is the FEC/AAF crossing agreement
  - iv. Exhibit D a schedule of RR crossing inspection costs to the County, as referenced in paragraph F of the proposed maintenance agreement

AAF and FDFC are asking the Board to take the following actions:

1. Approve the Resolution
2. Approve the FDFC letter agreement at \$375,000 waiver fee
3. Approve the maintenance moratorium agreement at eight years for both the County and affected cities plus a \$375,000 waiver fee plus an AAF contribution of \$500,000 toward matching funds for railroad related improvement initiated by the County.
4. Approve the AAF/FEC crossing agreement attached as Exhibit C to the maintenance agreement.

If the revised documents are not received prior to the meeting, the documents/exhibits will be revised to reflect the foregoing changes if the Board approves this arrangement.

[FDFC LETTERHEAD]

October 16, 2014

Stockton Whitten  
County Manager  
Brevard County, Florida  
2725 Judge Fran Jamieson Way  
Bldg. C  
Viera, FL 32940

Re: Agreement to pay Waiver Fee with respect to Transportation Facilities Revenue Bonds (the "Bonds") proposed to be issued by Florida Development Finance Corporation (the "Issuer") for the benefit of AAF Holdings LLC

Mr. Whitten:

On behalf of the Issuer, I am writing to confirm, that in connection with the proposed issuance of the above referenced Bonds, an estimated amount of \$375,000 will be included in the costs of issuance and shall be paid on the date of issuance of the Bonds to Brevard County, Florida (the "County") as a waiver fee (the "Fee") in connection with the County's execution and delivery of the Second Amendment to Joinder to Interlocal Agreement (the "Second Amendment") between the County and the Issuer. Issuance of the Bonds by the Issuer shall be expressly conditioned upon sufficient funds being deposited into a cost of issuance or similar account for the purpose of paying this fee to the County and there being irrevocable instructions given to the holder of such funds to pay such fee to the County.

The amount of the Fee above has been calculated based upon the maximum amount of Bonds to be issued for that portion of Project (as defined in the Second Amendment) located in Brevard County (\$375 million). The Fee shall be adjusted based upon the actual amount of Bonds issued for that portion of the Project located in the County, provided however, that the methodology for such calculation shall not change. In addition, payment of the Fee shall be conditioned on (a) the execution and delivery of the Second Amendment by the County to the Issuer, and (b) the issuance of Bonds by the Issuer of Bonds for that portion of the Project located in the County.

The County agrees that it will promptly deliver its executed signature pages to the Second Amendment to the Issuer in order to allow for its timely filing in the public records of the County and in any other jurisdiction in which such filing is required. Please acknowledge your acceptance of this letter and its terms and conditions by signing below.

**FLORIDA DEVELOPMENT  
FINANCE CORPORATION**

By: \_\_\_\_\_  
Executive Director

Agreed:  
**BREVARD COUNTY, FLORIDA**

By: \_\_\_\_\_  
County Manager

**Agreement between Florida East Coast Railway, L.L.C., Brevard County and All Aboard  
Florida – Operations LLC**

A. The Florida Development Finance Corporation (“Issuer”) has received an application from AAF Holdings LLC (the “Borrower”) to issue its Transportation Facilities Revenue Bonds (the “Bonds”) for the purpose of financing or refinancing the costs of financing (including without limitation, reserves, capitalized interest and issuance costs), acquiring, constructing renovating and equipping a privately owned and operated intercity passenger rail system designed to serve tourists, business travelers and Florida residents by providing a rail connection between multiple jurisdictions within the State of Florida between Orlando and Miami, including Brevard County, Florida (the “Project”).

B. As a result of the anticipated costs associated with the Project, and in light of the job creation opportunities the Project will provide to Brevard County, Florida (“County”) and its residents, the Board of County Commissioners of Brevard County (“Board”) has determined it to be in its best interests and the best interests of its citizens and residents that the \$7,500,000 limitation in the Brevard County Interlocal Agreement be amended and waived, and that the Issuer be permitted to issue Bonds for that portion of the Project to be located in the County in an allocation not to exceed \$375,000,000.

C. The Board has passed the Resolution attached hereto as Exhibit A and has approved execution and delivery of the Second Amendment to Joinder to Interlocal Agreement in the form attached hereto as Exhibit “B” by its Chairman or Vice Chairman.

D. As a part of the Project, subject to execution of Crossing Agreement Amendments in the Form attached hereto as Exhibit C, All Aboard Florida – Operations (“AAF”) will incur the necessary and reasonable capital investments to complete the initial installation of crossing improvements at grade crossings within the County (“Crossings”) to the extent required for the Project to comply with currently applicable state and federal laws regarding safety at public crossings and commence passenger rail service (the “Initial Development Cost”).

E. The County agrees to execute Crossing Agreement Amendments, in the form attached hereto as Exhibit C which inter alia, add AAF as an additional party to those crossing license agreements between the County and Florida East Coast Railway, L.L.C. (“FECR”).

F. AAF and FECR will assume all costs and amounts that, by previous or future agreement, would otherwise be charged to the County for grade crossing surface maintenance including crossing structure capital maintenance and grade crossing signalization maintenance costs (excluding the railroad’s charges for standard inspections of the crossing as set forth in Florida Department of Transportation’s schedule of annual costs) (“Maintenance Costs”), relating to all railroad crossings in Brevard County that are a) used by both AAF/FECR or their assigns, successors or lessees and b) covered by existing or future FECR/County crossing agreements including any amendments thereto or consolidations thereof (“Maintenance Moratorium”). The aforesaid Maintenance Moratorium for each individual railroad crossing shall continue for a period of eight (8) years commencing upon the date that an existing crossing structure at that individual railroad crossing is either constructed, reconstructed or replaced in connection with AAF’s Project, currently projected to be commenced and completed with respect to the Brevard County track segment in 2016. AAF will send a notice to the County identifying the date that the Maintenance Moratorium has commenced for each such Crossing. Replacement,

construction or reconstruction of crossing structures or equipment shall be completed in accordance with reasonable and customary standards for the construction, reconstruction, replacement or installation of such improvements.

I. Subject to the availability of federal and other funding and the payment of those funds to AAF, AAF will install quiet zone grade crossing improvements on behalf of local governments in Brevard County who successfully apply for and receive approval of such quiet zones; provided, however AAF shall contribute \$500,000 towards the costs of installation of those quiet zone improvements;

J. At AAF's expense, AAF will install sealed corridor grade crossing improvements at grade crossing locations along the proposed AAF/FECR right of way in Brevard County at grade crossings where required and designated by the Florida Department of Transportation;

K. Any municipality within the County which currently has grade crossing license agreements with FECR will similarly be accorded an eight year Maintenance Moratorium on the aforementioned Maintenance Costs, so long as it similarly executes the Crossing Agreement Amendment to the license agreement in the form of Exhibit C, which adds All Aboard Florida – Operations as an additional party.

L. AAF shall pay the County \$375,000 as a negotiated fee for the County's bond cap waiver (in addition to the waiver fee paid by Florida Development Finance Corporation) in connection with any bond issue approved and issued under the approval granted by the resolution attached hereto as Exhibit A.

M. This Agreement and the Agreements identified in Exhibits A, B and C shall be executed simultaneously, and delivery of executed signature pages by facsimile or other electronic transmission shall be as effective as a manually transmitted counterpart thereof.

**Effective Date.** This Agreement shall take effect immediately upon its execution.

*[Remainder of page intentionally left blank]*

V.F.2



October 17, 2014

Chairman Mary Bolin Lewis  
County Commissioner District 4  
Brevard County Board of County Commissioners  
Government Center Bldg C., Rom 214  
2725 Judge Fran Jamieson Way  
Viera, FL 32940

Dear Chairman Bolin Lewis,

The Board of Commissioners of the Canaveral Port Authority unanimously passed a resolution in support of All Aboard Florida on August 28, 2014. The Board agrees that All Aboard Florida's inter-city passenger service will be transformative in providing travel options for Florida residents and visitors, and for the substantial economic benefits that come with it.

While the project's initial phase will stop at Orlando Airport, the Board in its resolution recognized that connectivity between the Orlando Airport terminal and Brevard County will be a mutual benefit and is consistent with the Port's expressed goals for such service.

Though All Aboard Florida is expected to begin construction for their initial phase in 2015, with service commencing in 2017, Canaveral Port Authority believes it is important for Brevard County to be proactive in planning for AAF's expansion phase and be positioned to encourage AAF to give serious consideration to Brevard for a station. While AAF is focused on building their core route, Brevard should begin focusing on evaluating potential Brevard locations and be prepared to make recommendations to AAF based on thoughtful analysis. To date, several different locations have been discussed by several elected officials throughout the county, including Melbourne, Cocoa, Palm Bay, Rockledge and others.

As you may know, Canaveral Port Authority's 2027 Master Plan supports comprehensive planning for urban and rural transportation needs. The coming of All Aboard Florida will be an important component of any future transportation network in Brevard. Therefore, I have suggested that the Space Coast TPO lead a study and community discussion about potential locations that will best serve Brevard's residents and tourists, and it is my understanding that the TPO is prepared to lead this analysis.

In order to begin this process in the earliest possible timeframe, I have assured the TPO that Canaveral Port Authority will provide the necessary funds to undertake this Phase 1 Feasibility Study at a reasonable cost and can seek to have our Commission approve proceeding with this study next year.

Brevard County Commissioners  
October 17, 2014  
Page 2

We look forward to participating with the TPO, the Commission, and other Brevard municipalities as soon as is practicable in this analysis and we appreciate the Commission's support of the All Aboard Florida Project.

Sincerely,

**CANAVERAL PORT AUTHORITY**



John E. Walsh  
Port Director and CEO

cc: Stockton Whitten  
Bob Kamm  
Board of Commissioners, Canaveral Port Authority



RESOLUTION NO. 2014-09

A RESOLUTION OF THE PORT CANAVERAL PORT AUTHORITY BOARD OF COMMISSIONERS IN SUPPORT OF THE PROPOSED "ALL ABOARD FLORIDA" PRIVATELY OWNED, OPERATED AND MAINTAINED INTERCITY PASSENGER RAIL SERVICE BETWEEN DOWNTOWN MIAMI AND THE ORLANDO INTERNATIONAL AIRPORT BEING DEVELOPED BY FLORIDA EAST COAST INDUSTRIES, LLC; AND FURTHER URGING THE GOVERNOR, THE FLORIDA DEPARTMENT OF TRANSPORTATION AND OTHER REGULATORY/FUNDING AGENCIES TO SUPPORT THE PROJECT AS NECESSARY.

WHEREAS, Port Canaveral is an integral part of the retirement-resort-vacation-recreation complex of Brevard County, the only deep water port between Fort Lauderdale and Jacksonville, featuring one of the busiest cruise industries in the Western Hemisphere, with more than four million revenue cruise passengers per year; and

WHEREAS, though the Port has played a major role in addressing regional transportation needs, Brevard County and Port Canaveral are not currently served directly by regional or intra-state passenger rail; and

WHEREAS, high-speed rail connectivity between Orlando International Airport and Port Canaveral/Brevard County is recognized as a mutual benefit; and

WHEREAS, the 2027 Port Canaveral Master Plan supports comprehensively planning for urban and rural transportation needs and to plan for the use of the lands, resources, and waters under its jurisdiction; to participate in such planning with other public agencies as defined in chapter 163, Florida Statutes; and to enter into interlocal governmental agreements in such transportation and real property fields; and

WHEREAS, due to Port Canaveral's strategic location, cruise capabilities, world-class recreational facilities, and Brevard County's world-famous fishing and beaches, the Port Authority request that Florida East Coast Industries, LLC consider Brevard County for an expansion stop; and

WHEREAS, the Port Canaveral Port Authority finds that this future proposed service may well be consistent with and furthers the Port Canaveral Master Plan's expressed goals for such service; and

NOW, THEREFORE, be it resolved by the Board of Commissioners of the Canaveral Port Authority of Cape Canaveral, Florida.

Section 1. The recitals are true and correct and are adopted by reference and incorporated as if fully set forth in this Section.

Section 2. The Board of Commissioners of the Canaveral Port Authority supports the proposed "All Aboard Florida" privately owned, operated and maintained passenger rail service between Downtown Miami and Orlando being developed by Florida East Coast Industries, LLC and a future stop in Brevard County.

Section 3. The Board of Commissioners of the Canaveral Port Authority encourages Florida East Coast Industries, LLC to study and consider the benefits of a future station serving Brevard County and Port Canaveral.

Section 4. The Board of Commissioners of the Canaveral Port Authority urges the Governor of the State of Florida, the Florida Department of Transportation and other regulatory/funding agencies to support the project as necessary.

PASSED AND ADOPTED this 28th day of August, 2014.



ATTEST:

A handwritten signature in dark ink, appearing to read "Frank E. Sullivan", is written over a horizontal line.

Frank E. Sullivan  
Secretary/Treasurer, Board of Commissioners

A handwritten signature in dark ink, appearing to read "Thomas W. Weinberg", is written over a horizontal line.  
Thomas W. Weinberg, Chairman  
Board of Commissioners

A handwritten signature in dark ink, appearing to read "John Walsh", is written over a horizontal line.

John Walsh  
Chief Executive Officer

Bolin Lewis: The Item that we have now is V.F.2. Stockton Whitten, if you will set the stage.

Whitten: Madam Chair, Members of the Board, this is a request of the Florida Development Finance Corp. And so Mr. Joe Stanton who is the legal counsel for the Corporation will come and overview the Item for you.

Bolin Lewis: Good morning, sir.

Stanton: Madam Chair, Commissioners, good morning. Joe Stanton, I'm serving as general counsel to Florida Development Finance Corporation, and I'll just refer to them as FDFC, and we'll shorten this up a little bit. FDFC was established by the Legislature in 1993, and its primary purpose is to provide conduit financing for capital projects that enhance economic activity and employment opportunities in the State. Recently AF Holdings, LLC, which I'll call All Aboard Florida, has applied to FDFC to provide conduit financing for a rail project, portions of which will be located in Brevard County. Brevard County and FDFC have had an Interlocal Agreement in place since 1998, pursuant to which FDFC's previously provided conduit financing for other projects located in Brevard County. The current Interlocal Agreement limits the principle amount of bonds issued to not exceed \$7.5 million. We're before the Commission today to seek Commission approval to amend the Interlocal Agreement to remit FDFC to issue bonds for the purpose of financing the portion of the AAF project located in Brevard County. FDFC has agreed to pay 100 percent of its fees attributable to the portion of the AAF project in Brevard County as a waiver fee in connection with this amendment. The approval of the proposed amendment is limited solely to the financing of the project by FDFC. It does not impact any other approval rights the County may have with respect to the project and the bond documents and the financing will expressly state that Brevard County has no responsibility financially or otherwise for the project. The proposed financing would be through the issuance of private activity bonds that are sold to private investors. It will have a minimum denomination of a \$100,000 to ensure that it goes to sophisticated investors and they'll be no State or local funds that would be pledged to repay the bonds. FDFC board has provided its initial approval for this transaction, and respectfully requests your approval of the proposed amendment. Thank you.

Bolin Lewis: Thank you, sir. Commissioners, we have many cards on this. So if Mr. Whitten, are we ready to start doing the public comment on it?

Whitten: Yes.

Bolin Lewis: Okay, if I can have come forward Mr. John Walsh, Ms. Debbie Harvey, Mr. Tom Hermansen? You'll come to the podium please.

Walsh: Yes, I'm John Walsh, 425 Pierce, Cape Canaveral, Florida. Commissioners, it's nice to be on this side of the podium instead of the other, and I appreciate the opportunity to come. I represent Canaveral Port Authority. Our commissioner will speak later today and talk about a resolution they passed in support of All Aboard Florida, but my appeal today is about alternative transportation. The Port is involved in the intermodal business. Moving cargo has been a big part of our push, but we can't forget that cruise passengers, and a very large growing cruise

business, is integral to Brevard County. This year the Port has had 4.2 million cruise passenger's movements. We're number two in the world for a cruise, and indeed it makes Brevard County a destination. Flight power, air power, is very limited and you would be amazed on how many people we get coming to the Port from South Florida. So we are in support of All Aboard Florida, and we know it's not perfect as its proposed today, but we feel you can't expand what doesn't exist. So the Port send Chairwomen Lewis as well as Stockton Whitten a letter, and we will fund an initial study after All Aboard Florida gets moving in order to look at and study where the ideal place for a station is in Brevard County. The All Aboard Florida folks are open to future expansion, but right now we don't want to get into the way of stopping the EIS and seeing this train exist. I can tell you that I'm getting up about 4:30 tomorrow morning to go to Miami again for the fourth time this month for the business that we do at the Port, and I would love to sit on a train and do email and conduct business back and forth, but that train doesn't exist today so I'll be sitting in the car and pulling over whenever I get a text or email. So, we're very much in support. The Port pledges to work with Bob Kamm and the TPO to study where a stop makes sense in Brevard County, and we would ask that you would seriously consider today moving ahead approving the resolution that's in place before you so that Brevard County can have an intermodal facility and we can connect ourselves to the rest of Florida. Thank you very much.

Bolin Lewis: Thank you, sir. Ms. Debbie Harvey.

Harvey: Good morning, I'm Debbie Harvey, President of Ron Jon's Surf Shop, and as a member of the community and also a member of a business that's been in Brevard County for over 50 years, and a member of the State of Florida for as long as I can imagine since being a little kid, I support us moving ahead and getting other modes of transportation for the State. The State, since I have been here, has grown dramatically. This year will welcome close to 100 million visitors to the State and the roads just can't keep up. We need to get started somewhere. Again, this is not a perfect solution, but I'm in support of All Aboard Florida and I think we just must get going. Both Miami and Orlando are the biggest international airports in the State and to expect that people coming from overseas don't want to use trains, don't want to use modes of transportations that they're used to is putting our heads in the sand so to speak. So I think we have to have alternatives to roads. We certainly can't make I-95 a 14-lane road at some point to handle all of the people who want to move between Orlando and Miami. So I would support All Aboard Florida and I support the resolution.

Bolin Lewis: Thank you. Mr. Tom Hermansen.

Hermansen: Good morning. Tom Hermansen, 3030 Wavecrest Drive, Cocoa Beach, Florida. I represent our partnership Ocean Partners that operate five hotels in Cocoa Beach, with about 250 employees. We're vested in tourism here in Brevard County and its economic wellbeing and growth. I'm here to just opine that as a community, State, and a nation, we need to embrace mass transit as part of the solution of our energy usage and future transportation requirements. Not doing so ignores some of the most important issues we face today and in years ahead. We should specially embrace opportunity for growth of mass transit when it's provided by private risk capital, which is not normally the case with minimal

inputs from the public sector. From the perspective of tourism, I'm looking forward to the day when we can welcome customers to our area from a Brevard train station, whether they come from Orlando Airport or from other parts of Florida, All Aboard Florida will eventually have a tremendous economic impact on Brevard. Brevard County should be forward thinking in their approach to mass transit, as well as All Aboard Florida's proposal for a private endeavor to introduce rail project to Central Florida. We must recognize and appreciate that they're doing this for private resources. Again, that's highly unusual, if you look around at the rest of the country, especially if you look at how publically supported some of the other rail projects are in other parts of the country. While everyone's main objective here today is likely to get a stop here in Brevard County so that we benefit from the installation of this, the build out of this project. I believe it's safe to expect, especially with the Port's help, and everybody working together, that one day in the near future we will have that stop. By working together with All Aboard Florida, including negotiating costs for the quiet zone, which I believe will be the biggest concern for most constitutes, we position ourselves to get the benefit of this station sooner rather than later. In my view, All Aboard Florida has a right to develop this project on their private property. In addition to the fact encouraging privately funded mass transit is the right thing to do. I don't see that there's any risk to Brevard County and you moving this motion forward today, and so I suggest you support it. Thank you very much.

Bolin Lewis: Thank you, sir. Mr. Parrish, followed by Robert Smith and Mitch Ribah from Merritt Island.

Parrish: Good morning everybody. Mayor Henry Parrish from the City of Cocoa, and I bring greetings. I also bring support from me and hopefully my Council in a week. On the 28<sup>th</sup> we're going to pass the same ordinance the Port has passed. I'd like to say a couple of things. One is I had your water out in the mezzanine and the water is good. Cocoa water of course. I got to plug that when I can.

Bolin Lewis: Where do we get that water?

Parrish: I also want to make sure, Mary and Chuck, you did a great job serving. I'm here to tell you. In less than a month you're going to be off the hot seat. If you serve in any capacity folks, everybody's on the hot seat when you're representing your districts and areas and cities and things. So good job, great job and I'm glad we don't have a whole panel full of attorneys. Sorry Jerry. But the reason is why is it takes all kinds to move a city or a county or a company, and you've done a great job. We love working with you, we've got things we're going to bring up to you in the future. Also, All Aboard, let me speak to Florida because I've got suits here behind me from the State. Henry Flagler when he brought the transit system into Florida, he was criticized, from New York City, as we know, scammer and all that. He basically raised the money to build the train system through Florida, and it was considered a swamp, so all of us live in that swamp; and his dream was to have Key West as the Port of the America's. Well he passed before he completed it all always, but the legacy and the company he left is still here after 124 years, is right here. These people behind me that represent it work for it. My perspective is all they're doing is returning back to their roots, which is passenger service, and I'll give you a quick scenario. My grandfather and my great Uncle Jess Parrish and my grandfather Henry, they contracted with

FEC in the early 30's, okay, to haul fruit from here to New York City because they thought they could make some money. It turned out it exploded and they actually hired a lot of people from the East Coast and expand a business 50 or 100 fold, and it put us on the map. Probably a lot of people who are living here today, or are down here in some way, shape, or form because of those early days. But that being said, you can criticize this or not, it's an almost perfect scenario for us. There are details to be worked out, but I urge you to pass this ordinance. I think it's a visionary thing. Everybody, all the visionaries are here, got their stickers on, right? And it's important. I think down-the-road when we're all retired, this will be just another link in the chain of all the things that are happening right now with the Port, the Space Center retooling, and the City of Cocoa doing what we're doing. I worked 24/7 to make it the best city in Florida, and it will be when I'm done, and I'm here to tell you, let this happen, welcome it. We're going to succeed together; and my last challenge to the Council is this, the Commission, this dream to be the best County in the State, the County that everybody looks at as a model. I know and you know that companies are going to move here in the future because of our train system, because of our people, you know, and our Port and all of the things we've got going. We are sitting in the sweet spot in history and in time, and I urge you to step forward, be a visionary, and pass this. Thank you very much.

Bolin Lewis: Thank you, sir. Robert Smith

Smith: Good morning, Commissioners. My name is Robert Smith. I live in West Melbourne. I worked through 1971 and 2009, I worked as a locomotive engineer for BNS Railway in the Chicago area. I have extensive experience in passenger operations. I worked 26 years as a commuter engineer. I also worked on Amtrak. Additionally, I was an officer of the Brotherhood of Locomotive Engineers. I've been at a lot of disciplinary hearings and accident investigations. I'm a big fan of passenger trains, having been a railroader for my entire career. However, I feel that All Aboard Florida is fundamentally flawed, and some of the reasons have already been expressed in the new media. I think the ridership projections are overstated. I think the benefits to the economy are overstated, however I know that's typical of a large project. My primary objection to All Aboard Florida regards safety, and I think the biggest issue I would take with it would be the fact that there would not be a dedicated right-of-way for passenger trains. When trains are running at high speed, specifically passenger trains, they need their own set of tracks; and a primary example of this was the accident that happened in Chase, Maryland, in 1987 where there were four kind rail light locomotives that colligated with a passenger train, and we had 14 fatalities, multiple injuries. As a result of that, Amtrak decided to have separate tracks, separate corridors for passenger trains in the northeast corridor, which is a high speed operation. It's also worth noting this accident occurred and the speed of the passenger train was 108 miles per hour. All Aboard Florida's proposing to run trains at 110 miles per hour, essentially the same. I have a picture here. This is the aftermath of Chase, the collation. I think, you know, it's instructive to look at it and see what can happen when passenger and freight operations are co-mingled. It's definitely not the way to go. I think high speed operation is definitely viable for Florida; however I feel this is not the best proposal, and I think a true high speed operation with dedicated right-of-way for the passenger trains is the only way to go. So hopefully we can get it right. We don't need to

rush it through. This proposal has flaws. I think eventually though, we can get it right. So let's get it right. Thank you.

Ribak:

I'm Mitch Ribak, Merritt Island, and mostly the 2014 President of the Space Coast Realtors. Thanks for allowing me to speak this morning. I'm going to read my notes because I have to read my notes or I won't say what I want to say. I've been working this for about six months, and I think there's been a lot of misinformation in which when I first met with the All Aboard Florida people there was no desire or chance that they were going to build a station in Brevard County. We've heard this over and over until our realtor group got together and really started pushing back on that, then they said maybe at some point we'll do that, maybe. I'm a business man and I'm all about what's not what's fact. I'm not a big believer in ifs or if it is profitable. We know there's been no high speed train in the world that ever been profitable on its own, never. So is no chance if that's the language they're using. It's not the right language to make this happen. I've talked to all of the community leaders, and I have had not heard one reason why this is good for Brevard County, not one. I keep hearing it's going to be in the future or there's nothing that's going to take tourism dollars away from us because they will go from Orlando instead of coming to here. They'll go to Miami. There's no benefit. Miami people who might have come up here are going to go to Orlando, and we miss a lot of stuff, a lot of potential revenue; and there's a few other reasons I want to mention. Property values. Obviously being in real estate we're looking at property values. It's estimated that property values of homes within 1,000 feet of these tracks could drop as much as 20 percent in the valuations. That's a huge issue for us obviously. Increasing train traffic from 14 trains a day, which we currently have 46 trains a day. That's going to hamper emergency services going across the tracks. Again, another issue for our citizens. It does not bring any jobs to Brevard county. When we were told, they told us they would be hiring local crews to build their tracks. Well, you're not going to train a new crew every time you move into a new area. They're not going to change crew for Vero Beach. They're going to have a crew they are going to put together, and yes, they may hire three people in case people call in sick that day. We have to maintain all of the crossings. Again, there's a lot of money out the door for what we don't want to support. Again, no planned stop in Brevard County. That's really my biggest thing is if they're going to stop in Brevard County at least, even though there's other issues are factors, at least there'd be a benefit for us, there'd be jobs created, there'd be as spoken tourism coming to us; but I'm not sure where the hotels and the Port think they're going to get people coming from. No one's going to go from Miami to Orlando, rent a car and come over to Brevard County. It's not going to happen. So, that's all I have to say to you. Thank you.

Hopfinger: Benjamin Hopfinger, 760 El Dorado Parkway, Plantation, FL. (In support)

Knox: Jinger Knox, I'm not here to say one way or another if the railroad's good or not. Obviously, it's bad for me because I own two properties that abut it, but I'd like it to be good for me, I'd like to have quiet zones, and I'd like to have the protections that All Aboard has promised us. My issue here is the resolution and why it's being heard now. I'm not sure why it would be heard before the impact study is completed as to how it's going to actually going to impact our citizens of Brevard County of the people who are next to the tracks who have the vibration impacts

and the noise impacts, and I'm also not sure why the resolution wouldn't include something about the quiet zones. I mean why are we only including something about the seven-year maintenance costs? The quiet zones are what we really want. Everything I've heard in all the meetings that I've attended, it's all about the quiet zones. So, why would we be giving them the one thing we have control over, which is this resolution? We have control over nothing else as far as I can see. So, why would we be giving that without asking for the one thing that we all want, which is quiet zones?

Allender: Good morning. Thank you, Madam Chairman and Members of the Commission. It's my pleasure to be able to be before you. I'm Jerry Allender. I'm vice chairman of the Canaveral Port Authority. I'm also chairman of the Space Coast Area Transportation Organization. Let me say I'm not here as a spokesperson for the TPO; however, having served on the TPO for several years, the TPO is closely followed the Florida, All Aboard Florida Project since it first was announced. We have had numerous presentations by representatives from All Aboard Florida. They've answered questions, they've given us information. I believe that the All Aboard Florida Project is a tremendous opportunity for Brevard County, not only to Brevard but also to the region as well as the State. Let me point out that the Project is at this stage coming through Brevard County. There have been previous considerations of high speed rail transportation between Orlando International Airport and Miami. Those in the past have followed the Turnpike. This is an opportunity that they will be coming to Brevard County, through Brevard County, which will be a great opportunity for us. We know that as infrastructure is improved that development will come. Our future is important as we consider the economic growth of our area. From a transportation standpoint, All Aboard Florida coming provides a unique opportunity for Brevard County for the future as well as the economy of our area. In addition, All Aboard Florida will bring 21<sup>st</sup> century workmanship and technology and bring a higher level of safety for the railroad crossings in Brevard County. As was previously mentioned regarding quiet zones, it does create the opportunity to have quiet zones throughout Brevard County. Those quiet zone issues are presently being addressed by the various city councils in Brevard County as well as the TPO. As you know, the Canaveral Port Authority several meetings ago did pass a resolution supporting All Aboard Florida, because it does fall within our long-range plans and benefits of passenger service to Port Canaveral. And if I might, let me, I'd like to just read a couple of excerpts from that resolution. "The Port Canaveral Port Authority finds the future proposed service by All Aboard Florida may well be consistent with the future and further the Port's Master Plan for passenger services in the future. The Board of Commissioners of the Canaveral Port Authority encourages Florida East Coast Industries LLC to study and consider the benefits of a future station serving Brevard County and Port Canaveral." And as mentioned by our CEO of the Canaveral Port, John Walsh, and of course, I and the other commissioners of Canaveral Port Authority will be in full support of the Canaveral Port Authority helping fund a planned study for the future location of a station in Brevard County. I think this is a clear opportunity for the County to look forward. You know, we all rooted in the present, but I think it's important that we all look to the future in what will be beneficial to the County and our people. Thank you very much, and I whole heartedly suggest and recommend that you approve the resolution before you today. Thank you very much.

Wichert: Martha Wichert, 9150 NW 17<sup>th</sup> Street, Plantation, FL. (In support)

Cotner: Kate Cotner, 1801 27th Street, Vero Beach, FL. (Not in support)

Fulton: I'm furious that I have to be here today to protect my community. I'm furious. I'm furious that you all would even consider running this train. Terry Fulton, 1688 Pontiac Circle, Melbourne. There's nothing good about this for us. Property values, noise, accidents, costly money, emergency vehicles are going to have trouble. I'm reading about the draw bridges south of us that are getting to old to be going up and down all of the time. I'm hearing the U. S. Coast Guard, although I can't prove it, I expected them to be here today, but apparently they're not, is against this. Why, why would we run something like this through our communities? Why not run it out west somewhere? I'd like to know why you all would consider that? Would you consider that? Why would you destroy our community? These people talking about convenience for them, and opportunities for them. They're not even from around here. It's not going by their house. It's not going to cause wrecks and traffic jams, and thank God for the people that did have some common sense talking about the train accident and things that are not kosher that's going on here. And I'm wondering if this is about cargo that's coming. Something is just not right here. There's nothing but risk involved in this. This is so typical. People looking at stuff through rose colored glasses. I remember when they were going to build the soup kitchen in Brevard around three schools, a park where kids go, an old folks home, and everybody thought it was wonderful, but thank goodness somebody proved that they were selling drugs there inside and outside, and then the rose colored glasses came off. I hope yours comes off. I'm understanding that this group will not release their rider information. I find that very strange. Who's going to ride, how many, they're not releasing that. They're holding that back for some reason. Why? This makes no sense at all. This is like dumping a cargo of rattlesnakes in a kindergarten. Why would you do it to us? Why? I think you all have a clue to what's coming. Thanks you. 01:43:14

Kovalsky: Jim Kovalsky, 16095 130<sup>th</sup> Way, Jupiter, FL. (In support)

Whelpley: Lynn Whelpley, 560 Jupiter Boulevard, Palm Bay, Florida. I think you remember me, Commissioner. We had a little talk about our beautiful Palm Bay Roads. Anyway, wow, it's a hard place where you guys sit. I hear the controversy. I hear it all. I appreciate the people from other counties coming up and telling us what we should do. It benefits them, but when you really think about it, it's about money and that's really where it hits us. I know that the AAF did a great job apparently making their train stations ADA for the disability act, but make it known that there is no train stop here in Brevard, nor is there one that's to be scheduled, because they cannot make money, which this is a private organization, they need to be profitable. They cannot make money by stopping anywhere. They have to make money by taking the tourists from Orlando and getting them to Miami in three hours. That's their goal, that's their mission. If they have to stop along the way, then they're losing money. Ironically, this morning you all spoke on, and forgive me for not knowing the details I wasn't paying attention, but I think you approved advertising a marketing campaign for our Tourist Council. I wonder where the Tourist Council is today, because did

they understand that the tourists, all of the tourists that come internationally, locally, anywhere, that come into Orlando, they play in Disney a couple of days, and then they rent a car and they take the Beachline to Cocoa and they come to our beaches; and they might even spend a night or two there, and they're going to enjoy Brevard County. That's our tourism money. Now what we're planning on doing if we agree to this train, is to take these tourists who come into Orlando, and put them in a plane, I mean in a train, and make them go 100 miles an hour through Brevard County, which Commissioner, just mentioned earlier, a lot of people don't know Brevard County at all. They're really not going to know it now because they are going to go through at 100 miles an hour down to Miami, and that's where our tourists are going to go, because who isn't going to want to go to Miami. Everybody knows Miami, nobody really knows Brevard. We actually have an overflow of tourism from Orlando, and I understand its Mr. Flagler's dream about the train going through, but it's our pockets. I understand we don't pay back this bond, but eventually we have to maintain all that, all of the tracks or crossings, that's going to be a County or a city thing. I just don't see any benefit for Brevard County. I see benefit for Florida, yes, but you know what? I'm paying taxes here for Brevard County. Brevard is my home. As a realtor, I also am for property rights, and if you can think of all of the houses that are along the track now, and they'll be having two trains every day going 100 miles per hour behind their house. I don't see a benefit for us. I see the controversy for the decision, but I really don't see how this can benefit us at all. Let me see, I wrote some notes on the back of my card so that I could remember. Somebody mentioned that Brevard County is a sweet spot. I totally agree. I moved here in 2001. I love it here. It's all Florida needs to be but not being crowded, but still having that down home feeling; but the sweet spot will not be a stop on this railway. We have to understand that. We're going to have to pay for it, but it won't help us at all. It's going to take money away from our County, and thank you for giving me this time. Thank you.

Charbonneau: Okay, Richard Charbonneau, Satellite Beach, Florida. I think I'm going to be probably the only person in the room that agrees with me, maybe two other people, that's fine. It usually works out that way. I had a conversation with my friend Scott Ellis, actually via email, and both of us agree, and we've also got Michael Ward from CSX and Warren Buffet agrees with the same thing, so you've got four of us that agree to this. I want you to imagine six high speed trains on the track at the same time, but having four or five freight trains on the track at the same time also. That cannot happen. There's no place to pull over. I mean it's nonsense. The man that was a railroad expert I think, I missed his name, but he said if it was a dedicated rail for the high speed, and then another rail for the freight, that he could go along with it. Well, I heartedly agree with him, but you can't run high speed and low speed on the track at the same time, because there's no passing lane to pull out and pass the other train, or is there a place to pull over. Eventually when you're running six trains on the track at the same time, plus four or five freight trains, they'll run into each other. This is from Michael Ward. He's the CEO of CSX. "To say it again, passenger rail can only operate with government subsidies. Freight rail is profitable. The United States has the world's freight rail operations. Why would the freight rail operations tolerate intrusions of money losing freight rail systems that impede their own business plans? That's another example of the government willfully exceeding the kill the geese that lay the golden egg." Michael Ward minces no words.

"Passenger rail doesn't make money, that's why private investors will shun it. A realistic look at the problem tells you that passenger rail cannot be in business a proposition, and in fact, can be harmful to freight rail, which is a successful business. They can't square a circle. This is why they keep fudging the numbers to make it look like they can build a highway profitable passenger rail system that pays for itself or even has returns on investment, and that's why there is aversion one after another, after another. That's what keeps the funding from Washington mindless, pointless promises. What we are asking for of the rail authority is to sign their own death warrant." He goes on, "I'm a corporation and I exist to make money, okay, Ward said. Today in the interview at Blumberg, you can't make money hauling passengers, so why would I want to do that? It wouldn't be fair to my shareholders. CSX is the third largest freight railroad in the United States for revenue. While moving people by train may make sense for society, letting passenger trains traveling faster than 90 miles an hour share the tracks with freight trains doesn't make business sense, said Ward. Jacksonville, Florida, owns 21,000 miles east of St. Louis. Putting high speed rail trains on freight lines is not practical because the curvature and the elevation of the freight rail tracks cannot support the trains operating at higher speeds than 90 miles an hour. Those trains should run on separate tracks, which may cost tens of millions of dollars to build." I still got a few seconds here. One of the other meetings, Commissioner Anderson made a comment about the 1,500 jobs. He didn't really say it the way I would have said it, but come one, those 1,500 jobs are not coming here. To install rail is a specialized group, and he's just blowing smoke up our rear end. That's just nonsense, and my closing argument would be, they say they may stop here. May? Give me a break. Thank you.

Villa: Demetrius Villa, 1980 NE Miami Gardens Drive, North Miami Beach, FL. (In Support)

Jameson: Good morning. Thank you for allowing me to speak. My name is Benita Jameson. I live at 2557 Boyd Avenue, in Melbourne, Florida. I truly support All Aboard Florida for several reasons. I feel that it is going to be good for Florida. It is going to be good for Brevard County. We have to look towards the future. We cannot always look at the past. We cannot look for our own self-interests but the interests of our future children, for the interest of the future. If we stay stagnant, we will die. If we stay stagnant, we will never achieve what we should achieve. Thank you very much.

Villa: Darius Villa, 1980 NE Miami Gardens Drive, North Miami Beach, FL. (In Support)

McMillian: Excuse me, good morning. My name is Fred McMillian. I am a resident of Brevard County. I live at 5008 North U. S. Highway 1, formerly at 419 North 17<sup>th</sup> Avenue, Ft. Lauderdale, Florida. I was originally on the Tri Rail discussion and development in Broward County, and I worked with the Broward County Commissioners during their study of the beginning of Tri Rail. I appreciate the lobbyists for All Aboard Florida having all these wonderful people here, and I know they spent quite a bit of money to lobby this Board to say no. I have a yes and I also have a no. I would like to encourage Brevard County County Commissioners to make sure you have a voice when this project gets started, because undoubtedly it is, because it's evident in this audience today that somebody spent some money to get some people brought up all over Florida to

come here and say what they think Brevard County should do. Okay, that's all well and good. This is still a democratic society, and we have the ability to differentiate between what we are being told to do and what's good for us. They need to make sure they do the study that they promised that they would do when this project first started was to go back to the drawing board and study what benefits Brevard County. They have not done that. I don't see it coming, and I don't see it coming soon. It may eventually get there, but what expense are we going to have to sacrifice? Yes, we need rail service. Yes, we need transportation for the public. Yes, the disadvantaged people who don't have a car that can't drive who has no other alternative but to spend \$150 in a taxi to get to Orlando Airport. Yes, we have to have some type of system produced in this County. And you all will have to excuse my passion, because I've been in this room too many times lobbying for the disadvantaged people of Brevard County to do something about public transportation, and it's not just All Aboard Florida, it's the streets, it's the City of Titusville, it's the City of Port St. John, It's the City of Melbourne. We need public transportation period, and regardless of how many dollars are spent to put All Aboard Florida into place, we need to start somewhere else. Yes, we need rail service. Well, Amtrak ain't doing too good, but they are experienced and they have a lot of trains already adapted to anybody that wants to get on there with a wheelchair. I ride it all the time. Now if All Aboard Florida has all these fabulous facilities, where is the train station that is in existence today that has a disadvantaged accessibility, a ramp for my walker, to come up and walk onto a train? There are none, and they haven't produced a study to produce it. Well, we might as well get ready. They are coming. All Aboard Florida's coming. I had my spiritual adviser to bring it to my attention. This is going to happen. I don't care how much we sit here and puke, have diarrhea all over the place about saying no. Excuse my description, but I'm serious, we need to take a good look at what they are doing and these special interest groups that have provided all these people from all over Florida to come here and tell us no. So, regardless of what we say or how passionate I feel, public transportation is needed. We need to look to the future. Rail service is that possibility that we really need, but why go to Orlando? What about from Port St. Lucie to Jacksonville, then come to Orlando? Come through here, please do. Come through here, but give us a chance to get some money too. We want to make some money. We want jobs. We want everything else that everybody is screaming for. Well, you promise us this but you don't put it in writing. Put the train, don't go to Orlando. They got Disney, Universal, and SeaWorld to support any effort they want.

Erbora: Tolga Erbora, 3748 Esterroom Avenue, Doral, FL. (In Support)

Martinez: Angel Martinez, 8030 SW 19<sup>th</sup> Street, Miami, FL 33155. (In Support)

Mahboubi: Rozetta Mahboubi, 7801 Abbott Avenue, Miami Beach, FL 33141. (In Support)

Alberts: Dorene Alberts, 1401 Fairway Road, Pembroke Pines, FL. (In Support)

Miller: Monique Miller, and actually live here in Brevard County. I live at 8356 Highway A1A in Melbourne Beach, and I'm not here to discuss the merits or whether All Aboard Florida is good for us or not, because the fact of the matter is I'm not sure all of us have had time to really digest the information about the project to know

whether it's good for us or not. I'm here to suggest that this vote is premature, and there are a number of reasons for that. There are a couple of other things that are in this resolution that go beyond just issuing some bonds. One of the things is that they are asking us to add All Aboard Florida as a third party beneficiary to the Grade Crossing Agreements that we have with Florida East Coast Railways. This is a major bargaining chip that we have in our future negotiations with All Aboard Florida in terms of who's going to incur costs that are going to be born of this project? The other bargaining chip is obviously the issue of issuing these bonds. As a private company, which they're so fond of saying, that they're doing this with private money, they can go and issue bonds to go raise money for their company any time they want to. The reason that they need us to approve this is because they want \$500 million of taxpayer money to do this, which is letting it be a tax free bond instead of just a regular bond, and that's obviously a major advantage, and I'm in favor of this form of funding their project over what they were originally going to do, which was going to be a taxpayer subsidized loan that would have probably been about \$3 billion over the life of the loan in value to them as a subsidy. So, this is definitely better, and, but before we decide to give away our bargaining chips, for a small concession which was I believe seven years that they are willing to pay for the maintenance on the crossing agreements. That's nothing compared to the overall costs that they are going to incur. The environmental impact study was just released, and I've only had about two or three weeks to digest it. I don't know about you, but 500 pages and about 1,000 pages of addendum's, I haven't gotten through of it all yet. One of the things that I did notice though was that there's a major issue with vibration that came out in the study. By the way, they commissioned the study, so I would argue that this is probably the best case scenario. Since they paid for it I doubt it's going to be really the worst case, but it did bring up vibrations. We don't even know how we're going to mitigate that or what the cost to Brevard is going to be for having massive vibrations going through because of high speed rail 32 times a day. Bridges are going to have to be completely reconstructed. I love our Lagoon, you know, if we do work that involves drilling into the Lagoon, we have absolutely no idea what the impact is going to be to the community and what the costs are going to be. So before we decide to just give away seven years of, for the cost of seven years of maintenance, which by the way, isn't going to amount to much since it's all new equipment and it won't start until 2016 at the earliest. I think that we should probably hold on to those bargaining chips a little bit longer until we really understand the full impact to Brevard County. Now, I know that Commissioners Bolin and Nelson are their way out. They've served our community for several years and I'm sure you're beginning to think about what your legacy is going to be to Brevard. I'm sure you don't want it to be a vote for something that we didn't have all the information about, and for the next years we're racking up costs; and every time there is a new cost, we remember you. That's not how I remember you today, and it's not really liked to remember you that way in the future. I also appreciate some of the comments made by other folks today. John Walsh especially commented about the need for this for the Port. If we do not have a station here, with all due respect those comments are really irrelevant. I would love to have tourism here. I think there's a lot of merit to having transportation from Orlando to the Port. That's not what this project is, and we need to really just vote on the merits of what it is today. So before you bet my future on that these are really the only costs that we're going to incur, I just ask you to please let's consider that there

are two new commissioners coming in and we'd like to know what their position is on it. I've been involved in a lot of big, huge projects, you know, hundreds of millions of dollar IT projects, and one thing I've learned is, if everyone is not behind it, it does not succeed. I'd like to know that the two new incoming commissioners are going to be behind this as well, and give them the opportunity to weigh in on it before we make that decision. I ask you to delay this vote. Thank you.

Tobin:

Thank you. I'm Miles Tobin the General Counsel for All Aboard Florida, with an address of 2855 LeJune Road in Coral Gables, and I appreciate the opportunity to speak, and I'll try to keep it substantially less than five minutes. I know you have a lot going on. I'd just like to react to a couple of the items that were mentioned with respect to earlier speakers. First of all, private activity bonds what they are and what they mean. Mr. Stanton laid out the details of private activity bonds, and I want to underscore that there are private activity bonds, no risk to Brevard County, no risk to the public, they are private bonds which we will take to the investor market and the investor market will decide whether it wants to buy these bonds, and the risk is on All Aboard Florida. It is on the investors, not on the public. As you know, there have been some naysayers in the paper talking about the RRIF loans, and taxpayer risk. This is an alternative financing, which has no taxpayer risk. It is totally private. As we have indicated, we are trying to do this with private financing and that's good for the taxpayers, it's good for Brevard County. There was an issue of whether or not we qualify for private activity bonds. We've talked to the U.S. Department of Transportation. This vehicle is a U.S. Department of Transportation bond vehicle, which they allow surface transportation infrastructure to use, again it's private but there's a statutory vehicle to use these types of bonds. We qualify for these bonds. We would not have filed an application if we didn't qualify for these bonds. As I've read the IRS Statutes myself, and you may or may not want to take my word for it, but we absolutely qualify for these bonds. Safety, there's a lot of conversation about safety, and I really do want to address that because I and the Members of the All Board Florida team have worked in industry, rail industry, other industries in Florida for many years. I have been in the rail industry for 30 years. That's the first thing we think about. That's the thing we think about in the middle of the day and at the end of the day. In all my conversations with my colleagues are about how we make this safest railroad in the United States, the safest passenger railroad in the United States, and not a day goes by where we don't analyze what we could do better. Some of the things that folks have talked about, the crossing improvements, these are going to be as high tech as they can be. We're upgrading these crossings in conjunction with the FRA, in conjunction with FDOT, in conjunction with your own Public Works engineers and local cities in Brevard County and other counties to make sure these crossings meet the needs of both the communities and the railroads and are as improved as they can be from a safety perspective, from a warning of the public perspective when trains are coming. We are dealing with a company that makes the best trains in the United States, full passenger rail. I met with them on a variety of occasions. We've worked a deal to build the trains. These trains will be as high tech as they can possibly be. They will be efficient, they will be quiet, they will be safe, and frankly, there will be no better train in the United States, and as some folks eluded to, they will be ADA compliant; and that will be the first passenger train in the United States that will be ADA compliant as will be our stations. We're

building a new dispatching center to make sure the freight and passenger trains can co-exist in the same corridor, and again it will be the highest tech and the best dispatching center in the United States. We are focused on making this a reliable, customer friendly, customer service related railroad. We are making this the safest railroad in the United States. The folks on the All Aboard Florida team, I won't go into individuals other than to say that we have built some of the largest construction projects, largest customer projects, customer service projects in the United States. We've built some of the largest railroads in the United States, some of the largest projects in Florida. We are all bound to make this the best railroad that it can possibly be, and when it comes into Brevard County, it will be the best railroad it can possibly be; and I urge you to assist us in that process by allowing us to utilize private activity bonds, which will finance this project. Thank you very much.

Traylor: K. C. Traylor, 622 SW Pine Tree Lane, Palm City, FL. (Not in Support)

Finn: Barbara Finn, 5809 Edwards Road, Margate, FL. (In Support)

Lacoste: Good morning Commissioners and the audience that's behind me. I want to make just one statement first if I could. My name is Lois Lacoste. I live at 6755 Hundred Acre Drive, in Port St. John, Florida. Passenger rail services almost always lose money and end up subsidized by government. Brevard County is a sweet spot. I moved here 10 years ago from Broward County so I'm very familiar with the people who are in the audience from Miami-Dade and Broward County. Although I'm really surprised that they would come up here and tell us what we need to do in our County. Most residents who moved to Brevard did so to get away from the big city life like Miami-Dade County and Orlando with the crime and daily increases of homicides and other problems. Whether you are for or against AAF project is irrelevant to today's vote. We are here to remind the County Commissioners that their number one priority is to act in the best interest of Brevard Residents. Voting in favor of the resolution in its current form is not in Brevard's best interest. First, it will cost money to apply for these railroad crossings and things they are talking about and to implement them. The State of Florida had allocated \$10 million for some of the quiet zone cost. Nine million of that has already been allocated to southern counties. It is important that Brevard know exactly how much this will cost to implement and who will incur that cost. Second, there is likely an increase of Brevard ongoing insurance costs. If Brevard applies for quiet zones, it is our understanding that liability for incidents shift from AAF to Brevard County. We do not know how much this will cost but it will be perpetual. AAF, FEC has selected five counties to funnel the cash, Miami-Dade, Broward, Palm Beach, Brevard and Orange, at \$280 to \$300 million per county; however, Brevard, and most recently we heard Broward, are not done deals for this PAB financing. We want the Commissioners to delay voting on these issues until it can be studied further. The train will reach 110 mile per hour. For the young man who thought it would be wonderful for the tourists to get to see our County, I'd like to know what you're going to see at 110 miles per hour. Once the horn starts blaring, you have seven seconds to evacuate a car or a bus before impact if you happen to get stuck on the tracks. How much more will the tax payers have to pay? Sometimes eight seconds, 15 seconds, 30 seconds is all we have to save a life in the emergency department. I am very concerned about multiple trains going through our community, starting traffic

jams that keep ambulances from getting to us. I live in Port St. John. I'm on the west side of the railroad track. I'm on the west side of U.S. 1. If I have an emergency and I need fire, rescue, and ambulance to get to my home and possibly get me to a hospital. I don't need them waiting on a trail for me to get there. Ridership projects are ridiculous, including the predictions that four million people will ride the train after three years of operation, and while in the northeast the train that they have operating in Boston, New York City, and D.C. has only 3.3 million riders. And there are much much larger cities than we're talking about in our area. The convenience for a few will never outweigh the cost to all of us. You sit on this Brevard County Commission to represent the residents of Brevard County, not the people from all over the State. Thank you for your attention and please delay this resolution until the impact studies are completed. Thank you.

Olson: Good morning. My name is Susan Olson. I'm from Micco and as, you know, that's an unincorporated area in extreme southern Brevard County. And we're never going to get a stop in Micco. And I don't care. And the other thing is I don't think I'm going to live long enough and most of the people in this audience will live long enough for you guys to see a stop in Brevard County. Maybe the guys from FIU? I'm not sure? And as, you know, this is an issue that's been important to Micco Homeowners Association for a long time. We've been involved, I think, perhaps since the very beginning of the discussion in Brevard County, not since the TPO has been involved, they were involved before, and there's a couple of points, I think, are important to bring forward to you, that are specific to our Micco community. I can only speak to Micco. I don't live in Melbourne and I don't live in Rockledge, or in Titusville, or the other communities that maybe touched. Adding a second track, it changes the dynamics of the railroad. The FEC had a second track which they chose on their own to remove a little over 50 years ago, for passenger service, and so one track has existed for an excessive 50 years, almost 55 years. And people have moved into the area. Moved away from the area. Come and gone, expecting the 14 to 18 trains a day that were coming through. Freight trains. Small freight trains. Now we're looking at an excess of 20 freight trains a day, as predicted in the All Aboard Florida's draft environmental impacts statement, and we're looking at 32 passenger trains today. This is a dynamic change and it's what's going to be happening on the railroad, as we see it today. Additionally, the freight trains, and we're not talking about freight trains today because it's only All Aboard Florida that needs money. It's only All Aboard Florida that needs to be added, it's a third-party to the crossing agreements, but it additionally, not long ago when there was a ribbon cutting in the Port of Miami, the FEC Chairman at that time was reported in the newspaper as looking forward to making the FEC tracks the cargo corridor for the State of Florida. And they are. They will be touching every Port along the way. And, so this is not the train that we're used to seeing. I sent you and by way of Micco Homeowners Association. And by the way, I need to apologize. Our president Shelly Woods was unable to be here today because of a previous business appointment that she had in Orlando today. And even if the train stopped in Micco, she's unlikely to be able to get to Orlando on the train. We sent you questions concerning today's Agenda Item and I think there were five separate questions. We got one response. The other questions remain unanswered. The largest question for me personally, is why you're dealing with private bonds, revenue bonds at the same time you're dealing with the crossing agreements, and negotiating terms on those crossing agreements.

These are two separate issues. Additionally, if you'll look at them separately, you're negotiating terms that could make these four separate issues, because you've obviously negotiated at one point from 10 to 70 years on a moratorium for maintenance. You're dealing with installations of safety improvements and you're now accepting crossing agreements without a 90 percent plan, and I think, that is important that you change. Additionally, you all, I have polled and discussed with various other counties. No other county in all of the eight counties touched by All Aboard Florida has agreed to accepting All Aboard Florida, as a third-party to the crossing agreements, nor have they complete their negotiations for safety improvements desired, and you are asked to do this in one fell swoop. And it is a bullying tactic that I find atrocious. Commissioner Bolin Lewis and Commissioner Nelson are leaving dais. I would agree with a previous speaker that you all have an important legacy that needs to be cherished. You spent a lot of time here. And you are going to leave, if you approve this vote today, in this manor in particular a lot of unanswered questions. Questions that we've answered. A whole new track is going to be coming into little Hollywood in Micco from the bridge, east to where a track has never been before. Maybe still within the right-of-way, but that track is going to be on the east side differently than it exists today, differently than it exists to 115 years ago, and it is going to touch homes in a different manor than ever and no one has addressed that. Anyway, thank you. You guys leaving the dais, you'll welcome your retirement. I wish you well.

Wash:

Is it good morning or good afternoon? Good morning everyone, Jarvis Wash, I live on 909 Bristol Drive, in the beautiful City of Cocoa. I come to, here this morning with really, really, really motivated and encouraged about All Aboard Florida. I pastor in the City of Cocoa, but many who know me know that I just don't pastor my church, that I pastor our community, and I live on the north side of Fiske. And besides pastor there I live there and north Fiske has its challenges in the City of Cocoa, and one of the challenges are jobs. And we have hosted a number of job fairs to bring jobs to our community. We actually have one on November 6th, there in Cocoa. All Aboard Florida is much needed transportation system for the State. While they initially won't stop in Brevard in the first phase. I believe that we can make a case for a station the second phase. We're growing. Brevard County is growing. I love this place and more jobs need to be created. There are many reasons to stop here, but All Aboard Florida must be operational before we can think of stopping. It's like any one in business; there are different phases, and different levels. I support this project and I think Brevard County should stand behind it. Correct me if I'm wrong, but to my knowledge, there is no other project or company creating this type of economic impact in our County, or really around the State, and I think, we need to look at some of the issues and things that are at hand. And if this can help bring jobs, if this can help our citizens then I think it's a great thing. Thank you so much for your time.

Henderson:

Good afternoon. I'm going to say good afternoon because it's close to lunch. Again, my name is Rhonda Henderson, I live at 121 Lancha Circle, in Indian Harbour Beach. I would ask you as Commissioners to take a hard look at me. I am the future of Brevard County. Let me state, that I have a business here. I am a business owner. Have been for over 10 years in this County. I've been here through the tough economic times that we have had, as everyone in here who is actually from Brevard County knows what we have gone through, over the past

few years with the loss of jobs that we've had. I am raising two children here, both of my boys attend public schools here in Brevard County. And, you know, what I want for them? I want them to have a future in Brevard County. How can we make that happen? This resolution. Again, why wouldn't you support raising the cap to allow All Aboard Florida to sell private activity bonds. I'm going to shorthand than by saying PAB's. This action does not affect your credit rating or your bond capacity, and it allows this important project to rely solely on private funding. Again, the investors in these PAB's are private entities, therefore, this financing mechanism possesses zero risk to the local County, State, or federal governments. All Aboard Florida will invest more than \$350 million in infrastructure for Brevard County. What does that equate to? Jobs for Brevard County citizens. And again, why wouldn't you support raising the caps to allow them to sell bonds? I want my children to take after my legacy and to make Brevard County their home, so that they too can become business owners. We are the future of this County. I understand people come here to retire, but I came here to live and to raise my children, and I want them to have a future as well. And I hope that you pass this resolution now, not later, but now when we need it. Thank you.

Ladimirak: Thomas Ladimirak, 2152 SW Madrugá Street, Pt. St. Lucie, FL (Not in Support)

Davis: Good afternoon, Commissioners. Dale Davis, Melbourne. I'm here to object, obviously to All Aboard Florida's issuance of going through our backyard. My biggest objection is going to be the safety. Obviously, we are talking about police, fire, EMS, and any kind of tragedy which after seven years we may be responsible for. What I would like you to consider, is the issue at hand. Do you want to vote to exceed this cap? Are we premature in this? I'd like to take a moment, while I was sitting there looking at Mary and Chuck, one a side note, thank you so much for your eight years of service, and Commissioner Nelson, you've been here for over 30 years. So, thank you so much for service to this community. I'm telling you what, let me get back on track here. New York, LLC is who's putting this through our backyard. Do we want to have a New York company come down here with surety bonds making money and talking it back up north? Once again, we're getting rail shoved down our throats, but the issue at hand here is do we want to exceed this cap? Now, my suggestion to you all would be to vote no. By voting no, you can at least revisit it, and or revise later on down the road should the Commissioner see so. So, if you want to go up to seven and a half? Go up to seven and a half. Let them get the ball rolling. But, do we really want to put us on a small pedestal of only seven years of abatements for these crossings? I think, when you look at our own Congressman Bill Posey, he started looking at the federal grants, and took it to the GAO that's a major concern for all of you, to lookout for all of us. The last time, as it says up there this is the second time you're looking at the FDFC amending. Last time you amended it. It was in 1994. We had a return on investment. Is there any return on investment? There's a bunch of promises being made, but I know as a citizen on Melbourne, if I remember correctly the last time we looked at this. God bless you, Sir. That there are over 22 crossings just in Melbourne, that's going to be an issue, back to my original objection. When we look at these grade crossings what are going to be the O and M prices after seven years? I think, I heard it said, you know, eight to 10 years that's

when everything's going to start failing, when we have to start picking up the price for this. I agree with my Commissioner Andy Anderson when this was brought to, I think, May. This is probably one of the poorest business models I've seen myself and I agree with Monique Miller, I think, what we're looking at here is the prematurity. If you're going to allow FDFC to go ahead and issue these bonds per the interlocal agreement, let them. Let them go to that seven and a half million and if we need to revise later, we can. So, I'm urging you to vote no on this, and I would ask you to have them remain at their cap and then we can deal with this later. Thank you very much.

Webster: Bob Webster, 2881 St. Barts Square, Vero Beach, FL. (In Support)

Hutchinson: Kim Hutchinson, 1761 NW 108 Avenue, Pembroke Pines, FL. (In Support)

McAdam: Philip McAdam, 4309 NW Royal Oak Drive, Jensen Beach, FL (Not in Support)

Knick: Yes, it is afternoon. Thank you, for letting us speak. I brought this issue up several months ago to the County, when I found out about it, and I found out about it from the group in Indian River County. And at that time, I was appalled at what I learned about this train that is going to rip up our County in two. And to this day I have not found any positive thing for Brevard County, on this. My opinion has not changed. This is not good for Brevard County. I think, we have a bunch of rabbit in the room. They're chasing the carrot, called the station for Brevard County. They don't have any plans of putting a station here. How many years do we have to wait until they decide there's enough money here, that they want to put a station? I wouldn't object to this if it was out in the western part of the County, if it didn't run through our major, our major population's areas, and our busiest roads. It's just. It's just appalling that what it will do to the County. The gentleman that spoke from the Board of Realtors stated all the facts, that I learned when I first learned about this, and I agree with everything he said. The attorney from Indian River County stated very well why we should not be voting on this today. At least today, I'm not sure if we ever should. I didn't move here because of mass transit. Brevard County, I've been here since 1976. Brevard County was a quiet town, which I enjoy, and I think that's why most people came here. If they wanted to move to a big city with mass transit, they have plenty of choices, they could have stayed up north if they wanted that. That's not why they came here. They came here for the lifestyle, the climate, and a slower, you know, more relaxed way of life. They have plenty of places to go if they want the traffic, the traffic backups, if they want to ride trains, if they want the big-city life, and it's not that hard to get down there with the Interstate's. We don't have traffic jams on our Interstate. They're not backed up, unless there's an accident, and there's not many fortunately. But what happens if have an accident from the trains? How much backup and traffic throughout the whole County and City of Melbourne is there going to be? I think those people speaking today from south Florida don't have a right to come here and tell us how we should live. They didn't elect you. The citizens of Brevard County elected you to look after our best interest, not the interest of those from south Florida that want to ride the train to Miami, from Miami to Orlando. If you go with what they want you can change the motto for Brevard County, to say Brevard a bump in the road. Thank you.

Capote: I'm here in support of All Aboard, and let me give you my perspective, and I know I may disagree and agree with some people in the room, but the reality is this, okay, we're writing a new script as I told my students today. You can either stay doing the same ole thing, attract businesses like Northrup Grumman, Embraer into the area, bring young people into your area, and then don't provide the services that they're looking forward to. A lady just stated before, the majority of the people, including myself, okay, because I may be in their shoes later on, may not get to see this train. Maybe we will, but the reality is that I've been around the Country a few times in the last two years and a lot of the cities are structured now for newer generations. The generation that we belong to is called the baby boomers that are retiring to Florida who are accustomed to a community that was built by their grandparents, lived in the city, they went to college, made the money, and bought houses in the suburbs. Then all of a sudden that was a trend for the last 50 years. There's a new trend that you need to get ready for which is called the millennials and the gen x, and they like transportation, they like being in their community, which is called everything in close, multi-use. So, I would compel you to think about what kind of community you want to build into the future, and if you want to continue to attract these businesses into the area and those young engineers and young families, and how do you want the new economy of Brevard to be to rethink your position as you take a choice here; and I know because I sit in your shoes when I make choices, and I don't think it's fair to pass the buck to the next person who is going to get elected in November. I think that it is your legacy is being determined here, positive or negative that you have to live with; and I always say that I can always live with my decision, put my head on a pillow, and go to sleep because I've done my research and where there is a popular vote or unpopular vote, I live with it because I've done my research. And that's really what I wanted to come tell you here today. This is a good thing for our community. There's going to be differences of opinion, and that's why we live in America, and that's why we have such a great political system because everybody is entitled to their opinion, but then you have to render the vote and that's your job. We can have all of the opinions we have out there, and I sit in your shoes and you know that; and sometimes I make unpopular decisions but I have to live with it. Thank you.

Black: Good afternoon Commissioners. Jan Black, 9807 Riverview Drive, Micco. Just barely in Brevard County but we are in Brevard. One thing I just wanted to ask maybe the attorney can tell me because I haven't really researched. If you do this resolution today, I realize the money isn't really coming from Florida, they're just a pass through from the U.S. DOT or whatever they call it. Will that impact our County being able to use some of those same funds for things here in the County? I know that's been in done in other places with FDOT.

Knox: What they're looking for today is private activity bonds. The money's going to come from private sources. It's not going to affect the County.

Black: I understand that but it's becoming an issue between FDFC. There's a certain amount of money per year or something that counties can receive through that.

Knox: We're not receiving it anyway, so it's not an issue for us.

Black: But the fact that FDFC, okay that's fine. That's what I need to know. The other

thing that's important to me as I hear some many people say about quiet zones and everybody thinks that the be all end all. I was looking at some information in the TPO that showed me there are five crossings in Brevard County that have moderate impact as a result of the train. There are none that show severe impact. And that was by the engineering company GOP put to work to find out, so if that's true, to me, that means maybe there's five crossings that would be eligible for quiet zone and none others. I know Mr. Kamm's here today. Maybe he can tell us if that's been changed, but that is what was in the report. Also, we left Broward County because it got so crowded, and that's why we came here, so I understand the people down there how they want to be able to move because traffic doesn't move. I also understand the college students, but my thought about that I think that some of the kids in Brevard County would love to have the opportunity to climb on a train here and go to the University of Miami, University of Central Florida. So again, we're being asked to be a donor county in my way of thinking in addition to paying all that money, and whatever you do, seven year moratorium is ludicrous when you think about in perpetuity for that what the citizens are going to be stuck with. That's it. Thanks.

Dames: Wow, I thought this time would never come. All Aboard. I haven't said that since kindergarten, and I'm excited about saying it now. It's an opportunity for Brevard County to get on board. Get on board the future, and the future is now. I haven't been paid, I'm just passionate. What am I passionate about? I'm passionate about jobs for persons in my congregation, 625 Dummit Avenue, Titusville, Florida. Titusville has been impacted seriously by job loss, and I'm passionate about anything that can create jobs for people in Brevard County, and more especially for persons in Titusville to have the opportunity. So, I think we need to do it. I think also the fact that I am a native of Jacksonville, if they should expand and end up in Jacksonville, it's good because the noise zone would go past Titusville and we'll be able to benefit from that same barrier, which I think is important. Lastly, but certainly not least, I think the Port it taking the right approach and that is that this may have kinks in it, but you never throw the baby out with the bath water, and so I would ask that you, Commissioners, not throw the baby out with the bath water. If we need to fix it, let's pass it and fix it and move forward, but let's not impede progress. Thank you and God bless.

Cumber: Husein Cumber, Florida East Coast Industries, 2855 South LeJune Road, Coral Gables, Florida. Appreciate the opportunity to address all of you today, but let me start off by first thanking Scott and Stockton. We've been working with them for weeks to get to today, and should be proud of the fact that not only are they very accessible and receptive, but we've had a good exchange of ideas; and where we are today is not based on All Aboard Florida walking in and saying here's what we need. What's before you today is All Aboard Florida and your staff working together to find a middle ground that we could present to you today, and that's important because it has to be a dialog. It really concerns me when people stand up here at the microphone and say that the railroad came in and said this is how it needs to be. None of us talk like that, and we've had interaction with many of you and those are the type of words that I know the opposition likes to quote but it's never been uttered. Today we have an important point in the evolution with this relationship with Brevard and that's developing a partnership, and a partnership that has started decades ago that continues today with what we do at the Port, what we do at the community, and you've all said you want an

voice and the agreement before is exactly having that voice. You've heard from local communities support, you've heard from your community leaders, and Mayor Parrish, I can't take credit for his comment, but he put it very well several months ago when he said you can't expand a system that doesn't exist, and he said you have to build this first system, you have to get it financed, and then you can expand the system; but what I can guarantee you is there is no stop in Brevard if All Aboard Florida isn't constructed. Today as I stand before you, the Florida Development Finance Corporation, through its interlocal agreement because of a vote that took place in Miami-Dade County hours ago, has the ability to be the conduit to issue \$1.375 billion in private activity bonds for All Aboard Florida. So what we're asking from you today is to be a partner and to allow us to issue the additional funds needed in order to move forward with the project. We will issue those bonds no matter what, but we feel it's important that Brevard have a seat at the table, and that's why you've got the benefits of the quiet zones, of the fees that we're paying, of the maintenance abatement, and all of that comes with the private activity support today. Let me hit head on the Rif versus the private activity bond issue. One of the speakers are correct, the Rif loan has not been withdrawn, and the reason the rif loan has not been withdrawn is we haven't had this vote today. We haven't issued the private activity bonds yet, and what we've said from day one that if we get the private activity bond allocation it would substantially reduce or replace the rif loan. We can't be anymore more clear about that, and depending on the level of private activity bonds that we're approved for, it will directly affect the rif loan. So we're not withdrawing the rif loan because we don't know where we are with the private activity bond process. Folks came to us and said look we've got issues with the risk to the taxpayers. We disagree with that statement, however, we did go back to the table, come up with an alternative that said private entities would be the ones that invest in this project. So when people come up and say they have concerns about the financial liability of this project, they have concerns whether the ridership will exist, they should actually want this process to play out because if you have private entities that have to do their own due diligence, the most sophisticated financial institutions in this country that have to underwrite this project, you do not sell \$1.75 million worth of private activity bonds because somebody says the marketing material looks really nice. They will do their own due diligence; and so if you have concerns about financial liability, if you had concerns about ridership, this is exactly the process you would want to play out where you are giving private entities the ability to do their own due diligence and invest in this project. Let me also mention the draft DIS, because a lot of people have brought up what's been in the draft DIS document. We paid for the consultant to complete that study, but that consultant reported to the Federal Railroad Administration. They took direction from the Federal Railroad Administration. So when people say the federal government shouldn't spend money for these types of projects, the federal government agrees and says we're not going to do the work for free and so we're going to charge the entity the project sponsor for it. And let me end by saying, on that issue, it's an independent party that developed that document that laid out the facts of the impacts of this project, and the conclusion of that document, which we did not see until everybody else in this room saw it, said that the project had limited impacts if the mitigation measures, the 19 mitigation measures laid out were implemented. We have committed to agree to all of those 19 mitigation issues. Thank you for time this afternoon.

Reininger: Madam Chairman my name is Mike Reininger and I'm the President of All Aboard Florida. Members of the Commission, it's nice to be here before you today. I appreciate the opportunity to take a few minutes of your time. I'd also like to say that I very much appreciate the comments from everybody that took the time today to be here and let their voice be heard around the subject of All Aboard Florida. With certainty the topic is something that generates an enormous amount of interest across the State, and it generates passionate views on every side. All of which are equally important and the discourse associated with it we consider it to be a central component in moving this forward in a very productive and meaningful way, but with the very few moments that I have here today, what I'd like to do, as I believe I'm the last speaker, is perhaps focus this back in to the issues that are on the table before you today. The first think I'd like to do is start with a distinction between the action that you're being asked to take today and the ongoing actions associated with the remainder of approval for the project for its extension into the second phase into Orlando which is the subject of an ongoing environmental impact study. These two actions are completely distinct and separate from one another, so what happens here today with regard to your particular vote and your particular action is related only to the financing of the project, it has nothing whatsoever to do with the approval process associated with the environmental impact statement. That process will remain exactly how it always has been under the process that has been laid out and will continue its natural course of things where everybody continues to have access to voicing their point of view and ultimately the assessments will be made by the Federal Railway Administration and all of the other cooperating agencies of the federal government who have purview over that particular process. So, it's important to note that those two things are separate from one another. The second thing I'd like to point out is All Aboard Florida is effectively a direct investment into infrastructure and as with all infrastructure investment programs, it will generate enormous jobs and billions of dollars of economic activity. It will additionally generate environmental and safety benefits that will be felt throughout the entire State of Florida. About 20 percent of the total investment that our company is going to be making into the rail infrastructure that will be supporting our business will be made right here in Brevard County, and therefore, the benefits that stream out of that direct investment here in Brevard County will come along with that investment. The project All Aboard Florida produces important enhancements to the mobility of the State of Florida, and mobility is central to prosperous and sustainable economies everywhere in the United States, and in fact, everywhere in the world. But for the investment from our sources here that we're proposing with you today, these needs, these transportation mobility needs would otherwise need to be serviced from public funds as they are traditionally are in the form of taxpayer contributions in one form or another to take on these infrastructure challenges. What is unique about the opportunity that is before you today is a methodology to overcome that challenge and a way that does not place burden onto public entities and taxpayers in any way, shape, or form. And lastly, the economics of the proposition are really pretty straight forward. There is a finite amount of investment that we can make in order to produce a viable and profitable private sector business. The more money of our investment that we have to spend to pay for debt in the form of interest payments, the less money we have available to direct towards tangible assets, and in fact, it's the tangible assets that generate the jobs, that generate the economic benefits, that generate

the environmental benefits, and also the sustainable aspects of what we're talking about here today. The proposition before you today is a mechanism, an incentive mechanism, to reduce the cost of debt, thereby increasing the amount of money that we can invest directly in all forms of the tangible assets that will in fact generate all the positive benefits that accrue from the development of All Aboard Florida as a project. That really is the central question that you are being asked to opine on here today. And so what you have before you is an opportunity to help make this infrastructure program happen in the State of Florida, to be at the table participant in the future of the operation, in a way that places absolutely no burden, absolutely no obligation, and absolutely no risk on any taxpayer here in Brevard County or in fact, anywhere else in the United States, and that at the end of the day is the central question you are being asked to opine on today. We very much appreciate all the time and attention that you've given to this subject matter up to this point, and we look forward to the results of your vote. Thank you.

Bolin Lewis: I do have Commissioner Fisher and then followed by Commissioner Infantini. Let me pass the card down to Commissioner Infantini. That was the card that, the gentleman that you wanted to speak with. Commissioner Fisher.

Fisher: I want to thank everybody for coming. Two and a half hours, huh? I think it's great that we got the input, and think it's great that we got to hear from different people in different parts of the State. My concern has always been what's best for Brevard, and so when I put my entrepreneur hat on, I see a company that owns railroad tracks, wants to use their property for something that they think can be successful, and who am I to say you can't do that. And I think that's very difficult to do. Now, I didn't tell them that in negotiations, but that's how I really . . . when I put my entrepreneur hat on, that's how I feel about it. So, it then becomes my responsibility, and I'm not going to judge whether their ridership will work or won't work. You know what? That's their business model, they need to make a decision, and the private market will decide whether it will work or not. I don't think it's my responsibility to figure out whether Fed will regulate the safety of trains running down the track at a certain distance, and so, I get that, but I do have the ability to say how's Brevard going to benefit from it, and then I've got the ability to put my negotiation hat on because I think I can at least slow the process down or at least make them have the dialog. I can assure you that Mr. Mike the first time he met me he called me some names. Maybe not to my face but I think he probably said some things. I think he told me that this is good for Florida, and I think I told him I'm not near as worried about Florida as I am Brevard County. There are other legislators that worry about Florida. So, I didn't do that to get a clap, but I just wanted . . . so some of the things that we're seeing in front of us today is a couple of months of negotiations dealing with the resolution, dealing with the FDFC letter to pay the fee . . . this is the first time FDFC ever paid a fee in issuing bonds in this County; but you know, when I looked where the bonds were being issued throughout this County and I saw the stops were going to other communities and we weren't having a stop, I felt like we deserved to be compensated in some way for helping issue these bonds. I felt like the crossing agreements, they met, when we first met, you know, we're crossing their land, we should be paying for the maintenance. I think that, well, maybe we should be but there was an opportunity to talk about how long and the responsibility the maintenance was going to be. We had that dialog. There were some conversations also in reference to the quiet zones. That, that, there's

some language there that's going to allow us to make sure that the County doesn't get responsible for quiet zones. Also, the other issue, which was also important to me, was that I'd like to see the Port and the TPO drive the study, because the Port and the TPO driving the study can be more . . . there is an appraisal business called *Made as Constructed*. I think it's more important that we be the driver behind the study to justify whether trains at some point in time will go north or south. In my personal opinion, I believe that the most likely place that makes most sense is from OIA to the Port, because I think that as a County where the cruise ship industry is running, that we're going to be running a lot of people back and forth to that Port, and that it's very possible that we need to put some relief on 528 and the pressure that all those people would do on that; and if they bring cargo, cargo to me is success. That's business and that's entrepreneur, that's people driving business, and I think that's important. So, I'm, I'm supportive of this. I'm supportive of it and I'm supportive of the maintenance and the resolution and those things, understanding that if we don't issue the bonds, or the bonds don't happen, then I would want to come back and address all those other issues in the future. So that's my take on it.

Bolin Lewis: Commissioner Infantini.

Infantini: Mr. Tobin and I don't know who's supposed to answer this. I was curious that as many speakers had brought up, the only counties that are being asked to use their name to help you get your tax exempt financing are the counties that have train stops, except for Brevard County. Brevard County is being asked to support 21 percent of your bond financing request. No other county that has, that doesn't have a train stop is being asked. Why are we being asked to do that?

Tobin: The five counties that will be, that will use private activity bonds, three of the counties do not have caps on the amount of bonds that can be issued, so there are two counties, Miami Dade and Brevard, that are being asked to lift their caps so that we can issue more bonds than the current cap. So the station issues are frankly coincidental. It simply is that there are capped \$7.5 million in Brevard County, and we're asking to lift that cap so we can invest more infrastructure in Brevard County utilizing the private activity bonds. Same thing with Miami Dade County, so there's no relationship between stations and the PAB vote. It's just a coincidence of which counties have caps in their regulations.

Infantini: But we do have a cap and we're not getting a train stop, but Indian River, St. Lucie, and Martin Counties are not providing any of the bonds, bond request. At least it is her understanding. Is that incorrect? Or are you getting tax bonds from them.

Tobin: No, that is correct. We are not. There's frankly only a certain amount of bonds that can be issued in the market place today, and we've determined in talking with our financial advisors that \$1.75 billion is the amount that the current market will bear, and that works with our financing structure, and we will not be utilizing PAB financing for the track in Indian River, St. Lucie, and Martin Counties.

Infantini: So, you don't need financing for the track in Indian River, Martin, and St. Lucie Counties, but you do need financing for the track in Brevard County, Orange County, I'm sorry, there's something wrong with that answer.

Reininger: No, no, I, let me, maybe I, I think I understand your question. Maybe I can answer it with a little bit more . . . it really is quite simple. As you rightly pointed out, the magnitude of the investment here in Brevard County represents a very significant portion, 21 percent.

Infantini: Yes, 21 percent of the whole cost.

Reininger: That's why the ask is here, because that's where the investment is going. It's really no simpler than that.

Infantini: But Indian River is not being asked to support, there's no investment going into Indian River.

Reininger: The investment from the utilization of private activity bonds won't go into those counties. The equity investment on the company will go into those particular counties.

Infantini: Okay.

Fisher: So basically you're putting the tracks there or whatever out of your own cash?

Reininger: That's right. That's exactly right, and again the reason is because of the magnitude of the investment that is here in Brevard County that they asked for the participation in the total financing of \$1.75 billion comes here to Brevard County as well.

Infantini: Okay, thank you.

Bolin Lewis: We do have Commissioner Anderson's light.

Infantini: I'm still going.

Bolin Lewis: Let me just make a statement that we will be needing to do some type of a break because our tape when we do our . . . is running out. So I do want to stifle our conversation, but we will have to be taking a break soon. Continue, Commissioner Infantini.

Infantini: I thought it was curious to note more than half of the speakers that were in support of the train and the resolution did come from South Florida, three of the counties that were being, going to have train stops, as opposed to the people that are opposed to it came from different counties but they come from all of the counties that are not going to be receiving any type of benefit. The next think I wanted to point out is it's not in writing that we would be receiving a train stop. I know it's been pointed out before, but if something isn't in writing that you will receive a train stop, it's not likely that you're going to receive it. Anything that somebody willingly, completely intends to do, they will put it into writing and make it part of the agreement; and absent an agreement with Orange County Expressway Authority, taking, right now Orange County Expressway Authority has an agreement with All Aboard Florida saying there won't be a train stop in Brevard County. If there is there has to be enumeration in a financial manner to

compensate Orange County Expressway Authority for all of the funds that they would lose for people that are no longer traveling along the Beachline. Okay, is that correct?

Renninger: No ma'am, that's no exactly correct, and neither was the comments that were made earlier from the Assistant Attorney from Indian River County. It was either a misinterpretation of the words of the document or some other error. The document, public document by the way, available to everybody to read specifically does not preclude a stop in Brevard County or really anywhere else. What it does do is it has conditions that are around protection to the existing bond holders who have provided funding for the roadway, which says that if a station were to be added onto the system anywhere that an assessment would need to be made with respect to the negative impacts financially to the existing bond holders, and if it was determined that there were negative impacts, the economics of those negative impacts would have to be made up relative to the approval of that station. That exact exercise was conducted in the base agreement to put the system that was on the table today on, into existence; and in fact, there is a condensation method from All Aboard Florida directly as a part of the lease that makes up the difference that was associated with the stops that are proposed in the first stage. That very same process would have to be taken for other stations, including the potential future station here in Brevard, but it was not an impediment to actually having a station take place in Brevard or anywhere else.

Infantini: Okay, thank you, and you're correct, it does say that we can have a station as long as we enumerate them for the financial impact that they lose.

Renninger: If any, if any.

Infantini: Right, well I think that there definitely would be an impact, because when you start taking cars off of the Beachline, you are definitely going to impact their pocket, and that's the document that I wanted to have reversed, that clause reversed out of the agreement with Orange County Orlando Expressway Authority so that there, obviously there's going to be a financial impact; and so I'm trying to get that removed so that you can put an agreement with us that you will put in a train stop when and if. There are some other things that I wanted to say. I don't want us to substitute All Aboard Florida for FEC in our lease agreements. A few of the things that I pulled out, we have a ton of lease agreements, I was looking over them last night. Here are some of them. One of the clauses says in our existing lease agreement that the County shall not take any action to prevent or tend to restrict the operations of trains over the tracks. So as soon as we substitute All Aboard Florida for Florida East Coast, then we lose the privilege of doing anything to prevent any type of train activity. There's another part that says that the County grants all necessary permits to FEC, and so that means automatically whatever permits that would be required by All Aboard Florida are automatically going to be permitted by Brevard County. So there's a lot of reading, wording, in the existing agreements to help protect Brevard County. Soon as you substitute, all of those protections are lost and I just wanted to point that out. I'm sure not everybody had an opportunity to read these leases and so . . . I didn't read all of them but I read many of them; and that concludes some of my points.

Bolin Lewis: Commissioner Anderson.

Anderson: I'll be fairly short. Commissioner Fisher, I'm sure I got called worse names than you when I dealt with them, and so, and I think I called them a name. I can't remember what it was, but . . . the only thing I'll say is when I talked to them originally, I said hey, look, we're getting all the burden and none of the benefit and I don't like the idea that taxpayer money is being used; and one of my biggest issues was the maintenance issue. By, I think Stockton did a fantastic job negotiating this bond issue, so we at least get a voice, and there's something at the table, and it increased overnight a couple of times. Mr. Whitten, you did a fantastic job doing that. I'm okay with the agreement as it is because we're getting everything that I had a problem with. So, I'd be a liar and it would be very disingenuous of me to say, no I don't like it now that you have fixed the maintenance issue; and that we also have moved forward with the quiet zones to protect our residents. I do have one issue that has nothing to do with them. Since we did just select a new State Consultant/Lobbyist, Mr. Knox pulled up the Expressway Authority Legislation for me this week. I have talked to one Senator that would sponsor change. They changed the name, it's the Central Florida Expressway Authority and every county except for . . . let's see Orange County, Seminole County, Lake County, Osceola County, all their chairman's are getting to appoint somebody to that board. So we already have a Senator on one side that said that if we draft up something and give it to him through our consultant, we'll get a House Member and we'll get a place on that board, so we can handle this issue with this agreement that was signed. That's outside of that, but I hope you guys would support that on one of our legislative priorities. Other than that, I'm glad we heard from everybody, and I'd like to hear the other Commissioners that haven't spoken, but we'll see where it goes.

Bolin Lewis: I do have Commissioner Fisher, then Commissioner Nelson.

Fisher: Yeah, I just wanted . . . Two things I got to address with the public I just want to make sure it was clear. One of the things about the ESI, you know, I thought how we could impact the ESI or not impact the ESI, then I found out in research is the ESI doesn't say that they can't put a train here. The ESI that these are the conditions that you can put the train here, and so the ESI is going to be more of a document that puts restrictions on how this train will operate and run and the safety features and different things. It's not about whether it stops a train or doesn't stop the train. I think some people come under the impression that if the ESI is not successful that the train won't come. That's not the case. I think they've justified it for the reason why they can run a train on their tracks; it's just a matter of how you address some of the issues that ESI will bring out. The other thing is about bringing All Aboard Florida as part of the agreement. I think it's important to bring All Aboard Florida as part of the agreement, because I think I don't want to get in an argument of whether it's All Aboard Florida or whether it's FEC or whether it's any other subsidiary they have. When it comes to our maintenance who we're going to hold responsible for maintenance, who are we going to hold responsible for some of the quiet zones and stuff and some other things, so I think that all the players ought to be part of the agreement so we make sure that we know who's responsible.

Bolin Lewis: Commissioner Nelson.

Nelson: I'm not going to lie to you, when this first came to the Board, and in my last meeting I get to deal with this issue, you have to go what were you thinking? But, you know, the reality to me is this, is that I'm uncomfortable with making a decision that the Board is going to have multiple decisions to be made at later dates, and first of all I want to say the folks from All Aboard Florida have been highly professional. They have never threatened. They have always been, in my estimation, just top notch and doing what you do. So, I appreciate that because I really think that this has been a good discussion. I am a supporter of multi-modal transportation, and I do think that trains are in Florida's future, and I think the difficulty will always be how does that look in any community, and I've said from the very beginning that safety, cost, and community impact were important to me, because I think that ultimately if the State of Florida is going to succeed then we're going to have these kinds of opportunities; but this was changing as of yesterday afternoon, and I'm uncomfortable with that. In two weeks they will be electing some good ole boys to replace us. You know, if you've never run for office, immediately after getting elected you become one of those. You know, the point is this that they're going to be making those decisions going forward. My preference would be they make those decisions because I think they need to have that input. I don't want to burden them with a decision I made which they may have felt differently on. So, while I believe that this is going to go forward in the near future, I would prefer that a new Board deal with it. I would prefer that some of the issues that are currently on the table, they have a chance to be brought up to speed on. I'm not really comfortable with it at this point in time.

Bolin Lewis: Excuse me, Commissioner Fisher; I'd like to speak next in line. They don't give me lights so I've got to jump in when I can. First of all I feel like I have not been negotiating very well because you have not called me names. When we did our negotiation, all of the Commissioners are hands on with this, and I just use different tactic. I just was a bully. So you didn't have to beat me up too badly. I differ in philosophy with Commissioner Nelson, as that we have the experience and knowledge of the eight years sitting here making hard decisions and moving forward, and I am supportive of this. I want to make the hard decision now because it is something that's going to be beneficial to Brevard County. I firmly believe that this is going to be the future and that we will down-the-years be able to get a location in Brevard County, and I do not want to do anything to hinder that vision. So, I am being supportive of this. Commissioner?

Fisher: Commissioner Nelson, the good thing about the good ole boys is they can blame this Commission. It takes the pressure off of them. You know, we all dealt with things that other Commissioners have done. So I'm going to make a motion that we approve the resolution, the approve the FDFC letter agreement at \$375,000 waiver fee, we approve the maintenance moratorium agreement, eight years for both the cities and the county, plus a \$375,000 waiver fee, plus an AAF contribution of \$500,000 towards matching funds for the railroad related improvements initiated by the County, and approve the AAF and FEC crossing agreement attached as exhibit to this Agenda Item, and also I'll just make it clear that the public/private bonds need to be issued or these other things, we will come back and negotiate those things.

Bolin Lewis: Okay, I do have a motion on the table. Do I have a second?

Anderson: Second.

Bolin Lewis: Second by Commissioner Anderson. Commissioner Infantini, you light for discussion.

Infantini: Yes, I just wanted to mention I thought I read that the quiet zones were going to be paid for by All Aboard Florida, but then I read the quiet zones will only be paid by All Aboard Florida to the extent that there is federal funding available. So, if somebody could clarify that for me?

Bolin Lewis: Sir?

Cumber: Commissioner, what we have discussed with staff is that half a million is the first half a million that would be contributed towards the quiet zones. So, if there's . . .

Infantini: So, you're only going to contribute a half a million . . . I don't know how much it's going to cost because we haven't seen any of the costs, so, and we don't know what we're getting into later for maintenance, but, so you're going to contribute half a million toward quiet zones?

Cumber: Correct.

Infantini: And no more?

Cumber: But it's not contingent on whether federal funds or state funds are available.

Infantini: Okay, so just half a million and then . . . and did you decide which locations would get those?

Cumber: That is part of the process that would take place with your Public Works Department.

Infantini: Okay, I just wanted to make sure that this Board is aware of that, because I know quiet zones that were important to Commissioner Anderson and he seemed to express about the quality of life and that he wanted quiet zones, so I just wanted to make sure you're okay, understanding that it's not going to be unlimited that there's not . . .

Anderson: I understood that through the TPO discussion.

Infantini: Okay.

Bolin Lewis: Mr. Whitten?

Whitten: Madam Chair and Member of the Board, there are two sections in this resolution that talks about quiet zones and sealed corridors, and so if you go to page 3 of the resolution you actually have the language with regards . . . it's number 2 and number 3 with regards to the quiet zone issue and the sealed corridor issue; and so the sealed corridor expenses, the AAF expense, which as I understand in some cases may actually address the quiet zone requirements, and so I just

wanted to draw the Board's attention to those two sections.

Infantini: So does that increase, can you tell me what the dollar amount is because what you just said was completely confusing, unless somebody else got it. So . . .

Whitten: I was clear.

Infantini: So how much money is going and where is it coming from?

Whitten: It's just as Mr. Cumber said, I recall that you passed a resolution that the TPO will go for State funding with regards to the quiet zones, and so their contribution towards any costs that we may have, obviously those costs are unknown at this current time, on quiet zones their contribution is \$500,000. Their costs for the sealed corridors are 100 percent; and so there may be a differential between quiet zone requirements and sealed corridors. We don't know that, but they are putting forth a contribution towards that to supplement whatever dollars that may be available from State funds. Hopefully that's . . .

Infantini: Thank you, that lines it up. Thank you.

Anderson: So in other words, they're actually giving far more than \$500,000, because we would have had to pursue State funds for the sealed corridors ourselves if we weren't in this process today, correct Mr. Denninghoff?

Bolin Lewis: I do have a motion on the floor.

Denninghoff: Yes.

Bolin Lewis: Oh, I'm sorry. I thought that was a nod. That's a record. John, bless your heart. I have a motion on the floor. All in favor, please state Aye.

Fisher, Bolin Lewis, Anderson: Aye.

Bolin Lewis: Anyone opposed?

Nelson, Infantini: Nay.

Bolin Lewis: Passes 3:2. Commissioner Nelson and Commissioner Infantini. Mr. Knox?

Knox: Yes, Commissioner I wanted to make sure that I understood that the approvals that you authorized were the four that Mr., that Commissioner Fisher identified in his motion, and that all those approvals were conditioned upon the private activity revenue bond financing that AAF is seeking actually being issued and closed. Is that correct?

Fisher: That's correct.

Bolin Lewis: That is affirmative.