

## **INDEMNIFICATION CERTIFICATE**

The undersigned hereby certifies that he or she is authorized to execute and deliver this Indemnification Certificate and further represents, in the name of and on behalf of the Central Florida Young Men's Christian Association, Inc., a Florida not-for-profit corporation (the "Borrower"), the following:

(1) At the request of the Borrower, the Orange County Industrial Development Authority (the "Issuer") proposes to issue its tax-exempt industrial development revenue bonds in an aggregate principal amount not to exceed \$18,000,000, in one or more series issued at one or more times (collectively, the "Bonds"), the proceeds of which are to be used to refund the Issuer's Industrial Development Revenue and Refunding Bonds (Central Florida YMCA Project), Series 2014, and thereby finance or refinance the acquisition, construction, renovation and equipping of social service facilities for the Borrower, including social service center facilities located at 2400 Harrison Street, Titusville, Florida (the "Project");

(2) The issuance of the Bonds to refinance the Project: (i) is appropriate to the needs and circumstances of, and will continue to make a significant contribution to the economic growth of the community in which it is located, (ii) will continue to provide or preserve gainful employment, (iii) will continue to promote commerce and economic development within the State of Florida and (iv) will continue to serve a public purpose by advancing the general welfare of the State and its people by providing for a social service center within the meaning of Chapter 159, Part II, Florida Statutes, as amended;

(3) Brevard County, Florida (the "County") will continue to be able to cope satisfactorily with the impact of the Project and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the operation, repair, and maintenance of the Project and on account of any increases in population or other circumstances resulting therefrom;

(4) In order to finance and refinance the costs of the Project from the proceeds of the Bonds on a tax-exempt basis, it is necessary to hold a public hearing and approve the issuance of the Bonds for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code");

(5) The Orange County Industrial Development Authority held a public hearing on behalf of the County with respect to the issuance of the Bonds on April 2, 2024;

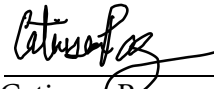
(6) The Borrower has requested the Board of County Commissioners (the "Board") of the County to approve the issuance of the Bonds for purposes of Section 147(f) of the Code; and

(7) The County desires indemnification from the Borrower as a material inducement to the Board granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE BORROWER, DOES HEREBY: Agree to defend the County and its officials, employees, attorneys and agents and the members of the Board, and hold the County and its officials, employees, attorneys and agents and the members of the Board, harmless against any and all claims, losses, liabilities or damages to property or any injury or death of any person or persons occurring in connection with the issuance of the Bonds or the acquisition, development, rehabilitation, ownership or operation of the Project by or on behalf of the Borrower, including in the case of any and all negligence of such indemnitee, or in any way growing out of or resulting from the Project or from the issuance, sale or delivery of the Bonds, including, but not limited to, liabilities or costs arising under the Internal Revenue Code of 1986, as amended, the Securities Act of 1933, the Securities Exchange Act of 1934 or any applicable securities law of the State of Florida, including, without limitation, all costs and expenses of the County, including reasonable attorneys' fees, incurred in connection therewith.

**IN WITNESS WHEREOF**, the Borrower has executed this Indemnification Certificate this 27th day of March, 2024.

**CENTRAL FLORIDA YOUNG MEN'S  
CHRISTIAN ASSOCIATION, INC.**, a Florida  
not-for-profit corporation

By:   
Name: Catusca Paez  
Title: CFO