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MEMORANDUM

TO: Morris Richardson, Brevard County Attorney
Frank Abbate, Brevard County Manager

FROM: Steven E. Miller, Esq.

DATE: February 20, 2023

RE: Review of Legal Documentation for the Florida Development Finance Corporation Solid Waste Disposal Revenue Bonds (Waste Pro USA, Inc. Project), Series 2023

The Florida Development Finance Corporation ("FDFC") is proposing to issue tax-exempt private activity bonds (the "Bonds") in order to finance and/or refinance various capital improvements to certain solid waste facilities of Waste Pro USA, Inc., located at 2951 West King Street, Cocoa, Florida 32926 (the "Project"), as more particularly described in the materials provided by FDFC and included in the agenda package for the March 7, 2023 meeting of the Board of County Commissioners (the "BOCC"). Proceeds of the Bonds will be loaned to Waste Pro USA, Inc. (the "Borrower"). The Borrower will own the Project and will be responsible for payment of debt service on the Bonds. The Project will be operated by the Borrower or an affiliate of the Borrower.

The County and FDFC are parties to an Interlocal Agreement which allows FDFC to issue bonds to finance and refinance capital improvements within the County, subject to the County's consent. You have asked Nabors, Giblin & Nickerson, PA, as Bond Counsel to the County, to review the documentation provided to the County by FDFC to ensure that it satisfies the applicable legal requirements and to confirm that the County has no obligation, financial or otherwise, with respect to the Project or the Bonds.

We have reviewed all of the relevant documentation and provided various comments to counsel for FDFC. Our comments have been addressed and, from the County's standpoint, all of the documentation provided is now legally sufficient. The resolution proposed to be adopted by the BOCC satisfies the pertinent federal and state law requirements and provides that neither the County nor any of the elected officials or staff of the County will have any obligation or liability, financial or otherwise, with respect to the Project or the Bonds.

cc: Christine Schverak
Kathy Wall