

EXHIBIT A

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 Southlake Towers, LLLP, a Florida limited liability limited partnership (the "Borrower") and ReBuild America-Phoenix, Inc., an Arizona not-for-profit corporation (the "General Partner" and, collectively with the Borrower, the "Indemnitors"), the following:

(1) At the request of the Borrower, the Brevard County Housing Finance Authority (the "Issuer") proposes to issue its tax-exempt housing revenue bonds in an aggregate principal amount not to exceed \$13,200,000, in one or more series issued at one or more times (collectively, the "Bonds"), the proceeds of which are to be used to (i) finance all or a portion of the cost of the acquisition, development, construction and/or rehabilitation, financing and ownership of an approximately 85-unit multifamily rental housing development known as Southlake Towers located at 5501 Pinewood Drive, NE, Palm Bay, Florida (the "Project");

(2) The issuance of the Bonds to finance the Project: (i) is appropriate to the needs and circumstances of, and will make a significant contribution to the economic growth of the community in which it is located, (ii) will provide or preserve gainful employment, (iii) will promote commerce and economic development within the State of Florida and (iv) will serve a public purpose by advancing the general welfare of the State and its people by providing for a housing development within the meaning of Chapter 159, Part IV, 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 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 Issuer held a public hearing with respect to the issuance of the Bonds on April 22, 2020;

(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

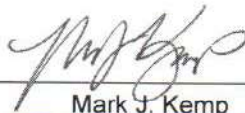
(7) The County desires indemnification from the Indemnitors as a material inducement to the Board granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE INDEMNITORS, 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, construction 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 Indemnitors have executed this Indemnification Certificate this 5th day of May, 2020.

SOUTHLAKE TOWERS, LLLP, a Florida limited liability limited partnership

By: ReBuild America-Phoenix, Inc., an Arizona not-for-profit corporation, its general partner

By: 
Name: Mark J. Kemp
Title: Vice President

REBUILD AMERICA-PHOENIX, INC., an Arizona not-for-profit corporation

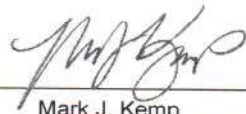
By: 
Name: Mark J. Kemp
Title: Vice President

EXHIBIT B

REPORT REGARDING PUBLIC HEARING

REPORT OF BREVARD COUNTY HOUSING FINANCE AUTHORITY

The Brevard County Housing Finance Authority (the "Authority") conducted a public hearing on the proposed issuance by the Authority of not to exceed \$13,200,000 in Multifamily Housing Revenue Bonds, (Southlake Towers Project) (the "Bonds") and on the nature and location of the project to be financed with the Bonds.

The public hearing was held by telephone conference call on April 22, 2020, commencing at 3:03 p.m. and closing at 3:04 p.m., pursuant to the notice of such hearing which was published on April 14, 2020, on the Authority's website and on April 15, 2020, on the County's website. A copy of the Affidavit as to publication of notice is attached to Resolution No. 2020-04 as Exhibit C. Interested individuals were given the opportunity to express their views, both orally and in writing.

The following numbers of people attended the hearing or submitted written comments and were in favor of or opposed to the proposed issuance of the Bonds or the nature or location of the project to be financed with the Bonds:

Number of people in attendance:	<u>13</u>
Number of written comments:	<u>0</u>
Number of people in favor:	<u>0</u>
Number of people opposed:	<u>0</u>

Respectfully submitted this 22nd day of April, 2020.



ANGELA A. ABBOTT, ESQUIRE, Attorney for
the Brevard County Housing Finance
Authority