

City/CRA Conceptual Counter-Counterproposal

1. Taxing authorities (County, City, Hospital District and Children’s Services Council) shall pay normal TIF for the NW CRA through expiration of original term of the NW CRA (with the last payment being made on or around December 2019).
2. County provides a \$10M fund that County funds and controls to directly eliminate residential slum & blight (timing of expenditures to be determined) in the NW CRA area. The funds will be placed by the County in a segregated account and may only be used for projects that will improve the Residential District and are recommended by an 11-person advisory board (the “Residential District Advisory Board”). Ten members of the Residential District Advisory Board will be appointed by the County Commission, each of whom must be either a resident of the Residential District or be a full-time employee of a religious, cultural, or social services entity that primarily serves residents in the Residential District. The County Commissioner who represents the County Commission District that encompasses the Residential District shall be the final member of the Residential District Advisory Board. The Residential District Advisory Board shall recommend projects to be performed by the County within the Residential District. County may impose any additional terms on the use or expenditure of the \$10M that the County determines are beneficial to the CRA or the residents of the CRA.
3. County shall pay to the NW CRA A) a Lump Sum payment (to be paid on 12/31/2020) of \$7 million and (B) a payment stream (commencing 12/31/2021) of \$1.5 million each year for five years (with the last payment made on 12/31/2025), which funds can only be used to alleviate slum and blight in the downtown portion of the NW CRA (the “Downtown District”) for specific projects or defined types of projects agreed by the parties and shown on Exhibit A, which shall be part of the settlement agreement. In approving the specific projects, the County will consider, *inter alia*, whether and the extent to which the specific project benefits the residents of the CRA.
4. County will approve the extension of the term of the NW CRA with only City TIF through 2040.
5. There will be no additional extensions or expansions of the NW CRA without prior express County approval.
6. This settlement will have no effect on TIF payments to the East District.
7. The CRA will obtain an annual independent audit of the CRA’s financial statements and which includes the auditor’s opinion on the CRA’s compliance with Section 163.387, Florida Statutes. The parties recognize that all payments made by

County to NW CRA or the City pursuant to this Settlement Agreement are not subject to the requirements of Section 163.387(7), Florida Statutes, and that the Settlement Agreement releases all claims regarding the compliance of current and prior appropriations by the CRA with Section 163.387(7).

8. This settlement would fully and completely resolve the litigation. Lawsuit (including the Complaint and Counterclaim) shall be dismissed with prejudice per settlement agreement. Parties will submit agreed motion to dismiss. All parties bear their own costs and fees

9. The County will adopt clarifying Resolutions to clarify the authority of the CRA, as necessary, ratifying and amending Resolution 80-254, nunc pro tunc, to clarify that the power to create the CRA, to issue bonds and delegate powers from the City to the CRA were delegated by the County to the City and that the CRA was properly created, has the power to issue bonds, has the power to be delegated authority from the City and is in full force and effect.

10. The settlement is conditioned on the other taxing authorities' commitment or obligation to pay their *pro rata* share of the monetary value of the settlement. All TIF obligations of the other taxing authorities other than City would be fully resolved in this settlement.

11. The settlement agreement will expressly recite that the \$10M monetary payment in paragraph 2 above is only to alleviate slum & blight.