

RESOLUTION

of the
ORANGE COUNTY BOARD OF COUNTY COMMISSIONERS
regarding
**THE CENTRAL FLORIDA COMMUTER RAIL SYSTEM;
APPROVING AND AUTHORIZING THE EXECUTION OF THE
AMENDMENT TO THE INTERLOCAL FUNDING
AGREEMENT FOR THE ACQUISITION AND CONSTRUCTION
OF THE CENTRAL FLORIDA COMMUTER RAIL SYSTEM;
APPROVING AND AUTHORIZING THE EXECUTION OF THE
SECOND AMENDMENT TO THE INTERLOCAL
GOVERNANCE AGREEMENT FOR THE CREATION OF THE
CENTRAL FLORIDA COMMUTER RAIL COMMISSION;
RATIFYING AND APPROVING THE CONTENTS OF NEW
APPENDICES C, E, F, AND G OF THE INTERLOCAL
OPERATING AGREEMENT FOR OPERATION OF THE
CENTRAL FLORIDA COMMUTER RAIL SYSTEM;
CONSENTING TO EXECUTION BY THE CENTRAL FLORIDA
COMMUTER RAIL COMMISSION OF THE THIRD
AMENDMENT TO INTERLOCAL OPERATING AGREEMENT
FOR OPERATION OF THE CENTRAL FLORIDA COMMUTER
RAIL SYSTEM; PROVIDING FOR CONFLICTS AND
SEVERABILITY; AND PROVIDING FOR AN EFFECTIVE
DATE.**

Resolution No. 2010-M-44

WHEREAS, the State of Florida, Department of Transportation ("FDOT"), Osceola County, Seminole County, County of Volusia, the City of Orlando, and Orange County have entered into an Interlocal Funding Agreement for the Acquisition and Construction of the Central Florida Commuter Rail System (the "Interlocal Funding Agreement"); and

WHEREAS, the FDOT and the Central Florida Commuter Rail Commission (the "Commission") have entered into an Interlocal Operating Agreement for Operation of the Central Florida Commuter Rail System (the "Interlocal Operating Agreement"); and

WHEREAS, Osceola County, Seminole County, County of Volusia, the City of Orlando, and Orange County ("Local Government Partners") have entered into an Interlocal Governance Agreement for Creation of the Central Florida Commuter Rail Commission (the "Interlocal Governance Agreement"); and

WHEREAS, under the terms of the Interlocal Governance Agreement (section 3.06(B)(2), the Commission shall not be approved to execute or approve any amendment to the Interlocal Operating Agreement without written consent of all Local Government Partners; and

WHEREAS, previously the Local Government Partners have twice consented and the FDOT and Commission have twice agreed to extend the deadline set forth in subsection (D) of Section 3.02 of the Interlocal Operating Agreement; and

WHEREAS, the Local Government Partners have previously agreed to amend the Interlocal Governance Agreement to allow flexibility in the designation or election of alternate members of the Commission and the Technical Advisory Committee; and

WHEREAS, action by the Florida Legislature and negotiations with CSX Transportation, Inc., as well as grant application requirements, have created the need to amend the Interlocal Funding Agreement and the need to further amend the Interlocal Operating Agreement; and

WHEREAS, the Local Government Partners also at this time desire to amend the Interlocal Governance Agreement to correspond with the other proposed changes; and

WHEREAS, the Board of County Commissioners of Orange County ("BCC") approves and authorizes the execution of the First Amendment to the Interlocal Funding Agreement for the Acquisition and Construction of the Central Florida Commuter Rail System; authorizes execution of the Third Amendment to Interlocal Operating Agreement; ratifies the contents of new Appendices C, E, F, and G to the Interlocal Operating Agreement, as amended; and authorizes the execution of the Second Amendment to the Interlocal Governance Agreement.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ORANGE COUNTY, FLORIDA:

SECTION 1. AMENDMENT TO FUNDING AGREEMENT. The BCC hereby approves and authorizes the Orange County Mayor to execute the Amendment to the Interlocal Funding Agreement for the Acquisition and Construction of the Central Florida Commuter Rail System attached hereto as Exhibit A.

SECTION 2. SECOND AMENDMENT TO GOVERNANCE AGREEMENT. The BCC hereby approves and authorizes the Orange County Mayor to execute the Second Amendment to the Interlocal Governance Agreement for Creation of the Central Florida Commuter Rail Commission attached hereto as Exhibit B.

SECTION 3. THIRD AMENDMENT TO OPERATING AGREEMENT. The BCC hereby consents to execution by the Commission of the Third Amendment to Interlocal Operating Agreement for Operation of the Central Florida Commuter Rail System attached hereto as Exhibit C.

SECTION 4. RATIFICATION OF NEW APPENDICES C, E, F, AND G OF OPERATING AGREEMENT. The BCC hereby ratifies and approves the content of new Appendices C, E, F, and G of Interlocal Operating Agreement for Operation of the Central Florida Commuter Rail System attached hereto as part of Exhibit C.

SECTION 5. CONFLICTS AND SEVERABILITY. All sections or parts of section of all resolutions or parts of resolutions in conflict herewith are hereby repealed to the extent of such conflict. If any section, subsection, sentence, clause or provisions of this Resolution is held unconstitutional, inoperative, or void by a court of competent jurisdiction, such holding shall not affect the remainder of the Resolution.

SECTION 6. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

DULY ADOPTED this ___ day of MAY 25 2010, 2010.



ORANGE COUNTY, FLORIDA
By: Board of County Commissioners

By: Richard T. Crotty
Richard T. Crotty
Orange County Mayor

Date: 5.28.10

ATTEST: Martha O. Haynie, County Comptroller
As Clerk of the Board of County Commissioners

By: Martha O. Haynie
Deputy Clerk
Date: MAY 28 2010