

**A RESOLUTION OF THE CENTRAL FLORIDA
EXPRESSWAY AUTHORITY ACCEPTING
TRANSFER OF ASSETS AND OBLIGATIONS OF
THE FORMER ORLANDO-ORANGE COUNTY
EXPRESSWAY AUTHORITY AND ADOPTING
“CFX” AS ITS OFFICIAL SURNAME**

RESOLUTION NO.: 2014 - ____

A RESOLUTION OF THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY ACKNOWLEDGING THE TRANSFER OF ALL ASSETS AND OBLIGATIONS OF THE FORMER ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY TO THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY; ACCEPTING ALL RIGHTS, TITLE AND INTEREST IN ALL SUCH ASSETS, TANGIBLE AND INTANGIBLE, WHEREVER SITUATED; ASSUMING ALL SUCH OBLIGATIONS AND LIABILITIES AS PRESCRIBED BY THE LEGISLATURE OF THE STATE OF FLORIDA; ACCEPTING, RATIFYING AND ASSUMING ALL EXISTING ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY CONTRACTS INCLUDING, BUT NOT LIMITED TO, EMPLOYMENT CONTRACTS, WHETHER WRITTEN OR ORAL, BETWEEN ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY AND ITS OFFICERS AND EMPLOYEES; RATIFYING ALL LAWFUL ACTION PREVIOUSLY TAKEN BY THE ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY WITH REGARD TO SUCH ASSETS AND OBLIGATIONS AND WITH REGARD TO THE PLANNING, ENGINEERING, FINANCING, CONSTRUCTION, OPERATION AND MAINTENANCE OF THE ORLANDO-ORANGE COUNTY EXPRESSWAY SYSTEM (NOW KNOWN AS THE CENTRAL FLORIDA EXPRESSWAY SYSTEM); AUTHORIZING THE EXECUTIVE DIRECTOR AND GENERAL COUNSEL TO EXECUTE AND/OR RECORD SUCH DOCUMENTS AS THEY DETERMINE NECESSARY OR ADVISABLE TO EVIDENCE AND NOTIFY ALL PERSONS OF THE RIGHTS, TITLE, INTERESTS AND OBLIGATIONS OF THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY AS SUCCESSOR IN INTEREST TO THE ORLANDO-ORANGE COUNTY EXPRESSWAY AUTHORITY; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Legislature adopted and on June 20, 2014 the Governor signed into law Committee Substitute for Committee Substitute for Senate Bill 230, Chapter Law 2014-171, (the

“Legislation”) which amended Chapter 348, Part III, Florida Statutes by, among other things, creating the Central Florida Expressway Authority (the “Authority”); and,

WHEREAS, the Legislature specifically amended Section 348.753(2)(a), Florida Statutes to provide that, “immediately upon the effective date of this act, the Central Florida Expressway Authority shall assume the governance and control of the Orlando-Orange County Expressway Authority System, including its assets, personnel, contracts, obligations, liabilities, facilities, and tangible and intangible property;” and,

WHEREAS, the Legislature further specifically amended Section 348.753(2)(a), Florida Statutes, to provide that “the Central Florida Expressway Authority shall immediately succeed to and assume the powers, responsibilities and obligations of the Orlando-Orange County Expressway Authority;” and,

WHEREAS, the Central Florida Expressway Authority governing board, after its members were duly appointed and qualified as provided for in the Legislation held its first meeting on July 10, 2014, and upon advice of its General Counsel considered passage of this Resolution for the purpose of placing all persons, including those who may not be otherwise familiar with the Legislation and its effect on assets and obligations currently existing in the name of the Orlando-Orange County Expressway Authority on notice of the Authority’s designation by the Legislature as the true and lawful successor in interest to all assets and obligations of the Orlando-Orange County Expressway Authority.

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY as follows:

1. Henceforth in conducting all business incident to its status as an Expressway Authority pursuant to Chapter 348, Part III, Florida Statutes, the Central Florida Expressway Authority shall be referred to either by its full name or the acronym “CFX.”
2. CFX hereby acknowledges the transfer of, and accepts title to, all assets of the Orlando-Orange County Expressway Authority including all tangible and intangible property including, but not limited to, real property, personal property, choses in action, contract rights, and all other assets of any kind and in any location whatsoever and whether documented by deed, title, bill of sale, lease, certificate, ledger entry, electronic ledger entry or by any other manner, and further including any such assets that, in accordance with custom and usage, are not typically evidenced with such ownership documentation. It is the Authority’s intent that this provision be given as broad an interpretation as lawfully permitted so as to be over-inclusive rather than under-inclusive.
3. CFX hereby accepts and assumes, to the full extent provided in the Legislation, all liabilities and obligations of the Orlando-Orange County Expressway Authority currently existing or which may arise from the lawful actions of the governing board

of the Orlando-Orange County Expressway Authority prior to the passage of the Legislation, whether the same are currently known or unknown.

4. CFX hereby accepts, ratifies and assumes all existing Orlando-Orange County Expressway Authority Contracts including, but not limited to, employment contracts, whether written or oral and at-will, between Orlando-Orange County Expressway Authority and its officers and employees.
5. The Authority hereby ratifies all lawful action previously taken by the governing board of the Orlando-Orange County Expressway Authority with regard to the aforementioned assets and obligations and with regard to the planning, engineering, financing, acquisition, construction, operation and maintenance of the Orlando-Orange County Expressway Authority System, now known as the Central Florida Expressway Authority System.
6. The Executive Director or in his or her absence the Deputy Executive Directors and the General Counsel are each hereby authorized to execute and/or record any documents either shall find necessary or advisable to evidence and notify all persons of the rights, title, interests and obligations of the Central Florida Expressway Authority as successor in interest to the Orlando-Orange County Expressway Authority.
7. In addition to such other documents as the Executive Director, Deputy Executive Directors and General Counsel deem advisable to record, if any, a copy of this Resolution shall be recorded by the Authority among the official records of Lake County, Orange County, Osceola County and Seminole County in order to put all persons on notice of the Legislation and of the action of the governing board of the Central Florida Expressway Authority.
8. This Resolution shall be effective immediately upon its adoption.

ADOPTED THIS ____ DAY OF _____, 2014.

**CENTRAL FLORIDA
EXPRESSWAY AUTHORITY:**

By: _____
CFX Board Chairman

Attest: _____
Darleen Mazzillo
Assistant Secretary

Approved as to legality and form

CFX General Counsel