

1. **Financial Review.**

1.1. Financial Reviews and Information.

- 1.1.1. As and when required, Developer shall request the Financial Review Committee to conduct its financial review (the “Financial Review”) of the Project and shall submit to the Financial Review Committee information (the “Financial Information”) confirming the financial ability of Developer and the Developer Principals to develop the Project.
- 1.1.2. Unless modified pursuant to paragraph 1.1.3.1, the Financial Information shall include the following:
  - 1.1.2.1. Information concerning the Developer Principals including prior development experience, current or ongoing development of Projects similar to the Project in which the Developer Principals or the Real Estate Firm are or have been involved, and credit bureau reports for each Developer Principal.
  - 1.1.2.2. The last two (2) years’ federal corporate income tax returns of the Developer Principals and of Developer (if Developer was required to file such tax returns).
  - 1.1.2.3. Financial statements of Developer and each Developer Principal accurately representing their financial condition as of a date that is no less than six months prior to the date of delivery of the financial statements.
  - 1.1.2.4. A complete pro forma and cash flow projection on the Project, including all assumptions.
  - 1.1.2.5. Feasibility study of the Project.
  - 1.1.2.6. Estimates of Construction Costs for the Project provided by a licensed general contractor to be used for the Project (or for Phase 1 if the Project is built in Phases) and copies of the construction contract with such contractor.
  - 1.1.2.7. A loan commitment or other documentation establishing that Developer or the Developer Principals have sufficient financing or resources in place to develop the Project (or for Phase 1 if the Project is built in Phases).
  - 1.1.2.8. Proof that Developer has the Equity Investment if required.
- 1.1.3. In connection with the Financial Review:
  - 1.1.3.1. Developer or the Financial Review Committee may request City to permit the types of Financial Information described in paragraph 1.1.2 be modified based upon the following factors: whether the Financial

Information is subject to the Florida Public Records Act (notwithstanding paragraph 1.3.3); and such other matters as otherwise render the provision of the Financial Information described in paragraph 1.1.2 inappropriate and unnecessary. In considering the information to be provided, City shall consider, not only the matters asserted by the requesting party, but also City's reasonable necessity to assure that Developer and the Developer Principals have the financial ability to develop the Project.

- 1.1.3.2. City and Developer shall request that no person serve on the Financial Review Committee who is employed by, or represents, a financial institution: (a) if a Developer Principal owns stock in such financial institution; (b) if a Developer Principal serves on the Board of Directors of such financial institution; or (c) if the financial institution has a business relationship with a Developer Principal that would create an appearance of impropriety if such person were to serve on the Financial Review Committee.
- 1.1.3.3. The Financial Review Committee shall review the Financial Information submitted and make a report to City Council concerning its findings as to whether Developer and the Developer Principals have the financial ability to develop the Project.
- 1.1.4. As of the Effective Date, City anticipates that the Financial Review Committee shall consist of at least three persons selected in writing by the Ocala/Marion County Chamber of Commerce, Inc., a Florida not for profit corporation ("CEP"), or selected by one or more persons selected by the CEP: whose primary offices are in Marion County; who are employed by banks or similar financial institutions with offices in Marion County; who are experienced in commercial lending; and who are willing to serve on the Financial Review Committee for no compensation. In the event that the CEP is unable or unwilling to select such persons, City shall select persons meeting the foregoing qualifications in its sole discretion. Although the CEP has a role in selecting the members of the Financial Review Committee, the Financial Review Committee is not a committee of, nor under the control of, the CEP and shall perform its duties hereunder without any direction from CEP.
- 1.2. Council Determination. Conveyance of incentives shall be subject to City Council's determination that Developer and the Developer Principals have the financial ability to develop the Project, and that the Developer Principals or the Real Estate Firm has the experience to develop and market the Project, based upon any report of the Financial Review Committee and other information available to City Council.
- 1.3. Relationship Between City and Financial Review Committee. The relationship between City and the Financial Review Committee is as follows:
  - 1.3.1. The Financial Review Committee is not, and will not be, a department, division, bureau, commission or other separate unit of government created or established by, City.
  - 1.3.2. The Financial Review Committee was not created by law or ordinance of City or any other public agency.

- 1.3.3. Although City anticipates that the Financial Review Committee will provide a report to City as set forth in paragraph 1.1.3.3, City has not entered into a contract with the Financial Review Committee concerning such report or other activities of the Financial Review Committee hereunder.
- 1.3.4. Therefore, in light of the foregoing, City and Developer believe and intend that all documents or other information provided by or on behalf of Developer to the Financial Review Committee shall be kept confidential by the Financial Review Committee and are not subject to the Florida Public Records Act. Nothing set forth herein shall preclude the disclosure of such documents or other information: (a) in any litigation involving City or Developer in which the such documents or other information is relevant, but the parties shall endeavor to protect such documents or other information from disclosure pursuant to available procedures under Florida law (including requesting that such documents or other information be sealed, if appropriate); or (b) pursuant to a subpoena or court order. Except in connection with any such use, City shall not request the Financial Review Committee to provide the information or documents to City. Further, City and Developer acknowledge that the Financial Review Committee may destroy information and documents provided to it by or on behalf of Developer hereunder upon Developer's request and that therefore it may be unable to obtain such information in connection with any permitted use thereof.