

Minutes for the Okaloosa Gas District – March 25, 2018

Call to Order

A monthly Board of Directors meeting for the Okaloosa Gas District was held on March 25, 2018 at 364 Valparaiso Parkway, Valparaiso, Florida 32580. It began at 5:30 p.m. and was presided over by Mr. Carl Scott, Chairman, with Mr. John Mead as secretary.

Attendees

Voting members in attendance included: Mr. Carl Scott, City of Valparaiso; Mr. Shannon Hayes, City of Crestview; & Mr. John Mead, City of Fort Walton Beach.

Other attendees: Mr. Gordon King, CEO; Mr. Brent Haywood, Vice President of Operations, Mrs. Melinda Womack, Vice President of Finance & Mr. Eddie Springle, Vice President of Marketing; Mr. Don Anchors & Matt Ausley.

Not present: Mr. Doug Sims, Okaloosa County; Mayor Randall Wise, City of Niceville

Approval of Minutes

A motion to approve the minutes of the previous February 28, 2018 was made by Mr. Shannon Hayes and seconded by Mr. John Mead. The motion passed unanimously.

Main Motions

A motion was made by Mr. John Mead and seconded by Mr. Shannon Hayes to engage Kan Huston Associates LLC to conduct a rate study for budgeting purposes. The motion passed 3-1.

A motion was made by Mr. Shannon Hayes and seconded by Mr. John Mead
**RESOLUTION OF
THE BOARD OF DIRECTORS OF
OKALOOSA GAS DISTRICT**

I, THE UNDERSIGNED, BEING THE PRESIDENT OF THE OKALOOSA GAS DISTRICT, (the "District") an Independent Special District created by the Florida legislature duly organized and existing under and by virtue of Chapter 2000-443 Laws of Florida, do hereby certify that the Board of Directors of the District adopted the following resolutions, taking said action in a regular meeting of the Board of Directors held on April 25, 2018, and did agree to the matters set forth below:

RESOLVED, That the District is hereby authorized to obtain an unsecured loan in the amount of \$875,000.00 from Synovus Bank;

FURTHER RESOLVED, That the District is hereby authorized to execute, deliver and record any and all instruments required in order to consummate said transaction;

FURTHER RESOLVED, That the following incumbent officer of the District is hereby authorized, empowered and directed to execute, deliver and record on behalf of and in the name of the District, all instruments necessary and/or desirable to carry out the proposed transaction, as such officer may deem necessary, advisable or appropriate:

FURTHER RESOLVED, that Anchors Smith Grimsley, P.L.C. and Synovus Bank may rely completely on the authority conferred by the resolutions set forth herein and all instruments referred to in the foregoing resolutions, and when executed and delivered by an authorized officer, the same will constitute valid and legally binding obligations of the District enforceable in accordance with their respective terms;

FURTHER RESOLVED, that the District hereby represents and warrants as follows:

A. The District is an Independent Special District created by the Florida legislature duly organized, validly existing, and in good standing under the laws of the State of Florida, and has corporate power to execute and deliver the instruments described herein and to borrow the funds provided under the term loan.

B. A true and correct copy of Chapter 2000-443, Laws of Florida which is the Charter of the District is attached hereto as Exhibit "A" and is in full force and effect and has not been amended in any manner that restricts the authority of the Board of Directors to borrow funds for any authorized purpose of the District.

The execution and delivery by the District of the above-described instruments have been duly authorized by all necessary corporate action and will not violate any provision of any law, rule, regulation, order, writ, judgment, decree, determination or award having applicability to the District or of the District's Charter or result in a breach of or constitute a default under any indenture of bank loan or credit agreement or any other agreement or instrument to which the District is a party or by which the District or its property may be bound or affected, and the same does not require the approval of or an exemption from any governmental body or regulatory authority, and further that the District is not in default under any such order, writ, judgment, decree, determination, award, indenture, agreement or instrument.

D. All parties may rely completely on the authority conferred by the foregoing resolutions and all instruments referred to in the foregoing resolutions, and when executed and delivered by an authorized officer as aforesaid, will constitute the valid and legally binding obligations of the District enforceable in accordance with their respective terms.

E. There are no actions, suits or proceedings pending or, to the undersigned's knowledge, threatened against the District before any court or administrative agency which, if determined adversely to the District, would have a material adverse effect on the financial condition, operation or property of the District.

IT IS FURTHER RESOLVED that third parties shall not be obligated to inquire into the authority of the above referenced officer(s) to execute any and all documents requested by any closing agent or Lender. Waive the conflict of interest between Anchors, Smith and Grimsley and Synovous Bank.

ADOPTED in regular session by the Board of Directors of the Okaloosa Gas District this 25th day of April, 2018.

Adjournment

Mr. Carl Scott moved the meeting to be adjourned. This was agreed upon at 6:11 p.m.

Adopted: _____

President: _____

Attest: _____